Annual Securities Report
(Excerpt)

(The English translation of the “Yukashoken-Houkokusho” (Excerpt)

for the year ended December 31, 2021)

Renesas Electronics Corporation

Contents

[Cover]

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Fiscal Year	20th term (from January 1, 2021 to December 31, 2021)
Company Name	Renesas Electronics Kabushiki-kaisha
Company Name (English)	Renesas Electronics Corporation
Title and Name of Representative	Hidetoshi Shibata, Representative Director, President and CEO
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Contact Person	Yukitake Hashiguchi, Director, Corporate Governance Department
Place Where Available for Public Inspection	Tokyo Stock Exchange, Inc. (2-1 Nihombashi, Kabutocho, Chuo-ku, Tokyo)

Part I. Corporate Information

I. Overview of the Company

1. Main Financial Data

(1) Consolidated Financial Summary

-		International Financial Reporting standards					
		Transition date	16th fiscal period	17th fiscal period	18th fiscal period	19th fiscal period	20th fiscal period
Fiscal year-end		Jan 1, 2017	2017 Dec.	2018 Dec.	2019 Dec.	2020 Dec.	2021 Dec.
Revenue	(Millions of yen)	—	779,255	756,503	718,243	715,673	994,418
Income (loss) before income taxes	(Millions of yen)	—	99,508	67,723	(325)	65,216	152,463
Income (loss) attributable to owners of the parent	(Millions of yen)	—	102,025	50,989	(6,317)	45,626	127,261
Comprehensive income attributable to owners of the parent	(Millions of yen)	—	108,575	18,248	(22,108)	(19,239)	292,783
Equity attributable to owners of the parent company	(Millions of yen)	467,573	575,733	598,100	621,455	616,701	1,158,143
Total assets	(Millions of yen)	873,241	1,136,000	1,055,235	1,668,148	1,608,985	2,406,247
Equity per share attributable to owners of the parent	(Yen)	280.47	345.33	358.49	363.37	356.08	595.81
Basic income (loss) per share	(Yen)	—	61.20	30.57	(3.73)	26.54	68.96
Diluted income (loss) per share	(Yen)	—	61.14	30.50	(3.73)	25.97	67.44
Ratio of equity attributable to owners of the parent	(%)	53.5	50.7	56.7	37.3	38.3	48.1
Return on equity	(%)	—	19.6	8.7	(1.0)	7.4	14.3
Price-earnings ratio	(Times)	—	21.5	16.4	—	40.7	20.6
Cash flow from operating activities	(Millions of yen)	—	173,649	172,308	201,960	223,889	307,384
Cash flow from investing activities	(Millions of yen)	—	(453,905)	(80,872)	(742,162)	(40,163)	663,126
Cash flow from financing activities	(Millions of yen)	—	75,086	(39,251)	500,466	(104,470)	340,915
Cash and cash equivalents Balance at end of year	(Millions of yen)	354,287	139,545	188,820	146,468	219,786	221,924
Number of Employees	(People)	18,884	20,513	19,546	18,958	18,753	20,962

(Note) 1. Consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") since the 17th fiscal period.
2. Revenue does not include consumption taxes.
3. The number of employees does not include the number of employees on leave and temporary employees. This information is omitted because the number of temporary employees is less than 10/100 of the number of employees.
4. Diluted loss per share for the 18th fiscal period is the same as basic loss per share because there are no dilutive potential common shares outstanding.
5. During the 18th fiscal year, warrants issued by the Company were not dilutive and thus were not included in the calculation of diluted loss per share.
6. The accounting policy was changed in the 19th fiscal period, and the consolidated financial statements for the 18th fiscal period reflect the revision of the classification of expenses.

		Japanese standards	
		16th fiscal period	17th fiscal period
Fiscal year-end		2017 Dec.	2018 Dec.
Net sales	(Millions of yen)	780,261	757,360
Ordinary income	(Millions of yen)	75,288	65,130
Net profit attributable to owners of parent	(Millions of yen)	77,196	54,595
Comprehensive income	(Millions of yen)	87,174	14,910
Net assets	(Millions of yen)	511,898	531,558
Total assets	(Millions of yen)	1,051,474	967,790
Net assets per share	(Yen)	304.20	314.08
Net income per share	(Yen)	46.30	32.74
Diluted Net Income per share	(Yen)	46.26	32.66
Equity Ratio	(%)	48.2	54.1
Return on equity	(%)	16.6	10.6
Price-earnings ratio	(Times)	28.4	15.3
Cash flow from operating activities	(Millions of yen)	164,222	164,157
Cash flow from investing activities	(Millions of yen)	(432,635)	(61,339)
Cash flow from financing activities	(Millions of yen)	63,243	(50,633)
Cash and cash equivalents Balance at the end of the period	(Millions of yen)	139,545	188,820
Number of Employees	(People)	20,513	19,546

(Note) 1. Various figures for the 17th fiscal period have not been audited in accordance with the provisions of Article 193-2, Paragraph 1 of the Financial Instruments and Exchange Act.
2. Consumption tax and local consumption tax ("Consumption tax, etc.") are processed by the tax exclusion method.
3. The number of employees does not include the number of employees on leave and temporary employees. This information is omitted because the number of temporary employees is less than 10/100 of the number of employees.

(2) Non-consolidated Business Performance Indicators

		16th fiscal period	17th fiscal period	18th fiscal period	19th fiscal period	20th fiscal period
Fiscal year-end		2017 Dec.	2018 Dec.	2019 Dec.	2020 Dec.	2021 Dec.
Net sales	(Millions of yen)	683,266	631,220	554,313	563,908	771,277
Ordinary income	(Millions of yen)	90,620	68,864	16,349	52,843	129,862
Net income	(Millions of yen)	87,457	49,216	17,029	47,458	113,928
Share Capital	(Millions of yen)	10,022	10,699	22,213	28,971	147,133
Number of issued shares	(Thousands of shares)	1,667,194	1,668,385	1,710,277	1,731,899	1,943,806
Net assets	(Millions of yen)	399,675	438,896	505,219	566,100	913,301
Total assets	(Millions of yen)	937,490	928,277	1,614,467	1,628,721	2,385,940
Net assets per share	(Yen)	238.35	260.07	286.02	317.65	463.03
Dividends per share (Interim dividends per share)	(Yen) (Yen)	— (—)	— (—)	— (—)	— (—)	— (—)
Net income per share	(Yen)	52.46	29.51	10.05	27.60	61.73
Diluted net income per share	(Yen)	52.41	29.44	9.90	27.01	60.38
Equity Ratio	(%)	42.4	46.7	30.3	33.8	37.7
Return on equity	(%)	24.4	11.8	3.7	9.1	15.7
Price-earnings ratio	(Times)	25.0	16.9	74.6	39.1	23.1
Dividend payout ratio	(%)	—	—	—	—	—
Number of Employees	(People)	5,663	5,600	6,252	6,162	6,116
Total shareholder return (Comparison index : TOPIX including dividends)	(%) (%)	147.0 (129.4)	56.0 (108.8)	84.0 (128.5)	120.8 (138.0)	153.3 (146.9)
Highest stock price	(Yen)	1,543	1,427	793	1,112	1,577
Lowest stock price	(Yen)	882	438	450	317	1,042

(Note)
1. Consumption taxes are processed by the tax exclusion method.
2. The dividend payout ratios for the 16th, 17th, 18th and 19th fiscal periods are not stated because no dividend was paid.
3. The number of employees does not include the number of employees on leave and temporary employees. This information is omitted because the number of temporary employees is less than 10/100 of the number of employees.
4. "Partial Amendments to Accounting Standard for Tax Effect Accounting" (ASBJ Statement No. 28, February 16, 2018) has been applied from the end of the 17th fiscal period. Management indicators, etc. related to the 16th fiscal period are indicators after retroactive application of the said accounting standard.
5. The accounting policy was changed in the 19th fiscal period, and the financial statements for the 18th fiscal period reflect the revision of the classification of expenses.
6. The highest and lowest share prices are those recorded on the First Section of the Tokyo Stock Exchange.

2. History

On November 1, 2002, NEC Corporation spun off its semiconductor-related research, development, designing, manufacturing, sales, and servicing operations, excluding the general-purpose DRAM business, through a corporate split, and the Company was established as NEC Electronics Corporation, a wholly-owned subsidiary of NEC Corporation. Subsequently, on July 24, 2003, the Company listed its shares on the First Section of the Tokyo Stock Exchange, and on April 1, 2010, it merged with Renesas Technology Corp. and changed its name to Renesas Electronics Corporation.

Developments since the establishment are as follows.

Date	Matters
Nov. 2002	NEC Corporation's semiconductor business, excluding general-purpose DRAM, was spun off through a company split, and NEC Electronics Corporation was established in Kawasaki City, Kanagawa Prefecture, as a wholly-owned subsidiary of NEC Corporation.
Jul. 2003	Listed on First Section of the Tokyo Stock Exchange.
May 2004	Sold the back-end process division of NEC Yamagata Ltd.'s Takahata Plant to Taiwan-based ASE Group.
Jul. 2004	Spun off the prototype division from the Company and established NEC Fabserve Ltd., which mainly provided prototype services.
Oct. 2004	NEC Semiconductors Kyushu Ltd. succeeded the assembly and inspection processes (back-end processes) of NEC Yamaguchi Ltd. and changed its name to NEC Semiconductor Package & Test Solutions Co., Ltd.
Jan. 2005	Started mass production of 300mm wafer production line at NEC Yamagata Ltd.
Oct. 2005	NEC IC Design Beijing succeeded Shougang NEC Electronics's semiconductor development and sales divisions and changed its name to NEC Electronics (China).
Apr. 2006	Merged NEC Compound Semiconductor Devices Ltd. by simple merger method.
Sep. 2006	Established NEC Electronics Korea as a sales base in South Korea.
Sep. 2006	The assembly and inspection (post-process) line of NEC Semiconductors Ireland was closed.
Nov. 2006	Merged NEC Deviceport Ltd. by simple merger method.
Jun. 2007	Transferred the photomask business of NEC Fabserve Ltd. to Dai Nippon Printing Co., Ltd.
Oct. 2007	The assembly and inspection (post-process) line of P.T. NEC Semiconductors Indonesia was closed.
Apr. 2008	NEC Kyushu Ltd. merged with NEC Yamaguchi Ltd. and NEC Semiconductor Package & Test Solutions Co., Ltd., and changed its name to NEC Semiconductors Kyushu Yamaguchi Ltd. NEC Kansai Ltd. merged with NEC Fukui Ltd. and changed its name to NEC Semiconductors Kansai, Ltd. NEC Yamagata, Ltd. changed its name to NEC Semiconductors Yamagata, Ltd.
Apr. 2010	Merged Renesas Technology Corp. and changed the name to Renesas Electronics Corporation. (Note)
Nov. 2010	Acquired the wireless modem business from Nokia Corporation.
Dec. 2010	Transferred mobile multimedia business (including wireless modem business acquired from Nokia Corporation) to Renesas Mobile Corporation by an absorption-type company split.
May. 2011	Transferred Renesas Electronics America's front-end production line (Roseville Plant) to Germany-based Telefanken GmbH.
Feb. 2012	Started operations of Renesas Electronics Brazil Service as a sales support base in Brazil.
Mar. 2012	Transferred the power amplification business of the Company and the business of Renesas East Japan Semiconductor Inc.'s Nagano Device Division to Murata Manufacturing Co., Ltd.
Jul. 2012	Transferred the front-end process line (Tsugaru Plant) of Renesas Northern Japan Semiconductor Inc. to Fuji Electric Co., Ltd.
Jan. 2013	Transferred all shares of Renesas High Components Inc. to Aoi Electronics Co., Ltd.
Jun. 2013	Transferred the assembly and inspection processes (back-end processes) of Renesas Northern Japan Semiconductor Inc., Renesas Kansai Semiconductor Co., Ltd., and Renesas Kyushu Semiconductor Corp. (Hakodate Plant, Fukui Plant, and Kumamoto Plant) and manufacturing support business of Hokkai Electronics Co., Ltd. to J-Device Corporation.
Sep. 2013	Implemented third-party allotment of new shares to Innovation Network Corporation of Japan, Toyota Motor Corporation, Nissan Motor Company, Ltd., Keihin Corporation, DENSO Corporation, Canon Inc., Nikon Corporation, Panasonic Corporation, and Yasukawa Electric Corporation.

Date	Matters
Oct. 2013	Merged Renesas Electronics Sales Co., Ltd. into the Company through a simple merger method. Renesas Micro System Co., Ltd. merged with Renesas Design Corp. and changed its name to Renesas System Design Co., Ltd. Renesas Musashi Engineering Service Co., Ltd. merged with Renesas Kitaitami Engineering Service Co., Ltd. and Renesas Takasaki Engineering Service Co., Ltd. and changed its name to Renesas Engineering Service Co., Ltd. Renesas Northern Japan Semiconductor, Inc. merged with Renesas Eastern Japan Semiconductor, Inc. Transferred all shares of Renesas Mobile Europe and Renesas Mobile India to Broadcom Corporation.
Nov. 2013	Transferred the Company's equities in Shougang NEC Electronics to Shougang Group Corp.
Feb. 2014	Established Renesas Electronics India as a sales base in India.
Mar. 2014	Transferred front-end production lines (Tsuruoka Plant) of Renesas Yamagata Semiconductor Co., Ltd. to Sony Semiconductor Corporation.
Apr. 2014	Regarding the semiconductor front-end manufacturing business, Renesas Kansai Semiconductor Co., Ltd. as the surviving company/successor company, the Company's semiconductor front-end manufacturing business, Renesas Semiconductor Kyushu-Yamaguchi Co., Ltd.'s semiconductor front-end manufacturing business, Renesas Northern Japan Semiconductor Co., Ltd.'s crystal business, Renesas Kofu Semiconductor Co., Ltd., Renesas Naka Semiconductor Co., Ltd., Renesas Semiconductor Engineering Co., Ltd. and Renesas Yamagata Semiconductor Co., Ltd. were consolidated through absorption-type company split and absorption-type merger. The name of Renesas Kansai Semiconductor Co., Ltd. changed to Renesas Semiconductor Manufacturing Co., Ltd. Regarding the semiconductor back-end manufacturing business, Renesas Semiconductor Kyushu Yamaguchi Co. Ltd. as the surviving company/successor company, the Company's semiconductor back-end manufacturing business, Renesas Semiconductor Northern Japan Semiconductor Co., Ltd., Renesas Yanai Semiconductor Co., Ltd., Haguro Electronics Co., Ltd., Hokkai Electronics Co., Ltd., and Renesas Kyushu Semiconductor Co., Ltd. were consolidated through absorption-type company split and absorption-type merger. The name of Renesas Semiconductor Kyushu Yamaguchi Co. Ltd. changed to Renesas Semiconductor Package & Test Solutions Co., Ltd.
Oct. 2014	Merged Renesas Mobile Corporation through a simple merger method. Transferred all shares of Renesas SP Driver Inc. held by the Company to a European subsidiary of U.S-based Synaptics Incorporated.
Apr. 2015	Transferred the Company's device solution development function to Renesas Solutions Corp. through a simple absorption-type company split. Transferred the development support function of the Company to Renesas Engineering Service Co., Ltd. through a simple absorption-type company split. Renesas Solutions Corp.'s kits, platforms, and field solutions, as well as sales expansion infrastructure and other development functions were transferred to the Company through a simple absorption-type company split. Renesas Solutions Corp. merged with Renesas System Design Co., Ltd. and changed its name to Renesas System Design Co., Ltd.
Feb. 2016	Transferred part of the Shiga Plant of Renesas Semiconductor Manufacturing Co., Ltd. (8-inch wafer production line) to ROHM Shiga Co., Ltd.
Jun. 2016	Renesas Electronics Singapore as a surviving company merged with Renesas Semiconductor Singapore.
Feb. 2017	Acquired all shares of U.S-based Intersil Corporation ("Intersil"), and turned it into a subsidiary of the Company.
May. 2017	Transferred Renesas Semiconductor Package & Test Solutions Co., Ltd.'s contract development and manufacturing and image recognition system development, manufacturing, and sales businesses to Hitachi Maxell, Ltd.
Jul. 2017	Merged Renesas System Design Co., Ltd. through a simple merger.
Jan. 2018	Intersil as a surviving company merged with Renesas Electronics America and changed its name to Renesas Electronics America.

Date	Matters
Aug. 2018	Sold part of its shares of Renesas Easton Co., Ltd. and excluded it from the Company's equity-method affiliates.
Oct. 2018	Transferred the Kochi Plant of Renesas Semiconductor Manufacturing Co., Ltd. to Marusan Sangyo Co., Ltd.
Jan. 2019	Merged Renesas Semiconductor Package & Test Solutions Co., Ltd. through a simple merger method.
Mar. 2019	Acquired all shares of Integrated Device Technology, Inc. ("IDT") in the U.S. and turned it into a subsidiary of the Company.
Jan. 2020	IDT merged Renesas Electronics America and changed its name to Renesas Electronics America.
Aug. 2021	Acquired all shares of Dialog Semiconductor Plc ("Dialog") in the U.K. and turned it into a subsidiary of the Company.
Dec. 2021	Acquired all shares of Celeno Communications Inc. which is a holding company of Celeno Communications Ltd. ("Celeno") in Israel and turned it into a subsidiary of the Company.

(Note) As a result of this merger, Renesas Technology Corp.'s affiliated companies have been succeeded, and some of the Group's affiliated companies have been reorganized or changed their names.

3. Business Description

As of December 31, 2021, the Group consisted of the Company and 114 subsidiaries (5 domestic and 109 foreign companies). As a manufacturer specializing in semiconductors, the Group is engaged in research, design, development, manufacture, sales, and services relating to a variety of semiconductors.

The Group's research, design, development, manufacture, sales and service functions are primarily divided among the Company and its subsidiaries. The research, design and development functions are the responsibilities of the Company and other overseas subsidiaries, such as Renesas Electronics America, Renesas Semiconductor Design Beijing, Renesas Design Vietnam, and Renesas Electronics Europe are in charge of research, design and development functions. The manufacturing functions are handled mainly by domestic and overseas production subsidiaries, but we also utilize foundries and other external production subcontractors as needed. The sales and servicing functions are conducted primarily through affiliated distributors in Japan, and primarily through overseas sales subsidiaries, such as Renesas Electronics America, Renesas Electronics Europe and Renesas Electronics Hong Kong, or distributors in overseas.

The Group consists of the “Automotive Business” and the “Industrial/Infrastructure/IoT Business”. Segment information is disclosed based on this classification.

The Automotive Business includes in-vehicle control, which provides semiconductors for controlling automobile engines and bodies, and in-vehicle information, which provides semiconductors for censoring systems, which detect the environment inside and outside of a vehicle; in-vehicle infotainment (IVI) and instrument panels, which transmit various information to the driver, and other in-vehicle information devices. In this segment, the Group mainly provides microcontrollers, SoCs (systems-on-a-chip), analog semiconductors, and power semiconductors.

The Industrial/Infrastructure/IoT Business includes the “Industrial” business, which supports smart society; the “Infrastructure” business and the “IoT” business. In this segment, the Group mainly provides microcontrollers, SoCs and analog semiconductors.

In addition, the Company's design operations and the semiconductor contract development and production carried out by production subsidiaries are classified as "Other."

Consolidated subsidiaries of the Group (114 companies) by major business are as follows.

As of December 31, 2021

Name of Related Segment for Reporting	Major Businesses	Domestic subsidiaries	Foreign subsidiaries
Automotive and Industrial/ Infrastructure /IoT	Sales		(Consolidated subsidiaries) Renesas Electronics China Renesas Electronics Shanghai Renesas Electronics Hong Kong Renesas Electronics Taiwan Renesas Electronics Korea Renesas Electronics Singapore Renesas Electronics Malaysia Renesas Electronics India Renesas Electronics Canada Renesas Electronics Brazil Service Renesas Electronics Europe (U.K.) Renesas Electronics Europe (Germany) Renesas Electronics Israel 5 other companies
	Manufacturing and manufacturing support	(Consolidated subsidiary) Renesas Semiconductor Manufacturing Co., Ltd.	(Consolidated subsidiaries) Renesas Semiconductor Beijing Renesas Semiconductor (Suzhou) Renesas Semiconductor K.L. Renesas Semiconductor Malaysia Renesas Semiconductor (Keda) Renesas Semiconductor Technology (Malaysia) 6 other companies
	Design, development, and application technologies	(Consolidated subsidiary) Renesas Engineering Services Co., Ltd.	(Consolidated subsidiaries) Renesas Semiconductor Design Beijing Renesas Design Vietnam Renesas Semiconductor Design (Malaysia) Renesas Design Bulgaria Renesas Design Zurich Renesas Integrated Circuit Shanghai Renesas Integrated Circuit Chengdu 1 other company
	Operating Companies and Others	(Consolidated subsidiaries) 3 companies	(Consolidated subsidiaries) Renesas Electronics America Renesas Electronics Germany Renesas Electronics Penang Renesas International Operations (Malaysia) Intersil Luxembourg IDT Bermuda Gig Peak Dialog Celeno 62 other companies

(Note) 1. Part of our overseas sales subsidiaries are also engaged in the business of designing and developing products.
2. The Company acquired Dialog, a British analog chip company, as a wholly owned subsidiary on August 31, 2021. Dialog changed its name to Dialog Semiconductor Limited on September 14, 2021.
3. The Company acquired Celeno, which is a holding company of Celeno Communications Ltd., an Israel analog chip company, as wholly owned subsidiary on December 20, 2021.

4. Statuses of Affiliated Companies

As of December 31, 2021

Name	Address	Share capital or investments (Millions of yen)	Major Business	Voting rights holding/held ratio (%) (Note 1)	Relationship
(Consolidated subsidiaries) Renesas Semiconductor Manufacturing Co., Ltd. (Note 2)	Hitachinaka-shi, Ibaraki Prefecture	100	Manufacture of semiconductor products (front-end process)	100.0	Manufacture of the Company products Loans-None Real estate/equipment leasing-Yes Interlocking directorates -None
Renesas Engineering Services Co., Ltd.	Kodaira-shi, Tokyo	50	Design support for semiconductor products	100.0	Design-related services for the Company products Loans-None Real estate/equipment leasing-Yes Interlocking directorates-None
Renesas Electronics China, Inc.	China Beijing	$ thousand 38,540	Sales of semiconductor products in China	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Shanghai	China Shanghai	$ thousand 7,100	Sales of semiconductor products in China	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Hong Kong (Note 2)	China Hong Kong	Thousands of Hong Kong dollars 15,000	Sales of semiconductor products in Hong Kong	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Taiwan	Taiwan Taipei	Thousands of Taiwan dollars 170,800	Sales of semiconductor products in Taiwan	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Korea	South Korea Seoul	Thousands of won 3,751,885	Sales of semiconductor products in South Korea	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Singapore	Singapore	$ thousand 32,287	Sales of semiconductor products in ASEAN, India, Oceania and the Middle East	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Malaysia	Malaysia Selangor	Thousand ringgits 700	Sales support for semiconductor products in Malaysia	100.0 (100.0) (Note 3)	Sales and Support of The Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics India	India Bangalore	Thousands of Indian Rupee 32,500	Sales of semiconductor products in India	100.0 (99.90) (Note 3)	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics America (Note 2) (Note 6)	United States California	$ thousand 2,952,449	Design, development, manufacture and sale of semiconductor products in the United States	100.0	Design, development, manufacture, and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Canada	Canada Ontario	Thousands of Canadian dollars 44,560	Development and sales of semiconductor products in Canada	100.0 (100.0) (Note 3)	Development and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Brazil Service	Brazil Sao Paulo	—	Sales (technical) support of semiconductor products in Brazil and South America	100.0 (100.0) (Note 3)	Sales and (Technical) Support of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Europe (U.K.)	United Kingdom Buckinghamshire	Thousands of pounds 32,920	Design, development and sales of semiconductor products in Europe	100.0	Design, development, and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Europe (Germany) (Note 2) (Note 6)	Germany Dusseldorf	Thousands of euros 14,000	Design, development and sale of semiconductor products in Europe	100.0	Design, development, and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None

Name	Address	Share capital or investments (Millions of yen)	Major Business	Voting rights holding/held ratio (%) (Note 1)	Relationship
Renesas Semiconductor Beijing	China Beijing	$ thousand 90,444	Manufacture of semiconductor products (back-end process)	100.0	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor (Suzhou)	China Suzhou	$ thousand 43,226	Manufacture of semiconductor products (back-end process)	100.0 (6.33) (Note 3)	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor K. L.	Malaysia Selangor	Thousand ringgits 118,237	Manufacture of semiconductor products (back-end process)	100.0	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor Malaysia	Malaysia Penang	Thousand ringgits 84,000	Manufacture of semiconductor products (back-end process)	90.0	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor (Keda)	Malaysia Keda	Thousand ringgits 1,000	Manufacture of semiconductor products (back-end process)	100.0 (100.0) (Note 3)	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor Technology (Malaysia)	Malaysia Penang	Thousand ringgits 1,000	Manufacture of semiconductor products (back-end process)	100.0 (100.0) (Note 3)	Manufacture of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor Design Beijing Co., Ltd.	China Beijing	$ thousand 7,000	Design and development of semiconductor products	100.0	Design and Development of the Company Products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Design Vietnam	Vietnam Ho Chi Minh City	$ thousand 10,200	Design and development of semiconductor products	100.0	Design and Development of the Company Products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Semiconductor Design (Malaysia)	Malaysia Penang	Thousand ringgits 1,000	Design and development of semiconductor products	100.0 (100.0) (Note 3)	Design and Development of the Company Products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas International Operations (Note 2)	Malaysia Selangor	Thousand ringgits 426,302	Managing certain contract operations of the Group companies	100.0 (100.0) (Note 3)	Shared services (Group company services) Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Intersil Luxembourg	Luxembourg	$ thousand 91,585	Holding company	100.0 (100.0) (Note 3)	Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Israel	Israel Herzliya	Thousand Israeli shekels 2	Sales of semiconductor products	100.0	Sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Design Bulgaria	Bulgaria Varna	Thousands of Bulgarian Lev 5	Design and development of semiconductor products	100.0 (100.0) (Note 3)	Design and Development of the Company Products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Design Zurich	Switzerland Zurich	Thousands of Swiss francs 100	Design and development of semiconductor products	100.0 (100.0) (Note 3)	Design and Development of the Company Products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Integrated Circuit Shanghai	China Shanghai	Thousands of yuan 4,960	Development and sales of semiconductor products	100.0 (100.0) (Note 3)	Development and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Integrated Circuit Chengdu	China Chengdu	Thousands of yuan 3,000	Development and sales of semiconductor products	100.0 (100.0) (Note 3)	Development and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Renesas Electronics Penang (Note 2)	Malaysia Penang	$ thousand 551,785	Development, manufacture and sale of semiconductor	100.0 (100.0) (Note 3)	Development and sales of the Company products Loans-None Real estate/equipment leasing-None

			products		Interlocking directorates-None
Renesas Electronics Germany (Note 2)	Germany Dresden	Thousands of euros 15,750	Development, manufacture and sale of semiconductor products	100.0 (100.0) (Note 3)	Development and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
IDT Bermuda (Note 2)	Bermuda	$ thousand 462,119	Holding company	100.0 (100.0) (Note 3)	Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Gig Peak (Note 2)	United States California	$ thousand 225,344	Holding company	100.0 (100.0) (Note 3)	Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Dialog (Note 4)	United Kingdom Reading	$ thousand 13,526	Development, manufacture and sale of semiconductor products	100.0	Development and sales of the Company products Loans-None Real estate/equipment leasing-None Interlocking directorates-None
Celeno (Note 2) (Note 5)	United States Delaware	$ 1	Holding company	100.0	Loans-None Real estate/equipment leasing-None Interlocking directorates-None
77 other consolidated subsidiaries					

(Note) 1. Voting rights holding/held ratio is rounded down to the nearest second decimal place.
2. This is a specified subsidiary.
3. Figures in parentheses in the voting rights holding ratio column indicate shares attributable to indirect ownership.
4. The Company acquired Dialog, a British analog chip company, as a wholly owned subsidiary on August 31, 2021. Dialog changed its name to Dialog Semiconductor Limited on September 14, 2021.
5. The Company acquired Celeno, which is a holding company of Celeno Communications Ltd., an Israel analog chip company, as wholly owned subsidiary on December 20, 2021.
6. Renesas Electronics America and Renesas Electronics Europe (Germany) accounted for more than 10% of consolidated net sales (excluding intercompany sales).

Renesas Electronics America	(1) Net sales	271,959 Millions of yen
Major Profit and Loss Information	(2) Ordinary income	18,255 Millions of yen
	(3) Net loss	15,079 Millions of yen)
	(4) Net assets	642,210 Millions of yen
	(5) Total assets	752,678 Millions of yen

Figures for Renesas Electronics America, Inc. are consolidated financial results, including its subsidiaries (46 companies).

Renesas Electronics Europe (Germany)	(1) Net sales	124,242 Millions of yen
Major Profit and Loss Information	(2) Ordinary loss	4,777 Millions of yen)
	(3) Net loss	3,308 Millions of yen)
	(4) Net assets	11,502 Millions of yen
	(5) Total assets	71,239 Millions of yen

Figures for Renesas Electronics Europe (Germany) are consolidated financial results including its 1 subsidiary.

5. Status of Employees

(1) Consolidated Basis

The Group had 20,962 employees as of December 31, 2021.

Segment-specific information is omitted because the majority of the Group's employees are related to both the Automobile Business and the Industrial/Infrastructure/IoT Business.

The number of employees is the number of persons engaged in work (excluding employees seconded from the Group to outside the Group, but including those seconded from outside the Group to the Group). The number of temporary employees is omitted because it is less than 10/100 of the number of employees.

(2) Status of the Filing Company

As of December 31, 2021

Number of employees	Average age (years)	Average length of service (years)	Average annual salary (yen)
6,116	47.3	21.6	8,825,893

(Note) 1. The number of employees is the number of persons engaged in work (excluding employees seconded from the Company to external companies but including employees seconded from external companies to the Company).

2. The calculation of the average length of service includes years of service at Hitachi, Ltd., Mitsubishi Electric Corporation, NEC Corporation, and their affiliated companies.
3. The average annual salary amount includes bonuses and non-standard wages.
4. The number of temporary employees is omitted because it is less than 10/100 of the number of employees.
5. The number of employees of the Group increased by 2,209 compared to the previous year at the end of the current fiscal year, due to the conversion of Dialog into a wholly owned subsidiary of the Company.

(3) Union Information

As of December 31, 2021, the Company's labor union was Renesas Electronics Labor Union, which belongs to the Japanese Electrical, Electronic & Information Union. The number of union members as of December 31, 2021 was 3,748.

There is nothing particular to report relating to matters with the labor union.

II. Business Conditions

1. Management Policy, Management Environment and Issues to be Addressed etc.

(1) Sales Growth, Appropriate Cost Control, and Optimization of Production Structure

Firstly, the Group's sales increased during this Business Period compared to the previous year as a result of recovering demand for automobiles and infrastructure development accelerating in line with digitization trends triggered by the Covid-19 pandemic, as well as the acquisition of Dialog reaching completion in August 2021. Additionally, design-in, which is a source of future sales revenue, was 8% over target for this Business Period, an increase of 6% year on year. To achieve further sales growth, the Group will strive to expand and strengthen its product portfolio and necessary technologies through both an organic approach (expanding and strengthening existing businesses) and an inorganic approach (leveraging strategic alliances with other companies, acquisitions, and similar initiatives).Through the organic approach, the Group will promote intensive investment in research and development in the Group's focus areas. Specific areas of focus include SoCs for automated driving and automated driving assistance, microcontrollers for automotive domain control, Insulated Gate Bipolar Transistors (IGBTs) for xEVs, mixed signal products for ADAS and xEVs, microcontrollers mounting ARM cores and RISC-V cores, Battery Management Systems (BMS), MPUs with built-in Dynamically Reconfigurable Processor-AI (DRP-AI), and analog and mixed signals for data centers and 5G-related products. Meanwhile, the Group will take an inorganic approach by continuing to develop winning combinations and other initiatives to maximize synergies with Dialog and Celeno, which were acquired during this Business Period, in addition to the previously acquired former Intersil and IDT. In addition, through further M&A, the Group will, in a timely manner, expand its product portfolio and technologies to areas currently not held by the Group.

Secondly, on the cost front, despite the ongoing rise in transport costs due to the effects of the Covid-19 pandemic, the Group continues to implement logistics realignment measures, and the effects of these were seen in this Business Period. In terms of improving operational and IT system efficiency, the Group is strategically investing in integrating its existing the ERP (Enterprise Resource Planning) system, and believes these benefits will be felt over the mid- to long-term. In the short term, the Group will strive to control costs appropriately while ensuring it makes strategic investments necessary for future sales growth and business efficiency.

On the production front, the operating rates of the Group's production bases during the fiscal year under review were 57% for the 6-inch production plant, 97% for the 8-inch production plant, 75% for the 12-inch production plant, and 84% for all plants on average. Against the backdrop of a worldwide supply shortage of microcontrollers and SoCs for in-vehicle control and other semiconductors, the Group will work to expand production volumes at contract manufacturers in addition to expanding facilities at its own plants to ensure a stable supply. In addition, in light of the fire at the Naka Factory in March last year, the Group will strive to take disaster prevention measures, including expanding firefighting facilities and predictive maintenance systems at its own plants.

(2) Strengthening Software Development Capabilities

As of the end of this Business Period, software development personnel accounted for more than 10% of the Group's total development personnel.

However, in recent years, the added value of semiconductor-related software has increased further, and enhancing software development capabilities will also be important for the provision of the Group’s products and solutions.

The Group is working to strengthen its software development and customer support systems by promoting internal development efficiency and leveraging outsourcing opportunities with software companies. Going forward, the Group will continue to expand and strengthen its development workforce through inorganic approaches and proactive recruitment and continue to build and implement strategies related to software development.

(3) Responding to Geopolitical Issues

In recent years, trade conflicts between the United States and China have become increasingly prolonged and intense, and may develop into a more significant issue in the future in the semiconductor market, which is the business segment of the Group.

The Group is working to decentralize its design bases worldwide and optimize its resources from short-, medium-, and long-term perspectives. The Group will continue its activities to minimize such geopolitical risks in the future.

(4) Responding to the Mergers and Acquisitions in the Semiconductor Industry

The semiconductor industry, in which the Group operates, has traditionally experienced intense competition on a global level, and there is a trend toward mergers and acquisitions. In recent years, several large-scale M&A deals with acquisition values exceeding 1 trillion yen have been announced, accelerating this trend and highlighting the differences in the scale of business among semiconductor industry companies.

Considering these developments, in this Business Period the Group acquired Dialog and Celeno in order to expand and strengthen its business portfolio and rank as a competitor. Going forward, the Group will continue to list and update potential acquisition candidates and consider mergers and acquisitions that will contribute to increasing corporate value.

(5) Improving Employee Engagement and Instilling the Renesas Culture

With "To Make Our Lives Easier" as its purpose, the Group provides products and solutions that make people's lives easier. In the previous Business Period, the Group developed and launched the "Renesas Culture," which consists of five elements: "Transparent, Agile, Global, Innovative, Entrepreneurial," as a set of action guidelines shared by all Group organizations and employees worldwide to respond swiftly and flexibly to a constantly changing environment.

During this Business Period, the Group took various measures to accelerate the penetration of this "Renesas Culture." Going forward, the Group will further share each element of the "Renesas Culture" with its employees to further improve engagement.

(6) Optimizing the Employee Portfolio

At this end of the Business Period, the Group's regional headcount was 45% in Japan, 10% in North America, 10% in Europe, and 35% in Asia-Pacific.

From a medium- to long-term perspective, the Group will implement a variety of personnel measures with the aim of achieving an optimal employee age composition and regional composition for the Group, as well as expanding the number of employees engaged in important fields such as software and in fields that are expected to grow in the future.

Specifically, the Group will organize a global talent recruitment team and implement more globally aligned and strategic recruitment activities in each region than ever before. At the same time, the Group will continue to optimize the portfolio of Group employees, using an inorganic approach.

(7) Promotion of ESG Activities and Information Disclosure

During this Business Period, the Group implemented several initiatives for ESG and SDGs (Sustainable Development Goals). Going forward, the Group will continue to promote activities that contribute to the environment and contribute to society, such as the diversity of human resources and employee health and safety, as well as activities that contribute to governance, such as the strengthening of the Board of Directors function.

The Group will also strive to further improve our corporate value by further enhancing non-financial information on this ESG activity, improving its ESG rating, and expanding information disclosure to various stakeholders surrounding the Group.

(8) Optimization of the supply chain

The Group's supply chain faces challenges in terms of aligning production with order lead times and business practices related to order finalization.

To resolve these issues, the Group is making improvements to its structure and IT systems to modernize and bring them to industry standard, and will continue to work to optimize our supply chain through various measures, including establishment of chip stocks, in addition to consolidation and improvement of IT systems, review of business terms and conditions, and optimization of sales channels.

2. Risk Factors

The Group's operations and financial results are subject to various risks and uncertainties, including those described below, that could significantly affect investors' judgment. In addition, the following statements include matters which might not necessarily fall within the scope of such significant risks but are deemed important for investors' judgment from a standpoint of affirmative disclosure.

Statements regarding the future in the following paragraphs are based on the Group's understanding of the information available as of March 30, 2022.

(1) Market Fluctuations

Semiconductor market fluctuations, which are caused by factors such as economic cycles in each region and shifts in demand of end customers, affect the Group. Although the Group carefully monitors changes in market conditions, it is difficult to completely avoid the impact of market fluctuations due to economic cycles in countries around the world and changes in the demand for end products. Market downturns, therefore, could lead to decline in product demand and increase in production and inventory amounts, as well as lower sales prices. Consequently, market downturns could reduce the Group's sales, as well as lower fab utilization rates, which may in turn result in lower gross margins, ultimately leading to deterioration in profits.

(2) Fluctuations in foreign exchange and interest rates

The Group engages in business activities in all parts of the world and in a wide range of currencies. The Group continues to engage in hedging transactions and other arrangements to minimize exchange rate risks, but it is possible for our consolidated business results and financial condition, including our sales amount in foreign currencies, our materials costs in foreign currencies, our production costs at overseas manufacturing sites, and other items, to be influenced if exchange rates change significantly. Also, the Group's assets, liabilities, income, and costs can change greatly by presenting our assets and debts that are denominated in foreign currencies by converting the amounts in Japanese yen, and these can also change when financial statements in foreign currencies at our overseas subsidiaries are converted to and presented in Japanese yen.

Since expenses as well as asset and debt values associated with the Group's business operation are influenced by fluctuations in interest rates, it is also possible for the Group's businesses, performance, and financial condition to be adversely influenced by these fluctuations.

(3) Natural Disasters

Natural disasters such as earthquakes, tsunamis, typhoons, and floods, accidents such as fires, power outages, and system failures, acts of terror, war, infectious diseases and other unpredictable factors could adversely affect the Group's business operation. In particular, as the Group owns key facilities and equipment in areas where earthquakes occur at a frequency higher than the global average, the effects of earthquakes and other events could damage the Group's facilities and equipment and force a halt to manufacturing and other operations, and such events could consequently cause severe damage to the Group's business. Similar situations may also occur due to other types of natural disasters, accidents such as fires, power outages, and system failures, acts of terror, war, infectious diseases, and other similar events. For example, in March 2021, a fire occurred at some processes of a Group subsidiary's semiconductor manufacturing plant (N3 building (300mm line)), causing the production and shipment of products at the plant to cease temporarily. However, in the future, the Group's business, results of operations and financial condition could be materially adversely affected by, among other things, the burden of costs to restore damaged plant facilities and equipment, a decrease in sales and operating income due to a decrease in plant utilization or stop, and a deterioration in gross margins.

In preparation for these risks, the Group sets and manages the BCP (Business Continuity Plan), which defines preventive plans and contingency plans etc., and also purchase various insurances; however, such plans and insurances may not fully hedge the risks or cover the losses and damages from events we could not anticipate. Also, the current spread of COVID-19 infections worldwide and the continuing unstable social, economic, fiscal, and working environments have affected the Group's business performance and business activities. The Group puts top priority to ensure the health and safety of employees, customers, and other related parties, and strives to develop a system that allows the Group to continue its business even in the face of various difficulties caused by the pandemic. However, the spread of the COVID-19 pandemic is not a factor the Group can directly control, so development of such countermeasures does not guarantee the Group's business continuity. In addition, since there is no clear prospect of the COVID-19 pandemic subsiding, and since the timing and future impact of the end of the pandemic remain uncertain at this stage, it is not possible to predict with certainty the final impact of the COVID-19 pandemic on the Group, including whether or not there are any other impacts. If the COVID-19 situation becomes more serious or prolonged in the future, the Group's business, results of operations and financial condition may be significantly adversely affected.

(4) Competition

The semiconductor industry is extremely competitive, and the Group is exposed to fierce competition from competitors around the world in areas such as product performance, structure, pricing and quality. In particular, certain competitors have pursued acquisitions, consolidations, and business alliances, etc. in recent years and there is a possibility that such actions will be taken in the future as well. As a result, the competitive environment surrounding the Group may further intensify. To maintain and improve competitiveness, the Group takes various measures including development of leading-edge technologies, standardizing design, cost reduction, and consideration of strategic alliances with third parties or possibility of further acquisitions. In the event that the Group cannot maintain its competitiveness, the Group's market share may decline, which may negatively impact the Group's financial results.

In addition, fierce market competition has subjected the products of the Group to sharp downward pressure on prices, for which measures to improve profitability, such as price negotiations and efforts at cost price reduction, have been unable to fully compensate. This raises the possibility of a worsening of the Group's gross margin. Furthermore, in cases where customers for the Group's products for which the gross margin is low have difficulty switching to other products or require a certain amount of time to secure replacements, it may be difficult for the Group to halt or reduce production in a timely manner. This may result in a reduction in the profitability of the Group.

(5) Implementation of Management Strategies

The Group is implementing a variety of business strategies and structural measures, including the development of a " Mid-Term Growth Strategy" and reforming the organizational structure of the Group, to strengthen the foundations of its profitability. Implementing these business strategies and structural measures requires a certain level of cost and due to changes in economic conditions and the business environment, factors for which the future is uncertain, as well as additional unforeseeable factors, it is possible that some of those reforms may become difficult to carry out and others may not achieve the originally planned results. Furthermore, additional costs, which are higher than originally expected, may arise. Thus, these issues may adversely influence the Group's performance and financial condition.

(6) Business Activities Worldwide

The Group conducts business worldwide, which can be adversely affected by factors such as barriers to long-term relationships with potential customers and local enterprises, restrictions on investment and imports/exports tariffs, fair trade regulations, political, social and economic risk including changes in trade policies, trade barriers and heightened trade conflicts among countries, outbreaks of illness or disease, exchange rate fluctuations, rising wage levels, and transportation delays. As a result, the Group may fail to achieve its initial targets regarding business in overseas markets, which could have a negative impact on the business growth and performance of the Group.

(7) Strategic Alliance and Corporate Acquisition

For business expansion and strengthening of competitiveness, the Group may engage in strategic alliances, including joint investments, and corporate acquisitions. For example, in February 2017, the Group acquired Intersil Corporation, in March 2019, the US based semiconductor company IDT, and in August 2021, the UK-based semiconductor company Dialog. With regard to such alliances and acquisitions, the Group examines the likely return on investment and profitability from a variety of perspectives. However, in cases where there is a mismatch with the prospective alliance partner or acquisition target in areas of management strategy such as capital procurement, technology management, and product development, or there are financial or other problems affecting the business of the prospective collaboration partner or acquisition target, in addition to the time and expense required for integration of aspects such as business execution, technology, products, personnel, systems and response to antitrust laws and other regulations of the relevant authorities, there is a possibility that the alliance relationship or capital ties will not be sustainable, or in the case of acquisitions for which the anticipated return on investment or profitability cannot be realized. Furthermore, there is a possibility that the anticipated synergies or other advantages cannot be realized due to an inability to retain or secure the main customers or key personnel of the prospective alliance partner or acquisition target. Thus, there is no certainty that an alliance or acquisition will achieve the goals initially anticipated.

(8) Financing

While the Group has been procuring business funds by methods such as borrowing from financial institutions and other sources, in the future it may become necessary to procure additional financing to implement business and investment plans, expand manufacturing capabilities, acquire technologies and services, and repay debts. It is possible that the Group may face limitations on its ability to raise funds due to a variety of reasons, including the fact that the Group may not be able to acquire required financing in a timely manner or may face increasing financing costs due to the worsening business environment in the semiconductor industry, worsening conditions in the financial and stock markets, and changes in the financing policies of lenders. In addition, the Company may also finance acquisitions when conducting acquisitions from financial institutions. For example, for the purpose of raising funds for the acquisition of Dialog, which we announced in February 2021, the Company entered into a loan agreement (maximum total loan amount: 665.4 billion yen, including a Facilities Agreement and further amendments) with financial institutions, and as of August 2021 we had borrowed a total of 270 billion yen based on this agreement. Similarly to the loan agreement, in order to finance the acquisition of Dialog, in June 2021 the Company completed a public offering and third-party allocation of new shares to Daiwa Securities Co. Ltd., raising a total of approximately 222.6 billion yen. In addition, in order to refinance the above loan to medium- to long-term funds, we entered into a syndicated loan agreement (total loan amount: 96 billion) with financial institutions including Mitsubishi UFJ Bank, Ltd., Mizuho Bank, Ltd., and Sumitomo Mitsui Trust Bank, Ltd. and entered into a term loan agreement (total loan amount: 144 billion yen) with the Japan Bank for International Cooperation. In addition to these, in November of the same year, as part of raising funds and diversifying financing methods, we issued US dollar-denominated unsecured corporate bonds (including some green bonds), for a total of 1.35 billion US dollars. However, regardless of whether or not the Company raises funds through the issuance of new shares, the Company will bear a large amount of interest-bearing liabilities by financing for company acquisitions, including the acquisition of Dialog. If the initially expected cash flow generation or switching to long-term funds is not realized, the Group's financial condition will deteriorate, credit ratings may be lowered, which may also increase funding costs or constrain the Group's financing. In addition, some of the borrowing contracts executed between the Group and some financial institutions stipulate articles of financial covenants. If the Group breaches these articles due to reasons such as a deterioration of the Group's financial condition, the Group may lose the benefit of term on the contract, and it may adversely influence the Group's business performance and financial conditions.

(9) Notes on Additional Financing

After implementation of the allocation of new shares to a third party based on a decision at the Meeting of the Board of Directors held on December 10, 2012, we received an offer from the former Innovation Network Corporation of Japan (business name changed to Japan Investment Corporation as of September 25, 2018) that they are willing to provide additional investments or loans with an upper limit of 50 billion yen. However, former Innovation Network Corporation of Japan underwent restructuring, forming a separate subsidiary entity as of September 21, 2018, leading to the new subsidiary, INCJ, Ltd., to take over the contract initially undertaken with the former Innovation Network Corporation of Japan. Currently, no specific details regarding the timing of or conditions associated with these additional investments or loans have been determined, and there is no guarantee that these additional investments or loans will actually be implemented. If investments occur based on this offer, further dilution of existing stock will occur, and this may adversely impact existing shareholders. In addition, if loans are made under this offer, the Group's outstanding interest-bearing liabilities will increase, and this may impose restrictions on some of our business activities. Furthermore, if fluctuations in interest rates occur in the future, the Group's businesses, performance, and financial condition may be adversely affected.

(10) Relationship with Largest Shareholder, INCJ

As a result of the allocation of common stock to the former Innovation Network Corporation of Japan and others by way of third-party allotment on September 30, 2013, the former Innovation Network Corporation of Japan now holds a majority share of voting rights held in association with Renesas Electronics' share. From June 2017 onward, the former Innovation Network Corporation of Japan gradually divested itself of its holdings of common stock in the Company, and as of September 21, 2018, formed a separate subsidiary entity. As a result of this restructuring, all shares owned by the former Innovation Network Corporation of Japan were passed on to the new subsidiary, INCJ, Ltd., which is presently the largest shareholder in the Company. Thus, the business operations of the Group are potentially subject to a substantial influence through the exercise by INCJ of its voting rights at General Meetings of Shareholders. In addition, should INCJ at some future date sell all or part of Renesas Electronics' share which is currently held for investment purpose, this could potentially have a substantial effect on the market value of Renesas Electronics' share, depending on factors such as the market climate at the time of the sale.

(11) Rapid Technological Evolutions and Other Issues

The semiconductor market in which the Group does business is characterized by rapid technological changes and rapid evolution of technological standards. Therefore, if the Group is not able to carry out appropriate research and development, the Group's businesses, performance, and financial condition may all be adversely affected by product obsolescence and the existence of competing products in the marketplace.

(12) Product Production

(i) Production Process Risk

Semiconductor products require extremely complex production processes. In an effort to increase yields (defined as the ratio of non-defective products from the materials used), the Group takes steps to properly control production processes and seeks ongoing improvements. However, the emergence of defects in these production processes could lead to lower yields. These defects, in turn, could trigger shipment delays, reductions in shipment volume, or, at worst, the halting of shipments.

(ii) Procurement of Raw Materials, Components, and Production Facilities

The timely procurement of necessary raw materials, components and production facilities is critical to semiconductor production. To avoid supply problems related to these essential raw materials, components and production facilities, the Group works diligently to develop close relationships with multiple suppliers. Some necessary materials, however, are available only from specific suppliers. Consequently, insufficient supply capacity amid tight demand for these materials as well as events including natural disasters, accidents, acts of terror, war, worsening of business conditions, and withdrawal from the business by suppliers could preclude their timely procurement, or may result in sharply higher prices for these essential materials upon procurement. Furthermore, defects in procured raw materials or components could adversely influence the Group's manufacturing operations and additional costs may be incurred by the Group.

(iii) Risks Associated with Outsourced Production

The Group outsources the manufacturing of certain semiconductor products to external foundries (contract manufacturers) and other entities. In doing so, the Group selects its trusted outsourcers, rigorously screened in advance based on their technological capabilities, supply capacity, and other relevant traits; however, there is some possibility of delivery delays, product defects and other production-side risks stemming from outsourcers. In particular, inadequate production capacity among outsourcers or operation shutdown of the outsourcers as a result of a natural disaster, could result in the Group being unable to supply enough products.

(iv) Maintenance of Production Capacity at an Appropriate Level

The semiconductor market is sensitive to fluctuations in the business climate, and it is difficult to predict future product demand accurately. Thus, it is not always possible for the Group to maintain production capacity at an appropriate level that matches product demand. Unanticipated events such as fires, power outages or system failures at manufacturing plants could also significantly reduce the Group's production capacity for a given period of time, In addition, even if the Group engages in capital investment to boost production capacity, there is generally a certain amount of time required before the actual increase in production capacity takes place.

Therefore, if demand for specific products substantially exceeds the Group's production capacity at a certain point and the state of excess demand continues over time, there is a possibility that the Group will be unable to supply customers with the products they desire, that opportunities to sell the products in question will be lost, that the Group will lose market share as customers switch to competing products, and that the relationship of the Group and its customers will suffer.

On the other hand, if in response to a rise in demand for specific products the Group undertakes capital investment with the aim of increasing production capacity, there is no guarantee that demand for the products in question will remain strong once production capacity actually increases and afterward. There is a possibility that actual product demand may turn out to be less than anticipated, in which case it may not be possible to recover the capital investment with the anticipated earnings.

(13) Product Quality

Although the Group makes an effort to improve the quality of semiconductor products, they may contain defects, anomalies or malfunctions that are undetectable at the time of shipment due to increased sophistication of technologies, the diversity of ways in which the Group's products are used by customers and defects in procured raw materials or components. These defects, anomalies or malfunctions could be discovered after the Group products were shipped to customers, resulting in the return or exchange of the Group's products, claims for compensatory damages, or discontinuation of the use of the Group's products, which could negatively impact the profits and operating results of the Group. To prepare for such events, the Group has insurance such as product liability insurance and recall insurance, but it is not guaranteed that the full costs of reimbursements would be covered by these.

(14) Product Sales

(i) Reliance on Key Customers

The Group relies on certain key customers for a significant portion of its product sales to customers. The decision by these key customers to cease adoption of the Group's products, or to dramatically reduce order volumes, could negatively impact the Group's operating results.

(ii) Changes in production plans by customers of custom products

The Group receives orders from customers for the development of specific semiconductor products in some cases. There is the possibility that, after the Group received the orders, the customers decide to postpone or cancel the launch of the end products in which the ordered product is scheduled to be embedded. There is also the possibility that the customers cancel its order if the functions and quality of the product do not meet the customer requirements. Further, the weak sales of end products in which products developed by the Group are embedded may cause customers to reduce their orders, or to postpone delivery dates. Such changes in production plans, order reductions, postponements and other actions from the customers concerning custom products may cause declines in the Group sales and profitability.

(iii) Reliance on Authorized Sales Agents

In Japan and Asia, the Group sells the majority of its products via independent authorized sales agents and relies on certain major authorized sales agents for a significant portion of these sales. The inability of the Group to provide these authorized sales agents with competitive sales incentives or margins, or to secure sales volumes that the authorized sales agents consider appropriate, could result in a decision by such agents to review their sales network of the Group's products, including the reduction of the network, etc., which could cause a downturn in the Group sales.

(15) Securing Human Resources

The Group works hard to secure superior human resources for management, technology development, sales, and other areas when deploying business operations. However, since such superbly talented people are of limited number, there is fierce competition in the hiring of human resources. Under the current conditions, it may not be possible for the Group to secure the talented human resources it requires.

(16) Defined Benefit Obligations

Net defined benefit liability and net defined benefit asset are calculated based on actuarial assumptions, such as discount rates or returns on assets. However, the Group performance and financial condition may be adversely affected either if discrepancies between actuarial assumptions and business performance arise due to changing interest rates or a fall in the stock market and defined benefit obligations increase or our plan assets decrease and there is an increase in the pension funding deficit in the retirement benefit obligations system.

(17) Capital Expenditures and Fixed Cost Ratio

The semiconductor business in which the Group is engaged requires substantial capital investment. The Group undertakes capital investment in an ongoing manner, and this requires it to bear the associated amortization costs. In addition, if there is a decrease in demand due to changes in the market climate and the anticipated scale of sales cannot be achieved, or if excess supply causes product prices to fall, there is a possibility that a portion or the entirety of the capital investment will not be recoverable or will take longer than anticipated to be recovered, and as a result it may have an adverse effect on the business performance and the financial condition of the Group.

Furthermore, the majority of the expenses of the Group are accounted for by fixed costs such as production costs associated with factory maintenance and R&D expenses, in addition to the abovementioned amortization costs accompanying capital investment. Even if there is a decline in sales due to a reduction in orders from the Group's main customers or a drop in product demand, or if the factory operating rate decreases, it may be difficult to reduce fixed costs to compensate. As a result, a relatively small-scale drop in sales can have an adverse effect on the profitability of the Group.

(18) Impairment Loss on Long-term Assets

The Group owns substantial long-term assets, consisting of both property, plant and equipment such as plant facilities and intangible assets such as goodwill obtained through the acquisition of the former Intersil Corporation and the former IDT. In addition, although the purchase price allocation for the acquisition of Dialog, etc. has not been completed at this time, fixed assets, including goodwill, may be recorded depending on the outcome. When there are indications of impairment, the Group examines the possibility of recovering the book value of assets based on the future cash flow to be generated from the assets. It may be necessary to recognize impairment of such assets if insufficient cash flow is generated.

(19) Information Systems

Information systems are of growing importance in the Group's business activities. Although the Group makes an effort to manage stable operation of information systems, there is a likelihood that customer confidence and social trust would deteriorate, resulting in a negative effect on the Group's performance if there is a significant problem with the Group's information systems caused by factors such as natural disasters, accidents, computer viruses and unauthorized accesses.

(20) Information Management

The Group has in its possession a great deal of confidential information and personal information relating to its business activities. While such confidential information is managed according to law and internal regulations specifically designed for that purpose, there is always the risk that information may leak due to unforeseen circumstances. Should such an event occur, there is a likelihood that leaks of confidential information may result in damages to our competitive position and customer confidence and social trust would deteriorate, resulting in a negative effect on the Group's performance.

(21) Legal Restrictions

The Group is subject to a variety of legal restrictions in the various countries and regions. These include requirements for approval for businesses and investments, antitrust laws and regulations, export restrictions, customs duties and tariffs, accounting standards and taxation, and environment laws. In future, it is possible that the Group's businesses, performance, and financial condition may be adversely affected by increased costs and restrictions on business activities associated with the strengthening of local laws.

The Group makes use of an internal regulation system to ensure legal compliance and appropriate financial reporting. However, since by its nature an internal regulation system is inherently limited, there is no guarantee that it will accomplish its goals completely. Consequently, the possibility is not nonexistent that legal violations, etc., may occur in future. Should a violation of the law or other regulations occur, the Group could be subject to administrative penalties such as fines, legal penalties, or claims for compensatory damages, or there could be a negative impact on the social standing of the Group. This could have an adverse effect on the businesses, business performance, and financial condition of the Group.

(22) Environmental Factors

The Group strives to decrease its environmental impact with respect to diversified and complex environmental issues such as global warming, air pollution, industrial waste, tightening of hazardous substance regulation, and soil pollution. There is the possibility that, regardless of whether there is negligence in its pursuit of business activities, the Group could bear legal or social responsibility for environmental problems. Should such an event occur, the burden of expenses for resolution could potentially be high, and the Group could suffer erosion in social trust.

(23) Intellectual Property

While the Group seeks to protect its intellectual property, it may not be adequately protected in certain countries and areas. In addition, there are cases that the Group's products are developed, manufactured and sold by using licenses received from third parties. In such cases, there is the possibility that the Group could not receive necessary licenses from third parties, or the Group could only receive licenses under terms and conditions that are less favorable than before.

With regard to the intellectual property rights related to the Group's products, it is possible that a third party might file a lawsuit against the Group or its customers claiming patent infringement, or the like, and that as a result the manufacture and sale of the affected products might not be possible in certain countries or regions. It is also possible that the Group could be liable for damages to a third party or to a customer of the Group.

(24) Legal Issues

Details are listed under "Note 36. Commitments and Contingencies, (4) Others" in the Financial Section.

3. Management's Discussion and Analysis of Financial Positions, Operating Results and Cash Flows

An overview of the financial positions, operating results and cash flows (the "Operating Result") as on a consolidated basis of the Group for the fiscal year ended December 31, 2021 ("this Fiscal Year").

Forward-looking statements concerning financial position, operating results and cash flow are prepared using the Group's judgment as of December 31, 2021.

(1) Significant Accounting Policies and Estimates

The Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (hereafter "IFRS") and in accordance with Article 93 of the "Ordinance on Terminology, Forms, and Preparation Methods of Consolidated Financial Statements". In preparing these consolidated financial statements, estimates and assumptions deemed necessary are made based on reasonable standards. Significant accounting policies, assumptions for the future and uncertainties involved in the estimates used in the consolidated financial statements are listed under "Note 3. Significant Accounting Policies, Note 4. Significant Accounting Estimates and Judgments" in the Financial Section.

(2) Financial Position

	December 31, 2020	December 31, 2021	Increase (Decrease)
	Billions of yen	Billions of yen	Billions of yen
Total assets	1,609.0	2,406.2	797.3
Total equity	619.7	1,161.5	541.8
Equity attributable to owners of parent	616.7	1,158.1	541.4
Equity ratio attributable to owners of parent (%)	38.3	48.1	9.8
Interest-bearing liabilities	693.7	830.9	137.2
Debt to Equity ratio	1.12	0.72	(0.40)

Total assets at December 31, 2021 were 2,406.2 billion yen, a 797.3 billion yen increase from December 31, 2020. This was mainly due to increase in goodwill resulting from the acquisition of Dialog and Celeno. Total equity was 1,161.5 billion yen, a 541.8 billion yen increase from December 31, 2020. This was mainly due to an increase in common stock and capital surplus resulting from the issuance of new shares through a public offering, and an increase in other components of equity such as translation adjustments of foreign exchange difference due to exchange rate fluctuations, and an increase in retained earnings due to net income.

Equity attributable to owners of parent increased by 541.4 billion yen from December 31, 2021, and Equity ratio attributable to owners of parent was 48.1%. In addition, Interest-bearing liabilities increased by 137.2 billion yen from December 31, 2021, due to the issuance of bonds. Consequently, Debt to equity ratio was 0.72.

(3) Overview of Financial Results

The Group discloses consolidated business results in terms of both its internal measures which management relies upon in making decisions (hereinafter the "Non-GAAP" financial measures) and those under IFRS.

Non-GAAP gross income and operating profit is calculated based on gross income ("IFRS gross income") under IFRS and operating profit under IFRS ("IFRS operating profit") and by excluding or adjusting it for non-recurring items and other adjustments following a certain set of rules. The Group believes providing non-GAAP forecasts will help to better understand the Group's constant business results. Non-recurring items include amortization of intangible assets recognized from acquisitions, other purchase price allocation ("PPA") adjustments, costs related to acquisitions and stock-based compensation as well as other non-recurring expenses and income the Group believes to be appropriate for exclusion.

The Group mainly consists of "Automotive Business" and "Industrial/Infrastructure/IoT Business" and those are the Group's reportable segments. Following these changes, the Group discontinued the disclosure of the "Non-GAAP Revenue from Semiconductors" segment. For details, please refer to "Note 6. Business Segments" in the Financial Section.

(Note) For disclosure of Non-GAAP financial measures, the Group refers to the rules specified by the U.S. Securities and Exchange Commission but does not fully comply with such rules.

(i) Overview of the current financial operation (Non-GAAP basis)

	Year ended December 31, 2020 (Jan 1 – Dec 31, 2020)	Year ended December 31, 2021 (Jan 1 – Dec 31, 2021)	Increase (Decrease)	
	Billion yen	Billion yen	Billion yen	% Change
Revenue	715.7	994.4	278.7	38.9%
Automotive	341.0	462.3	121.3	35.6%
Industrial/Infrastructure/IoT	363.6	515.5	151.9	41.8%
Non-GAAP Gross Profit	338.7	528.9	190.1	56.1%
Non-GAAP Gross Margin	47.3%	53.2%	5.9pts	---

Automotive	128.5 37.7%	214.6 46.4%	86.1 8.7pts	67.0% ---
Industrial/Infrastructure/IoT	209.1 57.5%	312.3 60.6%	103.2 3.1pts	49.3% ---
Non-GAAP Operating Profit Non-GAAP Operating Margin	137.5 19.2%	296.6 29.8%	159.0 10.6pts	115.6% ---
Automotive	48.4 14.2%	122.4 26.5%	74.1 12.3pts	153.2% ---
Industrial/Infrastructure/IoT	89.7 24.7%	167.1 32.4%	77.4 7.7pts	86.3% ---
	Yen	Yen		
Exchange rate (USD)	107	109	-	-
Exchange rate (EUR)	121	130	-	-

(Note) 1. For details on the above, please refer to “Note 6. Business Segments” in the Financial Section.
2. Exchange rates are the average of each month's rates used for the conversion of revenues and expenses.
3. Consolidated revenue for the years ended December 31, 2020 and 2021 are based on IFRS and do not include non-GAAP adjustments i

The financial results for the year ended December 31, 2021 are as follows:

<Revenue>
Consolidated revenue for the year ended December 31, 2021 was 994.4 billion yen, a 38.9% increase year on year. This was mainly due to an increase in revenue in the Automotive Business as a result of the recovery from the reduced vehicle production caused by the COVID-19 pandemic mostly during the first half of the fiscal year ended 2020, in addition to an increase in revenue capturing demand expansion in the Industrial/Infrastructure/IoT Business and a sales increase effect from the consolidation of Dialog following the completion of the acquisition on August 31, 2021. It should be noted that as of September 14, 2021, Dialog has changed its company name to Dialog Semiconductor Limited.

<Non-GAAP Gross Profit (Margin)>
Non-GAAP gross profits for the year ended December 31, 2021 was 528.9 billion yen, a 190.1 billion yen increase year on year. This was mainly due to increases in revenue for both Automotive and Industrial/Infrastructure/IoT Businesses as well as an increase in gross margin mainly from improvements in product mix and the factory utilization rate. As a result, non-GAAP gross margin for the year ended December 31, 2021 was 53.2%, an increase by 5.9 points year on year..

<Non-GAAP Operating Profit (Margin)>
Non-GAAP operating profit for the year ended December 31, 2021 was 296.6 billion yen, a 159.0 billion yen increase year on year. This was mainly due to an increase in gross profit as well as an effort to streamline non-GAAP adjusted selling, general and administrative expenses. As a result, non-GAAP operating margin for the year ended December 31, 2021 was 29.8%, an increase by 10.6 points year on year.

The revenue breakdown of the business segments for the year ended December 31, 2021 are as follows:

Automotive Business

The Automotive Business includes the product categories “Automotive Control,” comprising semiconductor devices for controlling automobile engines and bodies, and “Automotive Information,” comprising of semiconductor devices used in sensing systems for detecting environments inside and outside the vehicle as well as Automotive Information devices such as in-vehicle infotainment (IVI) and instrument panels used to give various information to the driver of the vehicle. The Group mainly supplies microcontrollers (MCUs), system-on-chips (SoCs), analog semiconductor devices and power semiconductor devices in each of these categories.

Revenue of the Automotive Business for the year ended December 31, 2021 was 462.3 billion yen, a 35.6% increase year on year. This was mainly due to increases in sales for both the “Automotive Control” and “Automotive Information” categories following the recovery from the reduced vehicle production.

Non-GAAP gross profit of the Automotive Business for the year ended December 31, 2021 was 214.6 billion yen, an 86.1 billion yen increase year on year. This was due to an increase in gross margin mainly from product mix improvements in addition to an increase in revenue.

Non-GAAP operating profit of the Automotive Business for the year ended December 31, 2021 was 122.4 billion yen, a 74.1 billion yen increase year on year, due to the sales increase effect as well as an increase in profits from gross margin improvements.

Industrial/Infrastructure/IoT Business

The Industrial/Infrastructure/IoT Business includes the categories “Industrial,” “Infrastructure” and “IoT” which support a smart society. The Group mainly supplies MCUs and SoCs in each of these categories.

Revenue of the Industrial/Infrastructure/IoT Business for the year ended December 31, 2021 was 515.5 billion yen, a 41.8 % increase year on year. This was mainly due to an increase in revenues in the “Industrial,” “Infrastructure,” and “IoT” categories in addition to revenue increase from the consolidation of Dialog. Main contributors were devices for factory automation, data centers, mobile phone base stations, and OA devices such as PCs.

Non-GAAP gross profit of the Industrial/Infrastructure/IoT Business for the year ended December 31, 2021 was 312.3 billion yen, a 103.2 billion yen increase year on year. This was mainly due to an increase in gross margin from product mix improvements in addition to an increase in revenue.

Non-GAAP operating profit of the Industrial/Infrastructure/IoT Business for the year ended December 31, 2021 was 167.1 billion yen, a 77.4 billion yen increase year on year, due to the sales increase effect as well as an increase in profits from gross margin improvements.

The Group announced the “Mid-Term Growth Strategy” and “Financial Model” on February 17, 2020. The Group set as a long-term target of achieving sales growth exceeding that of the market through concentrated investment of management resources in markets on which the Group is focusing its attention. The Group also targets to optimize production efficiency, improve the product mix and realize synergies from the integrations of the former IDT, Dialog and Celeno. The Group updated its existing financial model on September 29, 2021, targeting to achieve a 50-55% Non-GAAP gross margin and a 25-30% Non-GAAP operating margin.

The targets in the "Mid-Term Growth Strategy" and "Financial Model" are the Group's long-term management objectives as of the date of filing and we cannot guarantee that they will be achieved. Results may be affected by a number of risk factors and other changes in the external environment, including the matters described under "Risk Factors" in the Management’s Discussion and Analysis of Operations.

(ii) Reconciliation of Non-GAAP gross profit to IFRS gross profit and Non-GAAP operating profit to IFRS operating profit

(Billion yen)

	Year ended December 31, 2020 (Jan 1 – Dec 31, 2020)	Year ended December 31, 2021 (Jan 1 – Dec 31, 2021)
Non-GAAP gross profit Non-GAAP gross margin	338.7 47.3%	528.9 53.2%
Amortization of purchased intangible assets and depreciation of property, plant and equipment	(1.5)	(0.8)
Market valuation of inventories	---	(13.4)
Stock-based compensation	(1.2)	(1.4)
Other reconciliation items in non-recurring expenses and adjustments	(0.3)	(16.9)
IFRS gross profit IFRS gross margin	335.7 46.9%	496.4 49.9%
Non-GAAP operating profit Non-GAAP operating margin	137.5 19.2%	296.6 29.8%
Amortization of purchased intangible assets and depreciation of property, plant and equipment	(55.5)	(57.6)
Market valuation of inventories	---	(13.4)
Stock-based compensation	(14.6)	(14.9)
Other reconciliation items in non-recurring expenses and adjustments	(2.4)	(27.1)
IFRS operating profit IFRS operating margin	65.1 9.1%	183.6 18.5%

(Note) “Other reconciliation items in non-recurring expenses and adjustments” includes the non-recurring items related to acquisitions and other adjustments as well as non-recurring profits or losses the Group believes to be applicable.

(iii) Overview of the current financial operation (IFRS)

	Year ended December 31, 2020 (Jan 1 – Dec 31, 2020)	Year ended December 31, 2021 (Jan 1 – Dec 31, 2021)	Increase (Decrease)	
	Billion yen	Billion yen	Billion yen	% Change
Revenue	715.7	994.4	278.7	38.9%
Gross Profit Gross Margin	335.7 46.9%	496.4 49.9%	160.7 3.0 pts	47.9% ---
Operating Profit Operating Margin	65.1 9.1%	183.6 18.5%	118.5 9.4 pts	181.8% ---

(iv) Overview of production, orders and sales

The Group manufactures and sells a wide variety of products and even if the products are of the same type, their performance, structure, and format are not necessarily uniform. In addition, there are many products that do not take the form of built-to-order production. Accordingly, the Group does not disclose the scale of production or the scale of orders received for each product category in terms of value or quantity.

Therefore, the status of production, orders received, and sales is shown in relation to the revenue segment in "Management's Discussion and Analysis."

Sales to major customers and the ratio to total sales are as follows.

	Business Segments	Year ended December 31, 2020 (Jan 1 – Dec 31, 2020)		Year ended December 31, 2021 (Jan 1 – Dec 31, 2021)	
		Millions of yen	%	Millions of yen	%
Ryosan Company, Limited	Automotive and Industrial/Infrastructure/IoT Business	73,599	0.3	141,325	14.21
WT Microelectronics Co., Ltd.	Automotive and Industrial/Infrastructure/IoT Business	50,374	7.0	127,845	12.86

(Note) Tax is not included in the amounts written above.

(4) Cash Flows

	Year ended December 31, 2020 (Jan 1 – Dec 31, 2020)	Year ended December 31, 2021 (Jan 1 – Dec 31, 2021)
	Billions of yen	Billions of yen
Net cash provided by (used in) operating activities	223.9	307.4
Net cash provided by (used in) investing activities	(40.2)	(663.1)
Free cash flows	183.7	(355.7)
Net cash provided by (used in) financing activities	(104.5)	340.9
Cash and cash equivalents at the beginning of period	146.5	219.8
Cash and cash equivalents at the end of period	219.8	221.9

(Note) As defined as a total of net cash flows provided by (used in) operating and investing activities.

(Net cash provided by (used in) operating activities)

Net cash provided by operating activities for the year ended December 31, 2021 was 307.4 billion yen. This was mainly due to a recording of 152.5 billion yen in profit before tax as well as adjustments in non-cash items such as depreciation.

(Net cash provided by (used in) investing activities)

Net cash used in investing activities for the year ended December 31, 2021 was 663.1 billion yen. This was mainly due to the acquisitions of shares of Dialog and Celeno.

The foregoing resulted in negative free cash flows of 355.7 billion yen for the year ended December 31, 2021.

(Net cash provided by (used in) financing activities)

Net cash provided by financing activities for the year ended December 31, 2021 was 340.9 billion yen. This was mainly due to proceeds from the issuance of new shares mainly through public offering as well as the issuance of bonds.

(5) Liquidity and Capital Resources

The Group’s basic financial policy is to secure adequate liquidity and capital resources for its operations and to maintain a strong balance sheet. On January 15, 2019, the Company entered into a syndicated loan agreement for a total of 897.0 billion yen with its primary financial institutions, MUFG Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited, and others, in order to procure capital necessary for the acquisition of the former IDT and to renew an existing loan for the purpose of securing mid- to long-term working capital. The Company drew down 698.0 billion yen as a term-loan under the aforementioned agreement in March 2019. In addition, the Company repaid an existing term-loan in June 2019 and executed a 149.0-billion-yen term-loan agreement.

Based on the resolution of the Board of Directors meeting held on May 28, 2021, the Group conducted a public offering with a payment date of June 15, 2021 and a third-party allotment with a payment date of June 28, 2021. As a result, common stock and capital surplus increased by 111.9 billion yen and 111.1 billion yen, respectively. In addition, on August 31, 2021, the Company borrowed term loans with a total amount of 270 billion yen from Mitsubishi UFJ Bank, Ltd. and Mizuho Bank, Ltd., to finance the acquisition of Dialog.

On December 23, 2021, with the purpose of refinancing the remaining 240 billion yen of the existing loan of 270 billion yen to mid- to long-term funds, after having repaid 30 billion yen, the Company concluded a syndicated loan agreement with MUFG Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, and other financial institutions for the total of 96 billion yen. On the same day, the Company concluded a JBIC loan agreement with JBIC (Japan Bank for International Cooperation) for a total of 144 billion yen.

The Company decided on November 19, 2021, to issue US dollar-denominated senior notes in multiple tranches. The Company issued 500 million of US dollar-denominated senior notes due 2024 and 850 million of US dollar-denominated senior notes due 2026, for total proceeds of 1,350 million US dollars. The yen-converted amount of the outstanding balance of the Company's bonds at the end of the fiscal year ended December 31, 2021 was 154.6 billion yen.

As of December 31, 2021, the total amount of borrowings was 659.5 billion yen. As of December 31, 2021, the Group had 221.9 billion yen in cash and cash equivalents.

(6) Off-balance Sheet Arrangements

The Group conducts liquidation of accounts receivable on a regular basis. As of December 31, 2021, the balance of liquidated accounts receivable was 14.0 billion yen.

4. Material Operational Contracts etc.

Material operational contracts for the Group's business and their content are as follows:

(1) Technological Assistance Agreements and Similar Agreements

Agreement and party	Execution date	Contract description
(i) Patent cross-licensing agreement with Texas Instruments Incorporated	March 2, 2011	Cross license of patents relating to semiconductors (including subsidiaries)
(ii) Agreement for introduction of technology from ARM Limited	December 22, 2015	Introduction of technology relating to design of semiconductors

(2) Loan Agreements

Lender	Execution date	Contract description
(i) Mitsubishi UFJ Trust and Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Ltd.	January 15, 2019	Syndicated loan totaling 421.0 billion yen in order to procure capital necessary for the acquisitions and to renew an existing loan for the purpose of mid-term working capital
(i) Mitsubishi UFJ Trust and Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Ltd. Resona Bank Limited	July 13, 2020	Commitment line of 75.0 billion yen (maximum) to secure flexible means of procuring financing to meet funding requirements in future business developments and to secure working capital, as well as to improve the stability of the Company's financial base
(iii) Mitsubishi UFJ Trust and Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Ltd., etc.	December 23, 2021	Syndicated loan totaling 96.0 billion yen to refinance existing loans with med-term borrowings
(iv) Japan Bank for International Cooperation	December 23, 2021	Term loan totaling 144.0 billion yen to refinance existing loans with med-term borrowings

(Note) The loan agreement set forth in (ii) has been terminated in March, 2021.

5. Research and Development Activities

(1) Structure and Policy of Research and Development Activities

The Group's research and development activities include the development of devices, software, and systems that are needed from the present to the near future. Products related to in-vehicle control and automotive information are handled by Automotive Solution Business Unit, while products related to Industry/Infrastructure/IoT are handled by IoT and Infrastructure Business Unit. We have established a system in which each business unit and the Production and Technology Unit cooperate to take charge of common technologies across divisions, such as device and process technologies, implementation technologies, and design platforms and test methods.

In addition, we utilize not only our own research and development resources, but also external resources as necessary, such as outsourcing research to consortiums and external research institutions, and utilizing third parties to provide optimal support to a wide range of fields and customers.

In the super-smart society, where all kinds of goods, such as home appliances and automobiles, are linked to the network, and information is exchanged with one another and services provided, it is necessary to achieve organic linkage and communication among the computing functions performed by digital products, such as microcontrollers and system LSIs, which the Company has traditionally been strong; the sensing functions that are equivalent to the eyes, ears, and noses of the people, in which analog products are strong; and the actuator functions that are used to drive motors and other products, in which power products are strong. The Group will expand its product portfolio to support a broad range of functions, from sensing to accelerator functions, and strengthen its solution (called “Winning Combination”), which combines analog products with digital products. At the same time, we will realize growth in the market by focusing on research and development activities to provide software such as IP (design assets) and OS as platforms that can be commonly used for each application.

(2) Main Research and Development Achievements

(i) Announcement of "RH850/U2B" to support next-generation hybrid and electric vehicle architecture

The Group unveiled "RH850/U2B", an in-vehicle microcontroller that employs 28-nanometer process technology. Sample shipments of this product are scheduled to begin in April 2022.

In recent years, as countries strengthen their CO2 emission controls in an effort to counter global warming, xEVs that can reduce CO2 emissions are quickly becoming widespread, since they contribute to the realization of an environmentally friendly, safe, comfortable, and sustainable society.

In the future, automotive system design is expected to move toward next-generation E/E architecture, so there is demand for automotive semiconductors that can help realize this.

This microcontroller is positioned at the highest end of the Group's RH850 family, with outstanding features such as high performance, scalability, virtualization compatibility, and security features. This allows the Group to meet the demanding requirements of automotive systems, and is best suited for zone domain controls, connected gateways, and other cornerstones of the next generation E/E architecture, such as powertrain control and inverter control.

The Group will continue to lead the industry in advancing a safe and secure automobile society.

(ii) Announcement of an in-vehicle gateway solution combining the newly developed gateway SoC "R-Car S4" and PMIC for the next generation of automotive central computers

The Group has announced automotive gateway solutions that combine the newly developed gateway SoC "R-Car S4" and Power Management ICs (PMIC) for the next generation of automotive central computers.

This solution not only meets the high standards that will be required as automobile E/E architecture evolves in the future, but also is a high-performance solution that accommodates multiple, diverse high-speed networks and is highly equipped with security features and functional safety levels.

The "R-Car S4" that comprises this solution is designed with an emphasis on reusing existing software, and can be used in conjunction with PMICs that operate seamlessly to improve user development efficiency. The PMICs also achieve ultra low-power operation, and are capable of supplying 12 volts of automotive battery power as well as the step-down voltage required by peripheral devices and other equipment, and can output up to 11 channels.

Sample shipments of both products have already started, and the Group has begun offering an evaluation board for this solution. In addition to R-Car S4 and PMIC, this board is equipped with the "Autoclock RC2121x" timing ICs, which is one of the Group's winning combinations.

By providing this solution, the Group is contributing to users' product design development efficiency and the shortening of development time.

(iii) Announcement of communication infrastructure solutions at base stations and data centers

The Group has expanded its 5G Beam Forming IC portfolio and launched a 2 millimeter-wave device optimized for 5G and broadband radio.

This product is an 8-channel high-integrated transmitter receiver that can transmit and receive data, including "F5288" for n257 frequency band (26.5GHz～29.5GHz) and "F5268" for n258/261 frequency band (24.25GHz～27.5GHz). By using this product, users can respond to broadband signals not only for various base stations, but also for fixed wireless access points, user premises equipment, and various other wireless infrastructures, enabling users to design cost-effective phased array systems.

As a winning combination using this product, the Group has begun offering the up-down converters "F5728", broadband mirroring synthetics "8V97003", and "Base Station Antenna and Front-End Solutions" combined with PMIC. This solution allows customers in the telecommunications industry to design cost-effective base stations and other devices for long distance wireless.

(3) Research and Development Costs

The Group capitalizes a portion of its research and development costs, which are recorded as intangibles. Research and development expenses for the fiscal period under review, including development expenses recorded as intangible assets, were 156.3 billion yen, an increase of 212 million yen from 135.1 billion yen for the previous fiscal period. This was primarily used for product design, system development, device development, process technology development, and packaging technology development.

Since the majority of the Group's research and development is related to both the Automobile Business and the Industrial/Infrastructure/IoT Business, information by segment is omitted.

III. Status of Facilities

1. Overview of Capital Expenditures

The Group's capital expenditures for this Fiscal Year (based on investment decisions) were 88.0 billion yen. Capital expenditures were mainly for improving production capacity, strengthening design and development, and proqurring equipment damaged by the fire that occurred at the factory of our consolidated subsidiary on March 19, 2021.

This capital investment is used in both the Automobile Business and the Industrial/Infrastructure/IoT Business, and it is difficult to allocate the amount strictly to each segment. Therefore, capital investment by each segment is omitted.

2. Status of Major Facilities

Major facilities of the Group at the end of this Fiscal Year review are as follows.

(1) Filing Company

Site Name (Location)	Related reports segment name	Details of facilities	Book value (million yen) (Note 1)					Number of employees
			Buildings and structures	Machinery, vehicles, tools, furniture and fixtures	Land (㎡)	Others	Total	
Naka Factory (Hitachinaka-shi, Ibaraki Prefecture)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor production facilities	7,906	20,769	2,985 (160,336)	4,702	36,362	269
Musashi Factory (Kodaira-shi, Tokyo)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor R&D facilities	6,552	13,356	7,133 (56,268)	1,682	28,723	3,199
Kawajiri Factory (Kumamoto-shi, Kumamoto Prefecture)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor production facilities	8,996	5,564	3,375 (154,296)	268	18,204	77
Saijo Factory (Saijo-shi, Ehime Prefecture)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor production facilities	4,409	4,119	1,556 (119,536)	516	10,680	26

(Note) 1. The above figures do not include consumption taxes.
2. The Naka Factory, Kawajiri Factory, and Saijo Factory outsource operations to consolidated subsidiary Renesas Semiconductor Manufacturing Co., Ltd.

(2) Overseas Subsidiaries

Company Name (Location)	Related reports Segment name	Details of facilities	Book value (million yen) (Note)					Number of employees
			Buildings and structures	Machinery, vehicles, tools, furniture and fixtures	Land (㎡)	Others	Total	
Renesas Electronics America, Inc. (California, U.S.A., etc.)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor production facilities	17,688	13,103	2,669 (586,032)	1,105	34,862	1,718
Dialog Semiconductor Limited (United Kingdom Reading)	Automobile, Industrial/ Infrastructure/IoT	Semiconductor R&D facilities	4,637	5,998	— (—)	161	10,832	2,302

(Note) Consumption tax, etc. are not included in the amounts in the above table.

3. Plans for New Facility Installation, Retirement, etc.

Plans for the installation and retirement of the Group's major facilities are formulated based on a comprehensive consideration of demand trends, investment efficiency, and other factors. The semiconductor industry, to which the Group belongs, is characterized by significant changes in the business climate in a short period of time, and it is difficult to accurately calculate reliable figures for full-year earnings forecasts; accordingly, the Company discloses consolidated earnings forecasts on a quarterly basis. As a result, we do not disclose specific plans for capital expenditures for the following fiscal period; however, we plan to invest approximately 40.0 billion yen in the 1Q of 2022, and the main investments will be for improving production capacity and strengthening design and development. We plan to use the Company's own funds for the expenditures, however part of the investment will be subsidized by the Ministry of Economy, Trade and industry.

This capital investment will be used in both the Automobile Business and the Industrial/Infrastructure/IoT Business, and it is difficult to allocate strictly to each segment. Therefore, capital investment by each segment is omitted.

IV. Status of the Filing Company
1. Stock Information
(1) Total Number of Shares and Related Matters

(i) Total Number of Shares

Type	Total Number of Authorized Shares
Common stock	3,400,000,000
Total	3,400,000,000

(ii) Issued Shares

Type	Number of Issued Shares as of the End of the Fiscal Year (As of December 31, 2021)	Number of Issued Shares as of the Filing Date (As of March 30, 2022)	Names of Listed Financial Instruments Exchange, Registered or Approved Financial Instruments Trading Association	Details
Common stock	1,943,805,775	1,944,304,675	Tokyo Stock Exchange (First Section)	Shares constituting one unit of shares: 100 shares
Total	1,943,805,775	1,944,304,675	—	—

(Note) The number of issued shares as of the filing date does not include the number of shares issued upon exercise of the stock acquisition rights from March 1, 2022 to the filing date of this report.

(2) Status of Stock Acquisition Rights

① Description of Stock Option Plan

(a) Stock acquisition rights in FY2017

	First Series of FY2017 Stock Acquisition Rights	Second Series of FY2017 Stock Acquisition Rights
Date of Resolution	March 13, 2017	
Category and number of eligible persons	2 Company Directors 8 Company Executive Officers (excluding persons concurrently serving as Directors) 342 Company Employees 4 Subsidiaries Directors 205 Subsidiaries Employees	3 Company Executive Officers (excluding persons concurrently serving as Directors) 16 Subsidiaries Directors 685 Subsidiaries Employees
Number of stock acquisition rights (*)	2,355 [2,130] (Note 1)	877 [788] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 235,500 [213,000] (Note 1)	Common stock: 87,700 [78,800] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	April 4, 2017 (JST) – April 3, 2027 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 1,168 Amount to be included in capital: 584 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets.

There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1. The type of shares to be acquired upon exercise of the stock acquisition rights shall be shares of common stock of the Company, and the number of shares to be acquired upon exercise of one stock acquisition right (the "Number of Shares to be Granted") shall be 100 shares.

However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:

(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)

In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.

Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The issue price per share to be issued upon exercise of the stock acquisition rights is the sum of the amount to be paid when exercising the stock acquisition rights and the book value of the stock acquisition rights. The "amount to be included in capital" shows the amount obtained by multiplying the issue price of shares by 0.5 (any fractions less than one whole Yen rounded up to the nearest whole Yen).

(2)① The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.

② The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in ① above, from the maximum amount of increases of the share capital set forth in ① above.

3. (1) The holder of the stock acquisition rights may not exercise its stock acquisition rights during the period of one year from the immediately following day of the allotment date.

(2) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock acquisition rights.

(3) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).

(4) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the "Rights Successor"). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.

(5) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.

(6) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.

①proposal for approval of a merger agreement providing that the Company be dissolved;

②proposal for approval of a company split agreement or company split plan providing that the Company be split;

③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;

④ proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;

⑤ proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company' approval;

⑥ proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company' approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;

⑦ proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);

⑧ proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as

a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the "Reorganized Company") will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.

(2) Type of the Reorganized Company's share to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.

(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.

(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.

(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.

(7) Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

	Fourth Series of FY2017 Stock Acquisition Rights
Date of Resolution	June 27, 2017
Category and number of eligible persons	13 Company Employees
Number of stock acquisition rights (*)	8 [0] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 800 [0] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	July 13, 2017 (JST) – July 12, 2027 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 1,000 Amount to be included in capital: 500 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets.

There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1. The type of shares to be acquired upon exercise of the stock acquisition rights shall be shares of common stock of the Company, and the number of shares to be acquired upon exercise of one stock acquisition right (the "Number of Shares to be Granted") shall be 100 shares.

However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:

(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)

In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.

Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The issue price per share to be issued upon exercise of the stock acquisition rights is the sum of the amount to be paid when exercising the stock acquisition rights and the book value of the stock acquisition rights. The "amount to be included in capital" shows the amount obtained by multiplying the issue price of shares by 0.5 (any fractions less than one whole Yen rounded up to the nearest whole Yen).

(2)① The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.

② The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in ① above, from the maximum amount of increases of the common stock set forth in ① above.

3. (1) The holder of the stock acquisition rights may not exercise its stock acquisition rights from the immediately following day of the allotment date to April 3, 2018 (Japan Standard Time).

(2) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock acquisition rights.

(3) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).

(4) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the "Rights Successor"). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.

(5) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.

(6) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.

①proposal for approval of a merger agreement providing that the Company be dissolved;

②proposal for approval of a company split agreement or company split plan providing that the Company be split;

③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;

④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;

⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company' approval;

⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company' approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;

⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);

⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as

a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the "Reorganized Company") will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.

(2) Type of the Reorganized Company's share to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.

(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.

(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.

(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.

(7) Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

(b) Stock acquisition rights in FY2018

	First Series of FY2018 Stock Acquisition Rights	Second Series of FY2018 Stock Acquisition Rights
Date of Resolution	March 16, 2018	
Category and number of eligible persons	3 Company Directors 6 Company Executive Officers (excluding persons concurrently serving as Directors) 472 Company Employees 3 Subsidiaries Directors 99 Subsidiaries Employees	4 Company Executive Officers of the Company (excluding persons concurrently serving as Directors) 15 Subsidiaries Directors 644 Subsidiaries Employees
Number of stock acquisition rights (*)	3,941 [3,650] (Note 1)	1,304 [1,251] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 394,100 [365,000] (Note 1)	Common stock: 130,400 [125,100] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	

Exercise period for stock acquisition rights (*)	April 3, 2018 (JST) – April 2, 2028 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 1,093 Amount to be included in capital: 547 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current fiscal year.

(Note) 1. The type of shares to be acquired upon exercise of the stock acquisition rights shall be shares of common stock of the Company, and the number of shares to be acquired upon exercise of one stock acquisition right (the "Number of Shares to be Granted") shall be 100 shares.
However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:
(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)
In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.
Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2.(1) The issue price per share to be issued upon exercise of the stock acquisition rights is the sum of the amount to be paid when exercising the stock acquisition rights and the book value of the stock acquisition rights. The "amount to be included in capital" shows the amount obtained by multiplying the issue price of shares by 0.5 (any fractions less than one whole Yen rounded up to the nearest whole Yen).

(2)① The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.

② The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in ① above, from the maximum amount of increases of the share capital set forth in ① above.

3. (1) The holder of the stock acquisition rights may not exercise its stock acquisition rights during the period of one year from the immediately following day of the allotment date.
(2) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock acquisition rights.
(3) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).
(4) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of the holder of the stock acquisition rights (the "Rights Successor"). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the month immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.
(5) If the holder of the stock acquisition rights waives the stock acquisition rights, the holder of the stock acquisition rights may not exercise such stock acquisition rights.
(6) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.
①proposal for approval of a merger agreement providing that the Company be dissolved;
②proposal for approval of a company split agreement or company split plan providing that the Company be split;

③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;
④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;
⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company' approval;
⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company' approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;
⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);
⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the "Reorganized Company") will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.
   (1) Numbers of stock acquisition rights of the Reorganized Company to be issued
   The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.
   (2) Type of the Reorganized Company's shares to be acquired upon exercise of stock acquisition rights
   Common stock of the Reorganized Company.
   (3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
   To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.
   (4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
   The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of the stock acquisition rights to be determined pursuant to 3. above.
   (5) Exercise period of the stock acquisition rights:
   The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.
   (6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
   To be determined in accordance with (Note 2) above.
   (7) Restriction on transfer of stock acquisition rights
   Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.
   (8) Call provision of stock acquisition rights
   To be determined in accordance with (Note 4) above.
   (9) Other conditions for exercising stock acquisition rights
   To be determined in accordance with (Note 3) above.

	Third Series of FY2018 Stock Acquisition Rights	Fourth Series of FY2018 Stock Acquisition Rights
Date of Resolution	June 27, 2018	
Category and number of eligible persons	257 Company Employees 49 Subsidiaries Employees	1 Subsidiaries Director 132 Subsidiaries Employees
Number of stock acquisition rights (*)	1,498 [1,373] (Note 1)	237 [231] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 149,800 [137,300] (Note 1)	Common stock: 23,700 [23,100] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	August 1, 2018 (JST) – July 31, 2028 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 996 Amount to be included in capital: 498 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1. The number of shares to be acquired upon exercise of one stock acquisition rights (the "Number of Shares to be Granted") shall be 100 shares.
However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:
(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)
In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.
Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The issue price per share to be issued upon exercise of the stock acquisition rights is the sum of the amount to be paid when exercising the stock acquisition rights and the book value of the stock acquisition rights. The "amount to be included in capital" shows the amount obtained by multiplying the issue price of shares by 0.5 (any fractions less than one whole Yen rounded up to the nearest whole Yen).
(2)① The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.
② The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in ① above, from the maximum amount of increases of the share capital set forth in ① above.

3. (1) The holder of the stock acquisition rights may not exercise its stock acquisition rights from the immediately following day of the allotment date to April 2, 2019 (Japan Standard Time)
(2) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock acquisition rights.
(3) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).
(4) Notwithstanding (1) and (2) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the "Rights Successor"). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.

(5) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.
(6) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.
①proposal for approval of a merger agreement providing that the Company be dissolved;
②proposal for approval of a company split agreement or company split plan providing that the Company be split;
③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;
④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;
⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company' approval;
⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company' approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;
⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);
⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the "Reorganized Company") will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.
(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.
(2) Type of the Reorganized Company's share to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.
(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.
(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.
(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.
(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.
(7) Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors

of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

	Fifth Series of FY2018 Stock Acquisition Rights
Date of Resolution	September 26, 2018
Category and number of eligible persons	22 Subsidiaries Employees
Number of stock acquisition rights (*)	73 [73] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 7,300 [7,300] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	November 1, 2018 (JST) – October 31, 2028 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 598 Amount to be included in capital: 299 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current fiscal year (December 31, 2021). For items that changed from the last day of the current fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other terms from the end of the current fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Third and Fourth Series of FY2018 Stock Acquisition Rights.

(c) Stock acquisition rights in FY2019

	Second Series of FY2019 Stock Acquisition Rights	Third Series of FY2019 Stock Acquisition Rights
Date of Resolution	March 25, 2019	
Category and number of eligible persons	16 Subsidiaries Employees of the Company subsidiaries	1 Company Executive Officer 1 Subsidiaries Director 1,322 Subsidiaries Employees
Number of stock acquisition rights (*)	1,509 [1,483] (Note 1)	15,373 [13,912] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 150,900 [148,300] (Note 1)	Common stock: 1,537,300 [1,391,200] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	April 9, 2019 (JST) – April 8, 2029 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 512 Amount to be included in capital: 256 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other terms from the end of the current fiscal year.

(Note) 1. The number of shares to be acquired upon exercise of one stock acquisition right (the “Number of Shares to be Granted”) shall be 100 shares.
However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:
(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)
In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.
Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of theRegulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.
(2) The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in (1) above, from the maximum amount of increases of the share capital set forth in (1) above.

3. (1) The holder of the stock acquisition rights shall be in the position of director, corporate officer, auditor, corporate officer or employee of the Company or its subsidiaries (the “Exercise Qualification”) at the time of exercise of the stock acquisition rights.
(2) Notwithstanding (1) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).
(3) Notwithstanding (1) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the “Rights Successor”). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.
(4) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.
(5) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.
①proposal for approval of a merger agreement providing that the Company be dissolved;
②proposal for approval of a company split agreement or company split plan providing that the Company be split;
③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;
④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;
⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company’ approval;
⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company’ approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;
⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);
⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a “Reorganization”), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the “Reorganized Company”) will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type

company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.

(2) Type of the Reorganized Company's shares to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.

(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.

(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.

(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.

(7) Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

	Fourth Series of FY2019 Stock Acquisition Rights	Fifth Series of FY2019 Stock Acquisition Rights
Date of Resolution	April 23, 2019	
Category and number of eligible persons	1 Company Employee	1 Company Executive Officer 1 Subsidiaries Executive Officer 32 Subsidiaries Employees
Number of stock acquisition rights (*)	66 [66] (Note 1)	4,284 [4,284] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 6,600 [6,600] (Note 1)	Common stock: 428,400 [428,400] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	June 1, 2019 (JST) – May 31, 2029 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 495 Amount to be included in capital: 248 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Sixth Series of FY2019 Stock Acquisition Rights	Seventh Series of FY2019 Stock Acquisition Rights
Date of Resolution	June 25, 2019	
Category and number of eligible persons	484 Company Employees 2 Subsidiaries Directors 56 Subsidiaries Employees	14 Subsidiaries Directors 1,848 Subsidiaries Employees
Number of stock acquisition rights (*)	17,084 [16,650] (Note 1)	58,867 [57,977] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 1,708,400 [1,665,000] (Note 1)	Common stock: 5,886,700[5,797,700] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	July 26, 2019 (JST) – July 25, 2029 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 639 Amount to be included in capital: 320 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Eighth Series of FY2019 Stock Acquisition Rights	Ninth Series of FY2019 Stock Acquisition Rights
Date of Resolution	July 30, 2019	
Category and number of eligible persons	2 Company Directors 8 Company Executive Officers 2 Company Employees	4 Company Executive Officers
Number of stock acquisition rights (*)	6,792 [6,792] (Note 1)	10,918 [10,918] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 679,200 [679,200] (Note 1)	Common stock: 1,091,800 [1,091,800] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	August 24, 2019 (JST) – August 23, 2029 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 630 Amount to be included in capital: 315 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021).

For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Tenth Series of FY2019 Stock Acquisition Rights
Date of Resolution	August 27, 2019
Category and number of eligible persons	452 Subsidiaries Employees
Number of stock acquisition rights (*)	828 [823] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 82,800 [82,300] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	September 21, 2019 (JST) – September 20, 2029 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 661 Amount of to be included in capital: 331 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Eleventh Series of FY2019 Stock Acquisition Rights	Twelfth Series of FY2019 Stock Acquisition Rights
Date of Resolution	September 24, 2019	
Category and number of eligible persons	126 Company Employees 11 Subsidiaries Employees	1 Company Executive Officer 113 Subsidiaries Employees
Number of stock acquisition rights (*)	1,523 [1,476] (Note 1)	2,474 [2,446] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 152,300 [147,600] (Note1)	Common stock: 247,400 [244,600] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	November 1, 2019 (JST) – October 31, 2029 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 740 Amount to be included in capital: 370 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Thirteenth Series of FY2019 Stock Acquisition Rights
Date of Resolution	November 26, 2019
Category and number of eligible persons	15 Subsidiaries Employees
Number of stock acquisition rights (*)	762 [754] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 76,200 [75,400] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	December 26, 2019 (JST) – December 25, 2029 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 754 Amount to be included in capital: 377 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

	Fourteenth Series of FY2019 Stock Acquisition Rights
Date of Resolution	December 25, 2019
Category and number of eligible persons	23 Subsidiaries Employees
Number of stock acquisition rights (*)	742 [742] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 74,200 [74,200] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	December 26, 2019 (JST) – December 25, 2029 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 711 Amount to be included in capital: 356 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2020). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2021), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of Second and Third Series of FY2019 Stock Acquisition Rights.

(d) Stock acquisition rights in FY2020

	First Series of FY2020 Stock Acquisition Rights	Second Series of FY2020 Stock Acquisition Rights
Date of Resolution	May 26, 2020	
Category and number of eligible persons	2 Company Directors 6 Company Executive Officers of the Company 467 Company Employees 2 Subsidiaries Directors 31 Subsidiaries Employees	2 Company Directors 4 Company Executive Officers 12 Subsidiaries Directors 1,857 Subsidiaries Employees
Number of stock acquisition rights (*)	32,623 [32,308] (Note 1)	121,730 [120,519] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 3,262,300 [3,230,800] (Note 1)	Common stock: 12,173,000 [12,051,900] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	July 1, 2020 (JST) – June 30, 2030 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 551 Amount to be included in capital: 276 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1. The number of shares to be acquired upon exercise of one acquisition right (the "Number of Shares to be Granted") shall be 100 shares.
However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:
(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)
In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.
Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.
(2) The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in (1) above, from the maximum amount of increases of the share capital set forth in (1) above.

3. (1) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock acquisition rights.
(2) Notwithstanding (1) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).
(3) Notwithstanding (1) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the "Rights Successor"). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights

Successor may not further succeed to the stock acquisition rights.

(4) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.

(5) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.

4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.

①proposal for approval of a merger agreement providing that the Company be dissolved;

②proposal for approval of a company split agreement or company split plan providing that the Company be split;

③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;

④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;

⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company' approval;

⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company' approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;

⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);

⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.

5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the "Reorganized Company") will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.

(2) Type of the Reorganized Company's share to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.

(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.

(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.

(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.

(7) Restriction on transfer of stock acquisition rights

Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

	Third Series of FY2020 Stock Acquisition Rights	Fourth Series of FY2020 Stock Acquisition Rights
Date of Resolution	July 30, 2020	
Category and number of eligible persons	1 Company Director 4 Company Executive Officers 916 Company Employees 1 Subsidiaries Director 77 Subsidiaries Employees	4 Company Executive Officers 5 Subsidiaries Directors 1,537 Subsidiaries Employees
Number of stock acquisition rights (*)	3,811 [3,670] (Note 1)	2,947 [2,787] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 381,100 [367,000] (Note 1)	Common stock: 294,700 [278,700] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	August 31, 2020 (JST) – August 30, 2030 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 667 Amount to be included in capital: 334 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (NOTE *)	(NOTE 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of First and Second Series of FY2020 Stock Acquisition Rights.

	Fifth Series of FY2020 Stock Acquisition Rights	Sixth Series of FY2020 Stock Acquisition Rights
Date of Resolution	July 30, 2020	
Category and number of eligible persons	219 Company Employees 18 Subsidiaries Employees	143 Subsidiaries Employees
Number of stock acquisition rights (*)	4,025 [3,925] (Note 1)	1,708 [1,638] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 402,500 [392,500] (Note 1)	Common stock: 170,800 [163,800] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	September 1, 2020 (Japan Standard Time) – August 31, 2030 (Japan Standard Time)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 667 Amount to be included in capital: 334 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the

filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.
(Note) 1-5: Same as Note 1 to 5 of First and Second Series of FY2020 Stock Acquisition Rights.

	Seventh Series of FY2020 Stock Acquisition Rights	Eighth Series of FY2020 Stock Acquisition Rights
Date of Resolution	October 29, 2020	
Category and number of eligible persons	3 Company Employees	104 Subsidiaries Employees
Number of stock acquisition rights (*)	432 [432] (Note 1)	5,969 [5,888] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 43,200 [43,200] (Note 1)	Common stock: 596,900 [588,800] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	December 1, 2020 (JST) – November 30, 2030 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 928 Amount to be included in capital: 464 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.
(Note) 1-5: Same as Note 1 to 5 of First and Second Series of FY2020 Stock Acquisition Rights.

(e) Stock acquisition rights in FY2021

	First Series of FY2021 Stock Acquisition Rights	Second Series of FY2021 Stock Acquisition Rights
Date of Resolution	January 29, 2021	
Category and number of eligible persons	6 Company Employees	52 Subsidiaries Employees
Number of stock acquisition rights (*)	134 [134] (Note 1)	1,986 [1,971] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 13,400 [13,400] (Note 1)	Common stock: 198,600 [197,100] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1	
Exercise period for stock acquisition rights (*)	February 27, 2021 (JST) – February 26, 2031 (JST)	
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 1,169 Amount to be included in capital: 585 (Note 2)	
Conditions for the exercise of stock acquisition rights (*)	(Note 3)	
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.	
Delivery of stock acquisition rights in reorganization (*)	(Note 5)	

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.
(Note) 1. The number of shares to be acquired upon exercise of one acquisition right (the "Number of Shares to be Granted") shall be 100 shares.
However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company;

the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the Number of Shares to be Granted shall be adjusted using the following formula with respect to the stock acquisition rights that have not been exercised at the time of such stock split or stock consolidation:

(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)

In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the Number of Shares to be Granted in other situations, the Company may appropriately adjust the Number of Shares to be Granted to a reasonable extent.

Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

2. (1) The amount of share capital to be increased when issuing shares upon exercise of the stock acquisition right will be half of the maximum amount of increases of the share capital to be calculated in accordance with Article 17, Paragraph 1 of the Regulation on Corporate Accounting, and any fractions less than one whole Yen shall be rounded down to the nearest whole Yen.
   (2) The amount of legal capital surplus to be increased when issuing shares upon exercise of the stock acquisition right will be the amount obtained by deducting the amount of share capital to be increased set forth in (1) above, from the maximum amount of increases of the share capital set forth in (1) above.
3. (1) The holder of the stock acquisition rights shall be in the position of director, corporate officer, corporate auditor, executive officer or employee of the Company or its subsidiaries (the “Exercise Qualification”) at the time of exercise of the stock acquisition rights.
   (2) Notwithstanding (1) above, if the holder of the stock acquisition rights loses its Exercise Qualification (other than loss due to death), the holder of the stock acquisition rights may exercise its stock acquisition rights only within the period of 13 months after the immediately following day of the day of loss of the Exercise Qualification (only if during the exercise period for stock acquisition rights above).
   (3) Notwithstanding (1) above, if the holder of the stock acquisition rights dies, the stock acquisition rights may be succeeded to by one (and only one) of the heirs of such holder (the “Rights Successor”). In this case, the Rights Successor may exercise the stock acquisition rights in a lump sum and only before the day that is six months after the day immediately following the day on which the holder of the stock acquisition rights dies (and only if during the exercise period for stock acquisition rights above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock acquisition rights.
   (4) If the holder of the stock acquisition rights waives the stock acquisition rights, such holder may not exercise such stock acquisition rights.
   (5) The stock acquisition rights allotment agreement between the Company and the holder of the stock acquisition rights may provide other conditions not stipulated above.
4. If any of the following proposals is approved at a General Meeting of Shareholders of the Company (or, if a resolution of a General Meeting of Shareholders is not required, resolved at a Meeting of the Board of Directors of the Company), the Company may acquire all of the stock acquisition rights at no cost on the date separately designated by the Board of Directors of the Company.
   ①proposal for approval of a merger agreement providing that the Company be dissolved;
   ②proposal for approval of a company split agreement or company split plan providing that the Company be split;
   ③proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;
   ④proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act;
   ⑤proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company’ approval;
   ⑥proposal for approval of amendments to the Articles of Incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock acquisition rights, the acquisition of such class of shares through transfer requires the Company’ approval, or a provision that the Company may acquire all of such class of shares by resolution of the General Meeting of shareholders;
   ⑦proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock acquisition rights (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share);
   ⑧proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act.
5. If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a “Reorganization”), in each case stock acquisition rights of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item 8 of the Companies Act (collectively, the “Reorganized Company”) will be delivered to the holder of the stock acquisition rights holding the stock acquisition rights that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share

transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Acquisition Rights") on the following conditions, in which case, the Outstanding Stock Acquisition Rights will be terminated; provided, however, that this shall apply only if the delivery of stock acquisition rights by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Numbers of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights equal to the number of the Outstanding Stock Acquisition Rights held by the holder of the stock acquisition rights shall be delivered.

(2) Type of the Reorganized Company's share to be acquired upon exercise of stock acquisition rights
Common stock of the Reorganized Company.

(3) Number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights
To be determined in accordance with (Note 1) above based on the consideration of conditions for the Reorganization and other factors.

(4) Amount of assets to be contributed upon exercise of the stock acquisition rights:
The contribution to be made upon exercise of the stock acquisition rights to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock acquisition rights, by the number of shares of the Reorganized Company to be acquired upon exercise of stock acquisition rights to be determined pursuant to 3. above.

(5) Exercise period of the stock acquisition rights:
The exercise period of the stock acquisition rights will be from the later of the commencement date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable or the effective date of the Reorganization through the expiration date of the exercise period for stock acquisition rights above in which the stock acquisition rights are exercisable.

(6) Matters relating to share capital and legal capital surplus to be increased by the issuance of new shares upon exercise of the stock acquisition rights:
To be determined in accordance with (Note 2) above.

(7) Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval by a resolution of the board of directors of the Reorganized Company.

(8) Call provision of stock acquisition rights
To be determined in accordance with (Note 4) above.

(9) Other conditions for exercising stock acquisition rights
To be determined in accordance with (Note 3) above.

	Third Series of FY2021 Stock Acquisition Rights
Date of Resolution	January 29, 2021
Category and number of eligible persons	4 Subsidiaries Employees
Number of stock acquisition rights (*)	49 [49] (Note 1)
Type, details and number of shares to be issued upon exercise of the stock acquisition rights (*)	Common stock: 4,900 [4,900] (Note 1)
Amount to be paid upon exercise of the stock acquisition rights (*)	1
Exercise period for stock acquisition rights (*)	February 27, 2021 (JST) – February 26, 2031 (JST)
Issue price and amount to be included in capital when issuing shares upon the exercise of the stock acquisition rights (*)	Issue price: 1,169 Amount to be included in capital: 585 (Note 2)
Conditions for the exercise of stock acquisition rights (*)	(Note 3)
Restriction on transfer of stock acquisition rights (*)	Any acquisition of the stock acquisition rights through transfer shall require the approval by resolution of the Board of Directors of the Company.
Delivery of stock acquisition rights in reorganization (*)	(Note 5)

(*) The table of above shows the contents as of the end of the current consolidated fiscal year (December 31, 2021). For items that changed from the last day of the current consolidated fiscal year to the end of the month before the filing date (February 28, 2022), the figures as of the end of the month before the filing date are described in brackets. There are no changes in the other items from the end of the current consolidated fiscal year.

(Note) 1-5: Same as Note 1 to 5 of First and Second Series of FY2021 Stock Acquisition Rights.

② Description of Rights Plan

Not applicable.

③ Status of Other Stock Acquisition Rights

Not applicable.

(3) Exercise of Bonds with Stock Acquisition Rights with Moving Strike Clause and Related Matters
Not applicable.

(4) Changes in Total Number of Issued Shares and Capital

Date	Changes in Total Number of Issued Shares (shares)	Balance of Total Number of Issued Shares (shares)	Changes in Share Capital (Millions of yen)	Balance of Share Capital (Millions of yen)	Changes in Legal Capital Surplus (Millions of yen)	Balance of Legal Capital Surplus (Millions of yen)
January 1, 2017 - December 31, 2017 (Note 1)	70,000	1,667,194,490	22	10,022	22	22
January 1, 2018 - December 31, 2018 (Note 1)	1,190,900	1,668,385,390	678	10,699	678	699
January 1, 2019 - December 31, 2019 (Note 1)	41,891,400	1,710,276,790	11,514	22,213	11,514	12,213
January 1, 2020 - December 31, 2020 (Note 1)	21,622,200	1,731,898,990	6,758	28,971	6,758	18,971
January 1, 2021 - December 31, 2021 (Note 2) (Note 3) (Note 4)	211,906,785	1,943,805,775	118,161	147,133	118,161	137,133

(Note) 1. The increase was due to the exercise of stock acquisition rights.
2. With the issuance of 192,252,800 shares of common stock (issue price: 1,174 yen, payment amount: 1,151.70 yen, capitalization amount: 575.85 yen) through a public offering with a payment date of June 15, 2021, share capital and legal capital surplus increased to 110,709 million yen.
3. With the issuance of 2,067,600 shares of common stock (issue price: 1,151.70 yen, capitalization amount: 575.85 yen, allottee: Daiwa Securities Co.Ltd.) through a third-party allotment with the payment due date of June 28, 2021, share capital and legal capital surplus increased to 1,191 million yen.
4. In addition to Note 2 and 3 above, the increase was due to the exercise of stock acquisition rights and the Issuance of New Shares under the restricted stock units granted by the stock compensation plan.
5. During the period from January 1, 2022 to February 28, 2022, the number of issued shares increased by 498,900, share capital and legal capital surplus each increased by 166 million yen due to the exercise of stock acquisition rights and the Issuance of New Shares under the restricted stock units granted by the stock compensation plan.

(5) Distribution of Shares by Category of Shareholders

As of December 31, 2021

Classification	Status of Shares (Number of Shares per Unit: 100 Shares)								Status of Shares Constituting Less Than One Unit of Share
	National and Local Governments	Financial Institutions	Financial Instruments Business Operators	Other Entities	Foreign Entities, etc.		Individuals and Others	Total	
					Other than individuals	Individuals			
Number of Shareholders	-	48	59	977	831	338	100,025	102,278	-
Number of Shares Held (Unit of Shares)	-	3,295,458	172,107	7,487,356	4,861,385	3,784	490,057	19,436,907	115,075
Percentage of Number of Shares Held (%)	-	16.95	0.88	38.52	39.34	0.03	4.26	100	-

(Note) 1. 2,581 shares of treasury stock are included in "Individuals and Others" (25 units) and in "Status of Shares Constituting Less Than One Unit" (81 shares).
2. "Other Entities" includes 2 units of shares held in the name of the Japan Securities Depository Center.
3. Percentage of the Number of Shares Held regarding the Number of Shares Held (Unit of Shares) is rounded off to the second decimal place.

(6) Status of Large Shareholders

As of December 31, 2021

Name of Shareholders	Address	Number of Shares Held (shares)	Percentage of Shares Held (%)
INCJ, Ltd.	1-3-1, Toranomon, Minato-ku, Tokyo	391,547,575	20.14
The Master Trust Bank of Japan, Ltd. (Trust Account)	2-11-3, Hamamatsucho, Minato-ku, Tokyo	157,436,900	8.09
DENSO Corporation	1-1 Showa-cho, Kariya-shi, Aichi	153,143,625	7.87
Toyota Motor Corporation	1, Toyota-cho, Toyota-shi, Aichi	75,015,900	3.85
Custody Bank of Japan, Ltd. (Retirement Benefit Trust Account re-entrusted by Sumitomo Mitsui Trust Bank, Limited/NEC Corporation Pension and Severance Payments Trust Account)	1-8-12, Harumi, Chuo-ku, Tokyo	71,779,857	3.69
Hitachi, Ltd.	1-6-6, Marunouchi, Chiyoda-ku, Tokyo	61,990,548	3.18
Custody Bank of Japan, Ltd. (Trust Account)	1-8-12, Harumi, Chuo-ku, Tokyo	55,325,100	2.84
Mitsubishi Electric Corporation	2-7-3, Marunouchi, Chiyoda-ku, Tokyo	50,706,885	2.60
MSIP CLIENT SECURITIES	25 CABOT SQUARE, CANARY WHARF, LONDON E14 4QA, U.K. (1-9-7, Otemachi, Chiyoda-ku, Tokyo)	44,642,530	2.29
GIC PRIVATE LIMITED – C	168 ROBINSON ROAD, #37-01 CAPITAL TOWER SINGAPORE 068912 (2-7-1, Marunouchi, Chiyoda-ku, Tokyo)	36,899,650	1.89
Total	–	1,098,488,570	56.51

(Note) 1. Percentage of shares held is calculated by truncating the numbers beyond the third decimal place.

2. 71,779,857 shares ("Percentage of Shares Held": 3.69%) owned by Custody Bank of Japan, Ltd. (Re-trust of Sumitomo Mitsui Trust Bank, Limited/NEC Corporation Pension and Severance Payments Trust Account) were shares that were contributed by NEC Corporation as severance indemnities trusts. The voting rights of such shares will be exercised at the instruction of NEC Corporation.

3. Capital Research and Management Company submitted the large shareholding report and related correction report with joint ownership of Capital Guardian Trust Company, Capital International Limited, and Capital International Co., Ltd. as of October 6, 2017, September 7, 2018, and November 19, 2018, reporting that they jointly own 61,961,977 shares (percentage of shares held: 3.72%) as of August 31, 2018 (the date of the reporting obligation has occurred) as follow. However, they are not included in above Major Shareholders as the Company could not confirm the actual owning share numbers as of December 31, 2021.

The contents of the large shareholding report as of September 7, 2018, and November 19, 2018 are as follows;

Name of Shareholders	Address	Number of Shares Held (shares)	Percentage of Shares Held (%)
Capital Research and Management Company	333 South Hope Street, Los Angeles, CA 90071, U.S.A.	40,564,077	2.43
Capital Guardian Trust Company	333 South Hope Street, Los Angeles, CA 90071, U.S.A.	8,746,000	0.52
Capital International Limited	40 Grosvenor Place, London SW1X 7GG, England	2,047,300	0.12
Capital International Co., Ltd.	14th floor, Meiji Yasuda Life Insurance Building, 2-1-1 Marunouchi, Chiyoda-ku, Tokyo	10,604,600	0.64

(7) Status of Voting Rights

① Issued Shares

As of December 31, 2021

Classification	Number of Shares	Number of Voting Rights	Details
Non-voting shares	-	-	-
Shares with restricted voting rights (treasury stock, etc.)	-	-	-
Shares with restricted voting rights (others)	-	-	-
Shares with full-voting rights (treasury stock, etc.)	Common stock 2,500	-	-
Shares with full-voting rights (others)	Common stock 1,943,688,200	19,436,882	-
Shares constituting less than one unit of shares	Common stock 115,075	-	-
Number of issued shares	1,943,805,775	-	-
Voting rights of all shareholders	-	19,436,882	-

(Note) "Shares with full-voting rights (others)" includes 200 shares (two (2) voting rights) held in the name of the Japan Securities Depository Center.

② Treasury Stock, etc.

As of December 31, 2021

Holder's name	Address of holder	Number of shares held in the name of holder	Number of shares held in the name of others	Total number of shares held	Percentage of number of shares held to the total number of issued shares (%)
Renesas Electronics Corporation	2-24, Toyosu 3-chome, Koto-ku, Tokyo	2,581	-	2,581	0.00
Total	-	2,581	-	2,581	0.00

2. Status of Acquisition of Own Shares

[Class of Shares] Common stock

(1) Status of Acquisition by Resolutions of General Meetings of Shareholders
Not applicable.

(2) Status of Acquisition by Resolutions of Board of Directors
Not applicable.

(3) Description of Acquisition Other than by Resolutions of General Meetings of Shareholders or Board of Directors
Not applicable.

(4) Status of Process and Holding of Acquired Treasury Stock

Classification	Current fiscal year		Current period	
	Number of shares	Total amount of disposal price (Yen)	Number of shares	Total amount of disposal price (Yen)
Acquired treasury stock for which subscribers were solicited	-	-	-	-
Acquired treasury stock cancelled	-	-	-	-
Acquired treasury stock transferred due to mergers, share exchanges, share grants, and company splits	-	-	-	-
Others (-)	-	-	-	-
Number of treasury stock owned	2,581	-	2,581	-

3. Dividend Policy

The Company distributes part of its earnings to shareholders in the form of dividends, while appropriating retained earnings for the research and development of new products and capital expenditures, and maintaining a durable financial structure capable of generating high earnings to maximize enterprise value. For each dividend period, payment determinations are made with consideration of consolidated and non-consolidated income surplus, consolidated income, forecast for income for the next and future periods, and cash flow status.

The Company's basic policy is to pay dividends twice a year, i.e. interim and fiscal year-end dividends. The decision-making body of the distribution of surplus is the ordinary general meeting of shareholders in the case of the year-end dividends, and the Board of Directors in the case of interim dividends. The Company's Articles of Incorporation provide that "the Company may, by a resolution of the Board of Directors, make interim dividends of which record date is as of June 30 of each year".

The Company forewent dividend payment for the 20th fiscal year. The Company will divert its retained earnings for strategic investment opportunities that will enable the Company to respond to rapid environmental changes in order to thrive in the global marketplace, thus increasing shareholder profit by improving corporate value.

For the 21th fiscal year, whether the Company provides interim and year-end dividend payments remain undecided, and the Company will immediately announce it when the decisions are made. In terms of shareholder return, the Company aims to proceed with its own shares acquisitions as soon as possible prior to the payment of dividends.

4. Status of Corporate Governance and Related Matters

(1) Summary of Corporate Governance

① Basic Policy on Corporate Governance

Based on the following Corporate Governance Policy, the Group strives to be a company that is trusted by society by maintaining sound relationship with any and all stakeholders including local communities, customers and business partners in order to fulfill our social responsibility as a company.

<Corporate Governance Policy>

Based on our "Purpose", "To Make Our Lives Easier", the Group are committed to build a sustainable future where technology helps make our lives easier by developing a safer, healthier, greener, and smarter world to provide intelligence to our four focus growth segments: the Automobile Business and the Industrial/Infrastructure/IoT Business. To achieve our Purpose, the Group aim to respond flexibly to changes, 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, the Group aim for continuous growth and enhancement of corporate value over the med- to long-term. In addition, the Group 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, the Group 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. The Group 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. The Group recognize the importance to build a corporate governance structure and system that enables transparent, fair, quick and resolute decision-making. The Group will remain committed 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
At Renesas, the Group continuously strive to drive innovation with a comprehensive portfolio of microcontrollers, analog and power devices. Our mission is to develop a safer, healthier, greener, and smarter world by providing intelligence to our four focus growth segments: the Automobile Business and the Industrial/Infrastructure/IoT Business that are all vital to our daily lives, meaning our products and solutions are embedded everywhere.

[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. The Group 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 the Group operates 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 the Group needs better language skills, but there are many other simple steps the Group 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 the Group 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, the Group aims to develop employees who can think freely and create new value, without being constrained by existing concepts.

② Corporate Governance Structure and Reasons for Adoption of the Structure

(a) The Company recognizes the importance of operating business efficiently and ensuring the soundness and transparency of management in order to continuously increase corporate value. The Company is working to improve its management system and implement various measures to enhance corporate governance.

(b) The Company is a company with Board of Corporate Auditors, and has established a corporate governance system in which Corporate Auditors audit the execution of duties by Directors. The full-time Corporate Auditor, who has business knowledge and experience, effectively collects high-quality information while cooperating with the Accounting Auditor, the Internal Audit Office, which is the internal audit department, and other related divisions. The Board of Corporate Auditors, including highly independent Outside Corporate Auditors, objectively analyzes this information from various perspectives, therefore, the Company believes that this system is well-functioning and suitable for the Company's corporate governance.

(c) The Board of Directors is composed of 5 Directors, including 4 Outside Directors, who are appointed based on their expertise, experience, and diversity. In principle, the Board of Directors meets regularly once every 3 months, and extraordinary meetings are held as needed. The Board of Directors makes important management decisions flexibly and promptly, and supervises the execution of duties by Directors. The functions and roles of the Company's Outside Directors are to supervise and check whether or not the execution of duties by other Directors is appropriate, and to participate in management decision-making from an external perspective by utilizing their knowledge, experience, insight, etc. cultivated from their own backgrounds.

	Management Strategy	Leadership	Risk Management	Legal	Finance	Sustainability	Internatinal Business	Semiconductor, Technology, DX
Hidetoshi Shibata	●	●			●		●	●
Jiro Iwasaki	●	●	●				●	
Selena Loh Lacroix				●		●	●	●
Arunjai Mittal	●	●					●	●
Noboru Yamamoto		●	●		●		●	

(d) The Board of Corporate Auditors is composed of 4 Corporate Auditors, including 3 Outside Corporate Auditors (1 of whom is a Full-time Corporate Auditor). In principle, the Board of Corporate Auditors meets once every 3 months and extraordinary meetings are held as needed. The Board of Corporate Auditors decides auditing policies and other matters, and receives reports from each Corporate Auditor on the status of audits and other matters. With respect to two of the Corporate Auditors, both are lawyers and they are also independent Outside Corporate Auditors. In addition, one of the Corporate Auditor has considerable knowledge of finance and accounting.

(e) The Company has introduced the Executive Officer System to clarify responsibility for business execution and accelerate decision-making related to business execution. The Board of Directors decides on matters that Executive Officers should be responsible for, and delegates appropriate authority in accordance with the Basic Rules of Ringi Approval.

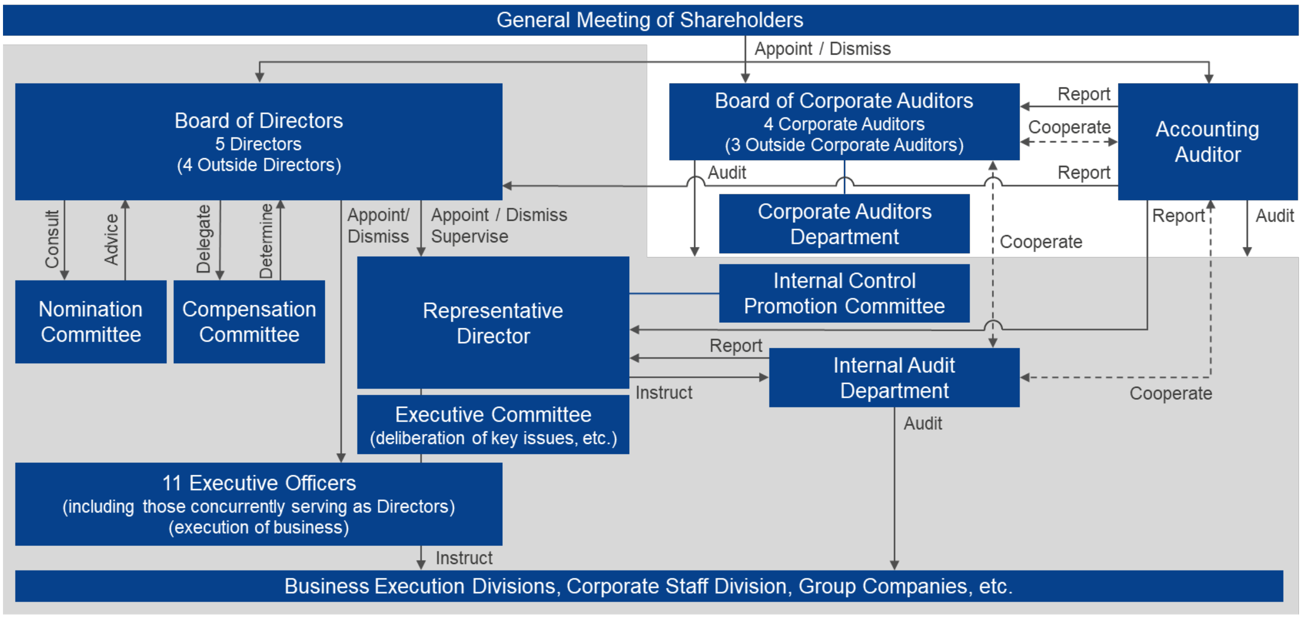
(f) The Company has established a non-statutory Compensation Committee to improve the transparency and fairness of compensation for the Company's Directors, Executive Officers, and Corporate Auditors. The Compensation Committee consists of a total of 4 members: 2 independent Outside Directors, 1 independent Outside Corporate Auditor and 1 internal Director. In response to consultation by the Board of Directors, the Committee reports on matters concerning compensation for Directors and Corporate Auditors, which are to be submitted to the General Meeting of Shareholders, as well as on the compensation systems and compensation levels for Directors and Executive Officers.

(g) The Company has established a non-statutory Nomination Committee to improve transparency and fairness in the election and dismissal of Directors and the formulation of succession plans regarding the Chief Executive Officer. The Nomination Committee is composed of 4 independent Outside Directors. In response to consultation by the Board of Directors, the Committee reports on matters related to the election and dismissal of Directors and the formulation of succession plans regarding the Chief Executive Officer, and monitors the progress of the succession plans.

(h) The Company strives to enhance deliberations on matters to be submitted to the Board of Directors. In principle, the Executive Committee, which is composed of full-time Directors, Executive Vice Presidents and Senior Vice Presidents, discusses important matters prior to discussion by the Board of Directors, in order to enhance the Board’s deliberation, except for those matters that do not require preliminary deliberation.

(i) The Board of Directors has established a basic policy for the development of the systems stipulated in Item 6 of Paragraph 4 of Article 362 of the Companies Act and Paragraphs 1 and 3 of Article 100 of the Enforcement Regulations of the Companies Act (including the system to ensure appropriate operation of the Group), and the Company periodically holds meetings of the Internal Control Promotion Committee, which is composed of, among others, the President and CEO, the Executive Officer responsible for internal controls, and the Executive Officer responsible for administrative divisions. The Committee deliberates, proposes, and promotes the Group internal control issues, policies and other matters as stipulated in the Companies Act and the Financial Instruments and Exchange Act. For information on this committee, please refer to “③ Status of Development of Internal Control System and Risk Management System”.

The contents of the previous page are shown in the diagram below.



③ Status of Development of Internal Control System and Risk Management System (including Status of Development of System to Ensure Appropriate Operation of Company's Subsidiaries)

(a) Basic policy on, and status of, internal control system

The Board of Directors has resolved the basic policy for the development of the system (internal control system) stipulated in Item 6 of Paragraph 4 of Article 362 of the Companies Act and Paragraphs 1 and 3 of Article 100 of the Enforcement Regulations of the Companies Act, and has established the system based on this basic policy. This basic policy is as shown on the Company's website (https://www.renesas.com/jp/ja/about/investor-relations/governance.html) and an outline is as follows:

<Systems necessary to ensure that the execution of duties by Directors, Executive Officers and employees ("Members") complies with laws and regulations and Company's Articles of Incorporation>

- The Directors shall take the lead in complying with the "Renesas Electronics CSR Charter" and the "Renesas Electronics Group Code of Conduct" that have been adopted for the purpose of establishing corporate ethics and ensuring compliance with laws and regulations, the Articles of Incorporation and internal rules of the Company by Members. The Directors shall keep the Members of the Company and its subsidiaries (collectively, the "Group") informed of such rules, and shall have Group comply with them.
- The Directors shall stipulate basic matters such as implementation system and educational programs for compliance in "Global Rule for Compliance Management within the Renesas Group", shall oblige attendees to deliberate and resolve matters regarding compliance at "Internal Control Promotion Committee", and shall offer training programs and the like for the Group to be fully aware of compliance.
- The Directors shall set up "Renesas Electronics Group Hot Line" as whistle blowing window/ internal contact points for the Group and its business partners to report violations or possible violations of compliance. Furthermore, the Directors shall keep the Group and its business partners informed that they assure the anonymity of informants upon requests from informants and informants shall never be adversely affected.
- The Directors shall keep away from any antisocial force, shall work closely with external specialized institutions, and shall act resolutely in an organized manner when contacted by it.

<Systems for properly preserving and managing information related to execution of duties by Directors>

- The Directors shall properly prepare, preserve and manage minutes of the General Meetings of Shareholders, Meetings of Board of Directors and other documents in accordance with applicable laws and regulations. The Directors shall also properly prepare, preserve and manage other documents, books and records pertaining to the duties of Members in accordance with "Basic Rule of Document Management and Retention".
-

<Rules and other systems regarding risk management for loss>

・ The Directors shall stipulate basic matters of risk management in the Company's "Global Rule for Risk and Crisis Management within the Renesas Group", and shall establish a risk management framework in accordance with the rules.
・ The Executive Officers and division managers responsible for classified risk shall strive to minimize loss by developing prevention measures against risk materialization and by developing countermeasures in case of risk materialization.
・ The Executive Officers shall, depending on its importance, establish an appropriate organization chaired by themselves, and shall implement appropriate measures in accordance with the "Global Rule for Risk and Crisis Management within the Renesas Group" when serious risk materializes.
・ The Directors shall evaluate, maintain and improve the internal control status related to financial report of the Group in accordance with applicable domestic and foreign laws and regulations such as the Financial Instruments and Exchange Act.

<Systems for ensuring efficient execution of duties by Directors>

・ The Directors shall hold an ordinary Meeting of the Board of Directors once each 3-months and extraordinary meetings as needed for the sake of quick decision-making.
・ The Directors shall constantly oversee, guide and support the Company's subsidiaries through the responsible divisions, and periodically receive reports on matters relating to the execution of duties by Directors of the Company's subsidiaries, in accordance with the "Basic Rule of Operation and Management of Affiliate Companies".
・ The Executive Officers (including Executive Officers who also act as Directors) shall make quick decisions for the business operation by transferring their authorities to the relevant general managers or other employees. The Executive Officers, the relevant general managers and other employees shall execute their authority properly and efficiently in accordance with "Basic Rules of Ringi Approval".
・ The Executive Officers (including Executive Officers who also act as Directors) shall execute their duties quickly and efficiently in accordance with office routine regulations determined by the Meeting of the Board of Directors, and shall periodically confirm the status of execution of management plans and the budget determined at a Meeting of the Board of Directors.

<Systems necessary to ensure appropriate operation of the Group>

・ The Directors shall guide and support the Company's subsidiaries to establish the Group-wide compliance system in accordance with the "Renesas Electronics CSR Charter", "Renesas Electronics Group Code of Conduct" and "Global Rule for Compliance Management within the Renesas Group".
・ The Directors shall constantly oversee, guide and support the Company's subsidiaries through the divisions responsible for the business and supervision of the subsidiaries and have the matters relating to the execution of duties by directors of the subsidiaries periodically reported, in accordance with "Basic Rule of Operation and Management of Affiliate Companies"
・ The Directors shall, through a division responsible for risk management, have the Company's subsidiaries establish rules for risk and crisis management, and, make contact lists and action plans in emergency.
・ The Directors shall, through Internal Control Promotion Committee, etc., establish the Group-wide common decision making rules and policies on the Group governance.
・ The Directors shall have Internal Audit Office audit the Group, and shall have principal subsidiaries allocate internal auditing staff or divisions and cooperate with the Internal Audit Office and the subsidiaries' own Corporate Auditors to ensure appropriate operations of the Group.

<Matters relating to employees assigned to assist Corporate Auditors and independence of such employees from Directors>

・ The Directors shall establish the Corporate Auditors Office composed of specialized staff for the purpose of assisting the Corporate Auditors' audit activities. Any evaluation, personnel transfer, reprimand and the like of such specialized staff shall require prior consultation with the full-time Corporate Auditors, and such staff shall not be directed or supervised by the Directors for duties to assist the Corporate Auditors.

<Systems for Members of the Group, corporate auditors of the Company's subsidiaries etc. to report to Corporate Auditors and systems to ensure to prevent adverse treatment to the persons who reported to Corporate Auditors >

・ Members of the Group shall, upon requests from the Corporate Auditors, report to the Corporate Auditors on matters such as the execution of their duties.
・ Internal Audit Office shall submit the internal audit report for the Group to Corporate Auditor, and report the results of the internal audit to the Meeting of Board of Directors where Corporate Auditor attends.
・ Internal Control Promotion Committee shall periodically report to Corporate Auditor the situation of the matters

reported to “Renesas Electronics Group Hot Line” by Member.

- The Company prohibits adverse treatment to the Member of the Group and corporate auditors of the Company’s subsidiaries who reported to Corporate Auditors for the reason that they reported so, and clearly state these rules in “Basic Rules of Renesas Electronics Group Hot Line” and on the Company’s intranet.

<Procedures for the advance payment or reimbursement of the expenditure which occurs in connection with the execution of Corporate Auditor’s duties, and policies on the treatment of cost, expenditure and obligations which occurs in connection with the execution of Corporate Auditor’s duties.>

- Upon the Corporate Auditor’s request for the advance payment of the expenditures, etc., the Company shall bear cost, expenditure and payables except for the case it is proved that such cost, expenditure and payables are not necessary to execute the Corporate Auditor’s duties.

<Other systems necessary to ensure effective auditing by Corporate Auditors>

- The Corporate Auditors shall attend Meetings of the Board of Directors, and may attend important meetings of the Company as they deem necessary. Furthermore, the Directors shall guarantee the right of Corporate Auditors to access important corporate information.
- The Corporate Auditors shall hold a Meetings of Board of Corporate Auditors in principle once each 3-months, and shall exchange information and deliberate on the status of audits and related matters. The Corporate Auditors also shall receive regular reports from Accounting Auditors on their audit activities, and shall exchange opinions on them.

(b) The Internal Control Promotion Committee, which is composed of, among others, the President and CEO, the Executive Officer responsible for internal control, and the Executive Officer responsible for administrative divisions, meets once every 2 months in principle to oversee PDCA cycle for internal control-related operations at the Group and to investigate the causes of significant violations of compliance related to the internal control system and to discuss and consider measures to prevent recurrence.

④ Number of Directors

The Articles of Incorporation stipulate that the Company shall have no more than 15 Directors.

⑤ Resolution Requirements for Election and Dismissal of Directors

The Articles of Incorporation of the Company stipulates that a resolution electing Directors shall be adopted by a majority of votes of the shareholders present at a general meeting of shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present, and that the resolution shall not be made by cumulative voting.

⑥ Requirements for Special Resolutions at General Meetings of Shareholders

The Company stipulates in its Articles of Incorporation that special resolutions required at General Meetings of Shareholders provided for in Paragraph 2 of Article 309 of the Companies Act shall be passed by not less than two-thirds of votes of shareholders present at a general meeting at which shareholders having not less than one-third of the total number of voting rights of shareholders entitled to exercise their voting rights are present. The purpose of this provision is to expedite the proceedings at the General Meeting of Shareholders by relaxing the number of shareholders present required for special resolutions at the General Meeting of Shareholders.

⑦ Matters to Be Resolved at Shareholders Meetings that Can Be Resolved at Meetings of the Board of Directors

The Articles of Incorporation stipulates that the Company may acquire its own shares in accordance with the provisions of Paragraph 2 of Article 165 of the Companies Act and pay interim dividends in accordance with the provisions of Paragraph 5 of Article 454 of the Companies Act, by a resolution of the Board of Directors.

The purpose of these provisions is to enable the Company to acquire its own shares and pay interim dividends more flexibly in response to changes in the business environment.

In addition, the Company has stipulated in its Articles of Incorporation that the Company may, pursuant to the provision of Paragraph 1 of Article 426 of the Companies Act, release the Directors (including those who had been Directors) and the Corporate Auditors (including those who had been Corporate Auditors) of their liability for damages arising from negligence of their duties by a resolution of the Board of Directors, to the extent permitted by the applicable laws and regulations, in order to enable Directors and Corporate Auditors to fully play their expected roles.

⑧ Summary of the Limited Liability Agreement

The Company has entered into agreements with Outside Directors and Outside Corporate Auditors that limit their liability for damages as set forth in Paragraph 1 of Article 423 of the Companies Act. The maximum amount of liability for damages under such agreements is the minimum amount of liability as set forth in Paragraph 1 of Article 425 of the same Act pursuant to the Company’s Articles of Incorporation.

(2) Status of Directors and Corporate Auditors Board Members

① List of Directors and Corporate Auditors Board Members

Men: 6 persons, Women: 3 persons (Percentage of women among directors and corporate auditors board members: 33.3%)

As of March 30, 2022

Position and Title	Name (Date of Birth)	Brief Employment History, Position, Responsibility and Important Concurrent Positions		Term of office	Number of Company's Shares Held
Representative Director (President and CEO)	Hidetoshi Shibata (November 16, 1972)	April 1995	Joined Central Japan Railway Company	(Note 1)	187,800
		August 2001	Joined MKS Partners Limited as Principal		
		August 2004	Partner, MKS Partners Limited		
		October 2007	Joined Global Private Equity, Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.) as Managing Director		
		September 2009	Joined Investment Group, Innovation Network Corporation of Japan (currently, Japan Investment Corporation) as Managing Director		
		June 2012	Executive Managing Director, Investment Group, Innovation Network Corporation of Japan (currently, Japan Investment Corporation)		
		October 2013	Member of the Board, the Company		
		November 2013	Executive Vice President, Member of the Board and CFO, the Company		
		June 2016	Executive Vice President and CFO, the Company		
		March 2018	Executive Vice President, Member of the Board and CFO, the Company		
		July 2019	Representative Director, President and CEO, the Company (to the present)		
Director	Jiro Iwasaki (December 6, 1945)	April 1974	Joined Tokyo Denki Kagaku Kogyo K.K. (currently, TDK Corporation)	(Note 1)	—
		June 1996	Director, General Manager of Human Resources, TDK Corporation		
		June 1998	Director and Senior Vice President, Executive Officer of Recording Media & Solutions Business Group, TDK Corporation		
		June 2006	Director and Executive Vice President, Senior Executive Officer of Administration Group, TDK Corporation		
		March 2008	Audit and Supervisory Board Member, GCA Savvian Corporation (currently, GCA Corporation)		
		June 2009	Director and Senior Vice President, Executive Officer of Strategic Human Resources and Administration Division, JVC KENWOOD Holdings, Inc. (currently, JVC KENWOOD Corporation)		
		March 2011	Audit and Supervisory Board Member, SBS Holdings, Inc.		
		April 2011	Professor at Teikyo University, Faculty of Economics/Department of Business Administration		
		March 2015	Outside Director, SBS Holdings, Inc. (to the present)		
		April 2015	Audit and Supervisory Board Member, GCA Savvian Corporation (currently, GCA Corporation)		
		March 2016	Outside Director (Full-time Audit and Supervisory Committee Member), GCA Savvian Corporation (currently, GCA Corporation)		
		June 2016	Outside Member of the Board of Directors, the Company (to the present)		

Position and Title	Name (Date of Birth)	Brief Employment History, Position, Responsibility and Important Concurrent Positions		Term of office	Number of Company's Shares Held
Director	Selena Loh Lacroix (November 18, 1964)	1988	Joined a Singaporean law firm as an associate	(Note 1)	30,400
		August 1992	Joined Gray Cary Ware & Freidenrich LLP (now DLA Piper) as an associate		
		June 1995	Senior Counsel, Texas Instruments Incorporated		
		December 2004	Vice President & General Counsel, Asia Pacific, Honeywell International Inc.		
		May 2010	Global Semiconductor Practice Leader & Global Legal, Regulatory and Compliance Practice Leader, Egon Zehnder		
		December 2016	Member of Board of Directors, Integrated Device Technology, Inc. (Part-time; resigned March 2019)		
		June 2017	Global Technology & Communication Practice Leader, Egon Zehnder		
		November 2017	Board Member, National Association of Corporate Directors - North Texas Chapter (Part-time; to the present)		
		December 2019	Vice Chair, Technology Practice, Korn Ferry (to the present)		
		March 2020	Outside Member of the Board of Directors, the Company (to the present)		

Position and Title	Name (Date of Birth)	Brief Employment History, Position, Responsibility and Important Concurrent Positions		Term of office	Number of Company's Shares Held
Director	Arunjai Mittal (February 8, 1971)	1996	Manager, Regional Development Asia-Pacific, Discrete & Power Semiconductors, Siemens Components Pte. Ltd.	(Note 1)	—
		1998	Senior Manager, Business Operations Asia-Pacific, Power Semiconductors, Siemens Components Pte. Ltd.		
		1999	Senior Manager, Business Operations Asia-Pacific, Power Semiconductor Business Group, Infineon Technologies AG		
		2001	Vice President & General Manager, Automotive & Industrial Business Group, Power Management & Supply Business Unit, Infineon Technologies AG		
		2005	Vice President & General Manager, Automotive, Industrial & Multimarket Business Group, Power Management & Drives Business Unit, Infineon Technologies AG		
		2006	Senior Vice President & General Manager, Automotive, Industrial & Multimarket Business Group, Power Management & Drives Business Unit, Infineon Technologies AG		
		2008	Business Division President & General Manager, Industry & Multimarkets Division, Infineon Technologies AG		
		January 2012	Member of the Management Board, Infineon Technologies AG (responsible for Regions, Sales, Marketing, Strategy Development and M&A)		
		June 2014	Member of the Supervisory Board, tesa SE (to the present)		
		February 2015	Board Member, Singapore Economic Development Board		
		May 2018	Director, Silicon Solutions Ventures Pte. Ltd. (to the present)		
		August 2018	Member of the Supervisory Board, OSRAM Licht AG (to the present)		
		March 2019	Non-Executive Chairman, ZERO-ERROR SYSTEMS PTE. LTD. (to the present)		
		February 2020	Member of the Board, Agency for Science, Technology and Research (to the present)		
		March 2020	Outside Member of the Board of Directors, the Company (to the present)		
		August 2020	Non-Executive Chairman, Advanced Micro Foundry PTE. LTD. (to the present)		

Position and Title	Name (Date of Birth)	Brief Employment History, Position, Responsibility and Important Concurrent Positions		Term of office	Number of Company's Shares Held
Director	Noboru Yamamoto (November 21, 1962)	April 1986	Joined Mazda Motor Corporation	(Note 1)	—
		May 1989	Joined Daiwa Securities Co. Ltd.		
		February 2002	Joined PricewaterhouseCoopers Financial Advisory Service Ltd. (currently, PwC Advisory LLC) as Managing Director		
		April 2003	Joined Lazard Frères K.K. as Managing Director		
		October 2006	Joined Nikko Citi Group Securities Co., Ltd. (currently, Citigroup Global Markets Japan Inc.), Investment Banking Unit, as Managing Director		
		November 2011	Joined BNP Paribas, Tokyo Branch, Investment Banking Division, as Co-head		
		June 2016	Outside Director, Hitachi Koki Co., Ltd. (currently, Koki Holdings Co., Ltd.) (to the present)		
		September 2016	Representative Director, Representative Partner & CEO, XIB Capital Partners, Inc. (to the present)		
		January 2017	Senior Advisor, CLSA Capital Partners K.K. (to the present)		
		March 2018	Outside Director, Tsubaki Nakashima Co., Ltd. (to the present)		
			Outside Corporate Auditor (part-time), the Company		
		March 2021	Outside Director, the Company (to the present)		
Corporate Auditor (Full time)	Kazuki Fukuda (November 15, 1950)	April 1974	Joined NEC Corporation	(Note 4)	4,500
		April 2000	Department Manager, Finance Systems & Finance Affairs Office, Corporate Finance & Controller Division, NEC Corporation		
		December 2000	Senior Vice President, NEC (China) Co., Ltd.		
		July 2005	Associate Senior Vice President, NEC Soft, Ltd. (currently, NEC Solution Innovators, Ltd.)		
		June 2010	Resigned as Associate Senior Vice President, NEC Soft, Ltd.		
		June 2010	Corporate Auditor, NEC Mobiling, Ltd. (currently, MX Mobiling Co., Ltd.)		
		June 2012	Outside Corporate Auditor (full time), the Company		
		March 2020	Corporate Auditor (full time), the Company (to the present)		

Corporate Auditor	Kazuyoshi Yamazaki (July 19, 1949)	April 1983 April 1987 June 2004 April 2008 June 2014 April 2015 January 2019 March 2020	Registered as an Attorney-at-Law Managing Partner, Yamazaki Law Office (to the present) Statutory Auditor, KENKO Mayonnaise Co., Ltd. Vice President, Daiichi Tokyo Bar Association Outside Corporate Auditor (part-time), the Company (to the present) Executive Governor, Japan Federation of Bar Associations Outside Director, G.O Holdings Inc. (to the present) Outside Director, Nisul Co., Ltd. (to the present) Outside Director, REGAO Co., Ltd. (to the present)	(Note 2)	—
Corporate Auditor	Tomoko Mizuno (September 1, 1970)	July 1994 September 2001 January 2003 June 2005 January 2009 April 2011 April 2013 March 2021	Joined Bain & Company Japan, Inc. Joined Eli Lilly & Company as Marketing Associate Joined Eli Lilly Japan K.K. as Senior MR Joined Novartis Pharma K.K. as Brand Manager, New Product Planning Group Manager, Equa Marketing Group, Novartis Pharma K.K. Joined MSD K.K. as Brand Leader, Gardasil Marketing Group Joined Japan Automatic Machine Co., Ltd. as Director (to the present) Outside Corporate Auditor (part-time), the Company (to the present)	(Note 3)	—
Corporate Auditor	Miya Miyama (June 13, 1972)	October 2002 July 2016 May 2018 April 2020 June 2020 June 2021	Prosecutor. Served several posts, including District Public Prosecutors Office in Tokyo, Chiba, Okayama, Osaka, and Saitama. Retirement as a Prosecutor Registered as a lawyer, joined City-Yuwa Partners (to the present) Outside Director and Audit and Supervisory Committee Member, RoomClip, Inc. Vice Chair, Gender Equality Committee of Kanto Federation of Bar Associations (to the present) Auditor, Japan International Cooperation System (to the present) Outside Director, Totetsu Kogyo, Co., Ltd. (to the present)	(Note 2)	—
Total					222,700

(Note) 1. The term of office shall expire at the conclusion of the Annual General Shareholders' Meeting for the last business year that ends within one (1) year after the conclusion of the Annual General Shareholders' Meeting held on March 30, 2022.

2. The term of office shall expire at the conclusion of the Annual General Shareholders' Meeting for the last business year that ends within four (4) years after the conclusion of the Annual General Shareholders' Meeting held on March 30, 2022.
3. The term of office shall expire at the conclusion of the Annual General Shareholders' Meeting for the last business year that ends within four (4) years after the conclusion of the Annual General Shareholders' Meeting held on March 31, 2021.
4. The term of office shall expire at the conclusion of the Annual General Shareholders' Meeting for the last business year that ends within four (4) years after the conclusion of the Annual General Shareholders' Meeting held on March 27, 2020.
5. Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Arunjai Mittal and Mr. Noboru Yamamoto are outside Directors, as stipulated in Item 15, Article 2 of the Companies Act.
6. Mr. Kazuyoshi Yamazaki, Ms. Tomoko Mizuno and Ms. Miya Miyama are outside Corporate Auditors, as stipulated in Item 16, Article 2 of the Companies Act.
7. The Company adopts a corporate officer system. Corporate officers who do not concurrently hold Director posts as of the filing date are as follows:
   Masahiko Nozaki, Sailesh Chittipeddi, Hiroto Nitta, Shinichi Yoshioka, Chris Allexandre, Roger Wendelken, Shuhei Shinkai, Jason Hall, Takeshi Kataoka, Vivek Bhan

② Outside Directors and Outside Corporate Auditors

(a) Appointment of Outside Directors and Outside Corporate Auditors

The Company appoints 4 Outside Directors (out of 5 Directors) and 3 Outside Corporate Auditors (out of 4 Corporate Auditors) who have a great variety of experience and expertise to proactively incorporate outside perspective and multilaterally deal with management issues. Further, aiming for obtaining appropriate and objective advice to improve its business performance and corporate governance, the Company has notified the following Directors and Corporate Auditors to the Tokyo Stock Exchange as Independent Executives: Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Arunjai Mittal, and Mr. Noboru Yamamoto (Outside Directors), and Mr. Kazuyoshi Yamazaki, Ms. Tomoko Mizuno, and Ms. Miya Miyama (Outside Corporate Auditors).

(b) Functions and Roles of Outside Directors and Outside Corporate Auditors

Mr. Jiro Iwasaki, an Outside Director, has served as a director at multiple companies for a long time and thus possesses management experience in electrical and electronic components businesses. He currently serves as an outside director at other companies. Based on his abundant knowledge, experience and deep insight cultivated through such experience, he demonstrates supervising and monitoring capabilities on the overall management of the Company.

Ms. Selena Loh Lacroix, an Outside Director, demonstrates supervising and monitoring capabilities on the overall management of the Company, from the perspective of promoting diversity and by leveraging 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.

Mr. Arunjai Mittal, an Outside Director, demonstrates supervising and monitoring capabilities on the overall management of the Company, from the perspective of promoting diversity and by leveraging his global insight in the business operations cultivated through years of extensive experience in the semiconductor industry and related industries.

Mr. Noboru Yamamoto, an Outside Director, demonstrates supervising and monitoring capabilities on the overall management of the Company, based on the abundant knowledge, experience and achievements cultivated through years of management experience in the global finance and security industry and representative for M&A advisory companies.

Mr. Kazuyoshi Yamazaki, an Outside Corporate Auditor, has expertise, abundant experience and deep insight cultivated through many years of practical work as a lawyer. He demonstrates auditing capabilities concerning the overall management of the Company from an independent and a fair standpoint and from a legal perspective.

Ms. Tomoko Mizuno, an Outside Corporate Auditor, has abundant knowledge, experience and deep insight in corporate planning, human resources, etc., cultivated through her business operations in the machinery industry and her work experience at global consulting firms and pharmaceutical companies. Based on such experience, she demonstrates auditing capabilities on the overall management of the Company.

Ms. Miya Miyama, an Outside Corporate Auditor, as a lawyer, has specialized knowledge, extensive experience, and a high degree of insight in the legal field centered on corporate crisis management. Based on such experience, she fulfills the role of an audit function for the Company's overall management.

(c) Relationship with Outside Directors and Outside Corporate Auditors

There is no personal, financial, or business relationship or other special interested relationship between the Company and any companies where Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Arunjai Mittal, or Mr. Noboru Yamamoto, Outside Directors, or Mr. Kazuyoshi Yamazaki, Ms. Tomoko Mizuno or Ms Miya Miyama, Outside Corporate Auditors, holds any position.

(d) Standards or Policies regarding Independence for the Election of Outside Directors and Outside Corporate Auditors

The Company has not established any special standards or policies regarding independence for the election of Outside Directors and Outside Corporate Auditors, though the Company is currently considering establishing such standards or policies. However, the Company has notified the Tokyo Stock Exchange, Inc. of 4 Outside Directors and 3 Outside Corporate Auditors as Independent Executives in reference to factors considered by the Tokyo Stock Exchange, Inc. to be potential conflicts of interest with general shareholders.

(e) Cooperation between Outside Directors and Outside Corporate Auditors and Internal, Corporate Auditors and Accounting Audits, and Relationship with Internal Control Divisions

The Company does not have a dedicated staff to support Outside Directors, but the staff members of the Legal Division and other employees provide support in a timely manner.

The Company has assigned a number of full-time staff members of the Corporate Auditors Office to support the Outside Corporate Auditors in executing their duties. In addition, on the Board of Corporate Auditors, the information on auditing activities is shared among Corporate Auditors. To that end, the full-time Corporate Auditor explains the Company’s management trends and reports on auditing activities, while the part-time Corporate Auditors introduce examples of other companies.

Further, the Internal Control Divisions (including Legal Division, Accounting & Control Division, Corporate Strategy & Finance Division and CEO Office) cooperate in providing advance and ex-post explanations in a timely manner in response to requests from Outside Directors and Outside Corporate Auditors with respect to important matters related to internal control among the matters to be deliberated by the Board of Directors and the Executive Committee.

At the meetings of the Board of Directors and the Board of Corporate Auditors, the Company makes efforts to ensure that sufficient information is provided in a timely manner so that Directors and the Corporate Auditors may prepare beforehand. To that end, the staff members of the Legal Division provide notices and materials related to the deliberations at the Board of Directors, and the staff members of the Corporate Auditors Office provide notices and materials related to the deliberations at the Board of Corporate Auditors. In addition, the staff members of the Legal Division and the Corporate Auditors Office promptly respond to questions and comments from Outside Directors and Corporate Auditors, respectively, by making inquiries of related divisions within the Company.

The Internal Control Divisions led by the Accounting & Control Division and the Internal Audit Office, which is the Internal Audit Division of the Company, provide the necessary support for the smooth execution of audits by the Accounting Auditor, and also provide timely and accurate information in response to requests from Outside Directors and Outside Corporate Auditors, thereby realizing collaboration between Outside Directors and Outside Corporate Auditors, and the Accounting Auditor.

Outside Directors and Outside Corporate Auditors also receive reports on the status of internal audits at the meetings of the Board of Directors or through other means. In this way, the Outside Directors and Outside Corporate Auditors work closely with the Internal Audit Office to realize effective supervision.

(3) Audit Status

① Internal Audit Status

(a) Overview of Internal Audits

With regard to internal audits, the Internal Audit Office, which is composed of dedicated personnel directly under the President and CEO, verifies and evaluates the business execution of the Company's management organization, including business execution divisions, staffing divisions, and consolidated subsidiaries, from a third-party perspective independent of the business execution divisions and from the perspectives of compliance, risk management, and internal control, and recommends specific corrective and improvement measures if there are any problems.

(b) Relationship between the Internal Audit Department and the Internal Control Department

The Internal Audit Department conducts hearings and other inquiries of internal divisions, including the Internal Control Department, as necessary, to collect information in a timely and accurate manner.

(c) Relationship between the Internal Audit Office and the Accounting Auditor

The Internal Audit Office works closely with the Accounting Auditor by regularly exchanging information.

② Status of Audits by Corporate Auditors

(a) Overview of Audits by Corporate Auditors

In principle, the Board of Corporate Auditors meets once every 3 months, and extraordinary meetings are held as necessary. The Board of Corporate Auditors decides audit policies and other matters, and each Corporate Auditor reports on the status of audits and other matters. In accordance with auditing policies established by the Board of Corporate Auditors, the Corporate Auditors audit the execution of duties by Directors by attending meetings of the Board of Directors and other important meetings, receiving business reports and being informed of the status of execution of duties from Directors, Executive Officers and employees (including the Internal Control Department), reviewing important approval documents and other documents, investigating the status of operations and assets (including the compliance system and the internal control system), and investigating subsidiaries.

Attendance at the Board of Corporate Auditors meetings by each Corporate Auditor as of December 31, 2021 is as follows.

Position and Title	Name	Attendance（rate）
Corporate Auditor (full-time)	Kazuki Fukuda	attended 8 of the 8 meetings (100%)
Corporate Auditor (part-time)	Kazuyoshi Yamazaki	attended 8 of the 8 meetings (100%)
Corporate Auditor (part-time)	Takeshi Sekine	attended 8 of the 8 meetings (100%)
Corporate Auditor (part-time)	Tomoko Mizuno	attended 5 of the 5 meetings (100%)
Corporate Auditor (part-time)	Noboru Yamamoto	attended 3 of the 3 meetings (100%)

(Note) 1. Ms. Tomoko Mizuno's attendance at the Board of Corporate Auditors meetings covers the Board of Corporate Auditors meetings held after her appointment.

2. At the closing of the 19th Ordinary General Meeting of Shareholders, Mr. Noboru Yamamoto resigned as an Audit & Supervisory Board Member.

(b) Cooperation between Corporate Auditors and the Internal Auditing Office

The full-time Corporate Auditor meets regularly with the head of the Internal Audit Department to promote cooperation by, among others, receiving the results of internal audits and exchanging opinions on proposals for improvement in order.

(c) Cooperation between Corporate Auditors and the Accounting Auditor

Each Corporate Auditor requires the Accounting Auditor to report on the audit from time to time. In addition, the Board of Corporate Auditors and the Accounting Auditor promote cooperation by holding regular meetings to hear reports on the accounting audit plan, results of implementation, and other matters as well as exchanging opinions on auditing activities and other matters as necessary. Full-time Corporate Auditor also attends on-site inspections of major Company assets (inventories, etc.) conducted by the Accounting Auditor to confirm that appropriate processing is conducted.

③ Status of Accounting Audit

(a) Name of the Auditing Firm

PricewaterhouseCoopers Aarata LLC

(b) Continuous Audit Period

3 years

(c) Certified Public Accountants responsible for the audit

Hiroyuki Sawayama, Designated limited liability Partner and Engagement Partner

Takeaki Ishibashi, Designated limited liability Partner and Engagement Partner

Hitoshi Kondo, Designated limited liability Partner and Engagement Partner

(d) Those Assisting in Auditing Services

15 certified public accountants and 41 others assisted with accounting audit of the Company.

(e) Policies and Reasons for Selection of Auditing Firm

The Board of Corporate Auditors chose PricewaterhouseCoopers Aarata LLC as an Accounting Auditor because the Board of Corporate Auditors determined that it has the expertise, independence and quality management required as the Company's Accounting Auditor as well as has a capacity to audit the Group's global business activities in a uniform manner, in accordance with the Company's Accounting Auditor evaluation and selection criteria.

The Board of Corporate Auditors, by unanimous consent, will dismiss the Accounting Auditor upon determination that the Accounting Auditor falls under any item of Paragraph 1 of Article 340 of the Companies Act. In addition, should anything occur to negatively impact the qualifications or independence of the Accounting Auditor, thereby making it unlikely that the Accounting Auditor will be able to properly perform an audit, the Board of Corporate Auditors will propose to dismiss or not to reappoint the Accounting Auditor at a General Meeting of Shareholders. Further, if the Board of Corporate Auditors determines that the change in the Accounting Auditor will enable the Company to establish a more appropriate audit system, it will propose not to reappoint the Accounting Auditor at a General Meeting of Shareholders.

(f) Evaluation of Auditing Firm by Corporate Auditors and the Board of Corporate Auditors

The Board of Corporate Auditors has established evaluation standards for Accounting Auditor, which consist of, among others, assurance of the independence of Accounting Auditor, audit implementation system, communications with Corporate Auditors, etc., and the auditing firm's quality control system. In accordance with these standards, the Board of Corporate Auditors evaluates the Accounting Auditor annually by reviewing materials from the Accounting Auditor, the Company's officers and employees, and interviewing them on a regular basis.

④ Details of audit fees, etc.

(a) Remuneration for Auditing Certified Public Accountants or Auditing Firm

Classification	Previous Consolidated Fiscal Year		Current Consolidated Fiscal Year	
	Audit certification services fees (Millions of yen)	Non-auditing services fees (Millions of yen)	Audit certification services fees (Millions of yen)	Non-auditing services fees (Millions of yen)
Filing Company	164	—	216	56
Consolidated Subsidiaries	18	1	14	1
Total	182	1	230	57

The non-audit services provided to the Company and its consolidated subsidiaries are financial advisory and other services.

(b) Fees paid to Organizations in the Same Network (PricewaterhouseCoopers) as that of Auditing Certified Public Accountants or Auditing Firm of the Company (excluding (a) above)

Classification	Previous Consolidated Fiscal Year		Current Consolidated Fiscal Year	
	Audit certification services fees (Millions of yen)	Non-auditing services fees (Millions of yen)	Audit certification services fees (Millions of yen)	Non-auditing services fees (Millions of yen)
Filing Company	—	89	—	42
Consolidated Subsidiaries	329	28	295	39
Total	329	117	295	81

The non-auditing services provided to the Company and its consolidated subsidiaries are various advisory services, including tax advisory services.

(c) Policy for Determining Audit Fees

Audit fees of the certified public accountants or auditing firm paid by the Company are determined by comprehensively taking into account factors such as the number of audit days, the size of the relevant company, and the nature of operations.

(d) Reasons for the Board of Corporate Auditors' Agreement on Accounting Auditor Fees

The Board of Corporate Auditors obtained the necessary materials, and received reports, from the Directors, related internal divisions, and the Accounting Auditor. After reviewing the audit plan for the previous fiscal year and the current fiscal year, the status of execution of audits, and the basis for calculating the fee estimate, the Accounting Auditor concluded that the amount of the Accounting Auditor’s fees, etc., was reasonable and agreed on such amount of fees.

(4) Executive Compensation and Related Matters

① Compensation for Directors and Corporate Auditors

(a) Compensation for Directors

Compensation for Directors who serve concurrently as Executive Officers is described in "② Compensation for Executive Officers" below.
The basic policy regarding compensation for Directors who are not concurrently serve as Executive Officers is as follows.

- Highly transparent and objective
- Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders.
- Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision

For Directors who do not concurrently serve as Executive Officers, the Company pays base salary as fixed compensation up to the compensation limit as resolved at the General Meeting of Shareholders. For the purpose of securing diverse and talented human resources and further raising awareness of their roles, the Company grants some of such Director stock-based compensation (one-yen stock options with service continuity conditions until 2020, and stock-based compensation where shares are delivered after vesting with service continuity conditions from 2021) up to the compensation limit as resolved at the General Meeting of Shareholders.

The details of stock-based compensation are described below in "② Compensation for Executive Officers," "(b) Details," "(i) Compensation Philosophy and Elements," "(2) Stock-based Compensation," and "<Stock Price-linked Compensation (Long-Term Incentive (LTI))>."

The Compensation Committee, which is entrusted with the distribution of individual executive compensation by the Board of Directors, sets the compensation ratio, level, and mix of compensation for each Director who does not concurrently serve as Executive Officers, taking into account the appropriate ratios and levels in light of the above-mentioned basic policies, corresponding to the duties of the Directors. The Compensation Committee is composed of a majority of Outside officers and is chaired by an Outside Director.

(b) Compensation for Corporate Auditors

For Corporate Auditors, the Company pays only base salary as fixed compensation that is not tied to performance, from the viewpoint of ensuring their independence. Compensation for Corporate Auditors is determined and paid after consultations among Corporate Auditors, up to the amount of the compensation limit as resolved at the General Meeting of Shareholders.

(c) Total Amount of Compensation, etc., by Category of Officer of Filing Company, Total Amount of Compensation, etc., and Number of Officers Eligible for Compensation, etc.

Directors and Corporate Auditors	Headcount	Total Amount of Compensation by Type (Millions of yen)				Total Compensation (Millions of yen)
		Monetary Compensation		Non-monetary Compensation, etc.		
				Long-term incentives		
		Base Salary	Performance-linked Compensation (Short-term incentive)	Continuous Service Conditional Stock-based Compensation	Stock-linked Conditional Stock-based Compensation	
Directors (excluding Outside Directors)	2	81	74	280	176	610
Outside Directors	4	39	-	107	-	146
Corporate Auditor (excluding Outside Corporate Auditors)	1	20	-	-	-	20
Outside Corporate Auditors	3	12	-	-	-	12

(Note)
1. As of the end of the current consolidated fiscal year, there were 6 Directors (including 5 Outside Directors) and 4 Corporate Auditors (including 3 Outside Corporate Auditors).
2. Compensation for Directors includes compensation for the CEO who also serves as an Executive Officer.
3. Amounts are rounded to the nearest million yen. Therefore, the total amount stated in each column may not correspond to the amount in the total compensation column.
4. Of the non-monetary compensation in the table, continuous service conditional stock-based compensation includes Time-based Stock Options (TSOs), which are one-yen stock options, and stock-linked conditional stock-based compensation includes Performance-based Stock Options (PSOs). The fair value that is exercisable during the current consolidated fiscal year is calculated based on the closing stock price on the vesting date and other factors. Performance Share Units (PSUs) and Restricted Stock Units (RSUs) introduced in the current consolidated fiscal year are not included because there were no units that vested during the

current fiscal year. In addition, the amount to be charged to income for the current consolidated fiscal year is 326 million yen for internal Directors and 59 million yen for Outside Directors, which is applicable to stock options and units that have been granted.

5. For Directors and Corporate Auditors who are non-residents in Japan, the currency of payment is converted into Japanese yen at the average exchange rate during the current consolidated fiscal year (JPY108.97 = USD 1.00).
6. At the 16th Ordinary General Meeting of Shareholders held on March 29, 2018, that the maximum amount of compensation for Directors was resolved to be 2 billion yen per year (of which the maximum amount for Outside Directors was 400 million yen per year). At the conclusion of this Ordinary General Meeting of Shareholders, the Company had 5 Directors (including 2 Outside Directors).
7. At the 19th Ordinary General Meeting of Shareholders held on March 30, 2021, and the maximum amount of stock-based compensation where shares are delivered after vesting for Directors was resolved within the framework of the amount described in Note 6 above and the total number of shares of the Company to be delivered by Directors was resolved within 2.7 million shares per year (of which, no more than 0.2 million shares are for Outside Directors). At the conclusion of this Ordinary General Meeting of Shareholders, there was 1 Director (Outside Directors are not eligible for grant) eligible for Performance Share Units (PSUs) and 6 Directors (including 5 Outside Directors) eligible for Restricted Stock Units (RSUs).
8. At the Extraordinary General Meeting of Shareholders held on February 24, 2010, the maximum amount of compensation for Corporate Auditors was resolved to be within 12 million yen per month. At the conclusion of this Extraordinary General Meeting of Shareholders, the number of Corporate Auditors was 4 (including 3 Outside Corporate Auditors).

② Compensation for Executive Officers

The following describes the compensation program for our Executive Officers (A Director who also serves as an Executive Officer and other Executive Officers in this section are collectively referred to as “Executive Officers”). The composition of our Executive Officers (as of the end of the current consolidated fiscal year) is as follows. An Executive Officer who is also a Director is remunerated as a Director.

Name	Position and responsibilities	Director	Executive Officer
Hidetoshi Shibata	Representative Director, President and CEO	✓	✓
Masahiko Nozaki	Executive Vice President, in charge of matters relating to Production & Technology Unit	-	✓
Sailesh Chittipeddi	Executive Vice President, in charge of matters relating to IoT and Infrastructure Business Unit	-	✓
Hiroto Nitta	Senior Vice President, in charge of matters relating to IoT and Infrastructure Business Unit (SoC Business)	-	✓
Shinichi Yoshioka	Senior Vice President and CTO, in charge of formulation of technology strategy and R&D policy for the Company	-	✓
Chris Allexandre	Senior Vice President, in charge of matters relating to IoT and Infrastructure Business Unit (Global Sales and Corporate Digital Marketing)	-	✓
Roger Wendelken	Senior Vice President, in charge of matters relating to IoT and Infrastructure Business Unit (MCU Business)	-	✓
Shuhei Shinkai	Senior Vice President and CFO, in charge of matters relating to Corporate Strategy & Finance Division, Accounting & Control Division, Procurement Division, Supply Chain Management Division, and General Affairs Division	-	✓
Jason Hall	Senior Vice President and CLO, in charge of matters relating to Legal Division, and Information Systems Division.	-	✓
Takeshi Kataoka	Senior Vice President, in charge of matters relating to Automotive Solutions Business Unit	-	✓
Vivek Bhan	Senior Vice President, in charge of matters relating to Automotive Solution Business Unit (A&P Business)	-	✓

This section includes:

・The overview of the compensation program and philosophy behind the design of the program for the current consolidated fiscal year; and
・The type of compensation, the amount of compensation paid by type, and the total amount of compensation for each Executive Officer for the current consolidated fiscal year, which is covered by our disclosure.

Executive Officers of the Company have the broadest job responsibilities and policy-making authorities in the Company.

Executive Officers are responsible for maintaining our business performance and a highly ethical corporate culture, as well as for ensuring thorough compliance.

Accordingly, the Company aims to ensure transparency in our disclosure regarding executive compensation for not only our Directors, including the CEO, but also for our core members of the management team.

Therefore, the Company includes in our disclosure individual compensation for the CEO, Chief Financial Officer (CFO), Chief Legal Officer (CLO), Executive Officers in charge of the Automotive Solution Business Unit, and the IoT and Infrastructure Business Unit, respectively, as well as compensation for Directors with total compensation of at least 100 million yen that is required to be disclosed by law,

(a) Executive summary

The Company regularly update our compensation program for Executive Officers. The Company views compensation as one of essential management tools to accelerate the expansion of our business portfolio in the focus area of Automotive, and IoT and Infrastructure, where the Company has global presence and demonstrate strong market competitiveness.

The Company designs appropriate and competitive compensation packages as a global company to attract and retain talented Executive Officers who can drive our business.

Our compensation program is designed to include performance-linked compensation to encourage Executive Officers to think and act in the best interests of shareholders in both the short- and long-term. A significant portion of our Executive Officers' total annual compensation is paid as performance-linked and stock price-linked compensation. Short-term incentives (STIs), which are performance-linked compensation, are tied to our short-term performance, and stock price-linked compensation (LTIs) are tied to our long-term performance. The Company also believes that our compensation program holds our Executive Officers accountable for direct financial performance and overall market competitiveness of the Company.

<Plans for the Future>

The Company is aiming to update our management platform to align with our business operation, which have become more globalized in recent years. As one aspect of innovation, the Company plans to update our executive compensation program in the coming years.

As a first step, since April 2021, we introduced Performance Share Units (PSUs) and Restricted Stock Units (RSUs), which have been widely used globally, in lieu of one-yen stock options based on performance (Performance-based Stock Options: PSOs) and the tenure (Time-based Stock Options: TSOs).

When establishing compensation program and setting compensation levels, the Company uses global and Japanese companies in the semiconductor and other related industries as our peer companies for benchmark comparisons. Each year, The Company performs a market comparison of our executive compensation packages and update them based on the results of that comparison. In response to global trends in strengthening corporate governance at listed companies, The Company intends to continue to update our executive compensation program in a manner consistent with global corporate practices, and the Company will strive to have our management team and shareholders recognize that our compensation program is suited to the market and supports a positive impact on our business performance.

(b) Details

(i) Compensation Philosophy and Elements

The basic philosophy regarding compensation for Executive Officers is as follows.

- Highly linked to company performance, and highly transparent and objective.
- Improvement of corporate value and compensation must interlock to share awareness of profit with shareholders.
- Contribute to ensuring and retaining global management team that satisfies accurate ability requirements to realize corporate vision.

In addition, the current compensation mix consists of the following:

- Base salary as fixed compensation
- Performance-linked compensation focused on achieving shorter-term financial and strategic objectives (Short-Term Incentives)
- Stock-based compensation where shares are delivered after vesting as stock price-linked compensation to motivate management to increase shareholder value (Long-Term Incentives)

The Company believes that our current program is consistent with practices in the global and Japanese domestic markets, as well as the interests of our stakeholders. The ratio of each type of compensation in the total compensation is set based on consideration of the appropriate ratio, according to market comparisons, global trends, and roles and performance of each Executive Officer. In addition, in order to tie long-term performance to our executive compensation and realize strong alignment between shareholders and management team, the Company has been promoting a compensation strategy that emphasizes long-term incentives compared to many Japanese companies, and the Company has set the ratio of stock-based compensation to total compensation as a majority proportion of total compensation.

(1) Cash Compensation

< Base Salary >

Base salary is the core compensation that reflects the market value of particular roles and responsibilities in the organization and is a reward for actual responsibilities, competencies, and experience of each Executive Officer.

This compensation is paid as a fixed amount based on the scope of responsibilities and the expected contribution to the Company. This compensation is a fundamental element of executive compensation, and is set at a level that invites and ensures retention of competent Executive Officers, and motivate them to drive global business expansion.

This compensation will be adjusted annually in consideration of market salary increase rates, our performance and individual performance.

< Performance-linked Compensation (Short-Term Incentive (STI))>

Short-term incentives (STIs) are paid to Executive Officers as motivation and reward for overall company financial performance as well as assessments of the individual performance of Executive Officers for each fiscal year. This compensation is a crucial element of our executive compensation program and is focused on motivating Executive Officers to contribute to the achievement of performance goals.

This compensation is based on one-year company performance, which consists of performance of Automotive Solution Business Unit, and IoT and Infrastructure Business Unit. In order to evaluate business expansion and the profitability thereof, this is evaluated by using certain indicators, including the following:

・Revenue (growth rate)

・Operating margin (Non-GAAP basis)

Evaluation indicators and targets, and the amounts paid in response to business performance are set annually after deliberation by the Compensation Committee.

(2) Stock-based Compensation

<Stock Price-linked Compensation (Long-Term Incentive (LTI))>

Long-Term Incentives (LTIs) are variable compensation with an evaluation period of 1 year or more and are generally paid in a manner that corresponds to the value earned by shareholders. The role of Long-Term Incentives is to align economic incentives for Executive Officers with the long-term performance of the organization and the long-term orientation of our shareholders.

Beginning in 2021, current Long-Term Incentives are paid through Stock-based compensation where shares are delivered after vesting, and the actual earnings received by Executive Officers are determined based on stock price growth and total shareholder return (TSR) over a 3-year period.

Specifically, Long-Term Incentives consists of Performance Share Units (PSUs) that determine the number of units according to our TSR and deliver our shares as well as Restricted Stock Units (RSUs) that are subject to continued service. Of these, PSUs are designed with TSR added to our performance indicators in order to tie PSUs more closely to maximizing medium- to long-term corporate value and strengthening awareness and activities to contribute to our stock price.

The number of units to be granted will be determined based on the simple average of the closing of our shares price on the Tokyo Stock Exchange during the 3-month period immediately before the month of the resolution by our Board of Directors, based on the base amount of compensation set for each Executive Officer in proportion to their responsibilities and percentages. The composition rate of the compensation base amount for PSUs and RSUs is 50% to 50%.

Meanwhile, in the event that a person eligible for grant falls under any of the causes stipulated by the Board of Directors, such as certain misconduct stipulated by the Board of Directors, all or part of the unvested units shall be forfeited. In addition, if, after vesting, it is found that such events or the act causing such events occurred before vesting, the grantee shall refund, without compensation, all or part of the shares issued in respect of such units or an amount equivalent thereto, if deemed appropriate by the Company.

Type	Purpose	Basis	Composition Ratio
Performance Share Units (PSUs)	Increase Executive Officers' willingness to contribute to stock price growth and corporate value	TSR	50%
Restricted Stock Units (RSUs)	Recruit and retain outstanding talented human resources by reinforcing the linkage between compensation and stock price and sharing the profits with shareholders	Tenure	50%

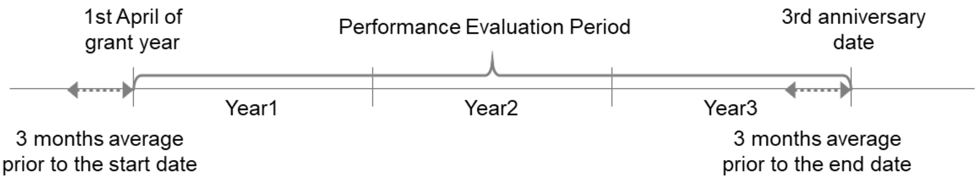
[PSU]

Grantees are granted a number of units calculated according to the following formula:

Number of PSUs = base amount of PSU compensation (before performance evaluation) which our Board of Directors has determined to grant to each grantee / simple average of the closing price of our shares on the Tokyo Stock Exchange for the 3 months immediately before the resolution by the Board of Directors

Subsequent to the date the Company determines (in principle, the 3 years anniversary date after the grant date), we will issue a number of shares equal to such vested number determined as follows, taking into account the performance requirements for that period.

Performance Indicators	TSR: Determined by comparing the companies which constitute SOX (Philadelphia Semiconductor Index) and TOPIX (Tokyo Stock Price Index) as well as a group of companies (Renesas Peers) that the Company selects in light of the industry, company size, business model, etc.

<table>
<tr><td>Performance Evaluation Period</td><td>3 years from April 1 of the year in which the PSUs were granted</td></tr>
<tr><td>TSR Growth Rate of the Company</td><td>(Average stock price for the 3 months before the end of the performance evaluation period (*1)
- Average stock price for the 3 months before the day before the commencement date of the performance evaluation period (*2)
+ Total dividends per share related to dividends of retained earnings with a record date during the performance evaluation period)
/ Average stock price for the 3 months before the day before the commencement date of the performance evaluation period (*2)
(*1) This refers to the simple average of the closing price of our shares on the Tokyo Stock Exchange during the last 3 months of the performance evaluation period.
(*2) This refers to the simple average of the closing price of our shares on the Tokyo Stock Exchange for the 3 months before the day before the commencement date of the performance evaluation period.

</td></tr>
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<table>
<tr>
<td>Method of Determining Issued Shares</td>
<td>
・When our TSR growth rate and the TSR growth rate of SOX-constituent companies are classified in ascending order, the percentage (SOX calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate.
・When our TSR growth rate and the TSR growth rate of TOPIX-constituent companies are classified in ascending order, the percentage (TOPIX calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate.
・When our TSR growth rate and the TSR growth rate of Renesas Peers are classified in ascending order, the percentage (Renesas Peers calculation rate) is calculated according to which of the following 1) to 5) is the classification of our TSR growth rate
・The number obtained by multiplying the number of granted PSUs (rounded up to 100) by the weighted average of the SOX calculation rate of 25 in 100, the TOPIX calculation rate of 50 in 100, and the Renesas Peers calculation rate of 25 in 100 (hereinafter referred to as the “Base Calculation Rate”) will be vested as the number of vested PSUs on the date specified by us (Japan time) (as a general rule, the 3 year anniversary date from the grant date of the PSUs). The number of shares in an amount equal to the number of vested PSUs will be issued to the grantee in an amount equal to the number of vested PSUs. However, if our TSR growth rate is 0% or less, the calculation rate is limited to 100%. Our TSR growth rate shall be determined by the following formula, and the growth rate of TSR of SOX-constituent companies, TOPIX-constituent companies and Renesas Peers shall be determined by a method similar to our TSR growth rate.
<table>
<tr><th>TSR</th><th>Vest rate</th></tr>
<tr><td>1) Less than the 25th percentile</td><td>0%</td></tr>
<tr><td>2) The 25th percentile or more, and less than the 50th percentile</td><td>Rate calculated as the same percentage increase between 25% and 50%</td></tr>
<tr><td>3) The 50th percentile or more, and less than the 75th percentile</td><td>Rate calculated as the same percentage increase between 50% and 75%</td></tr>
<tr><td>4) The 75th percentile or more, and less than the 90th percentile</td><td>Rate calculated as the same percentage increase between 75% and 100%</td></tr>
<tr><td>5) The 90th percentile or more</td><td>100%</td></tr>
</table>
</td>
</tr>
</table>

[RSU]

Grantees are granted a number of units calculated according to the following formula:

Number of RSUs = the base amount of RSU compensation for the 3 years (however, for Outside Directors, 1 year) that our Board of Directors decided to grant to each grantee / the simple average of the closing price of our shares on the Tokyo Stock Exchange during the 3 months immediately preceding the month of resolution by our Board of Directors

As a general rule, one-third of the units vest each year after the grant date (however, for Outside Directors, all of the units vest on 1 year after the grant date) and the Company will issue a number of shares equal to the number of vested units.

(ii) Comparator Group (FY2021 and thereafter, as of the end of the current consolidated fiscal year)

The Compensation Committee reviewed comparable companies in compensation to better understand program design and competitive compensation levels. Given that the Company is operating our business globally, the Company selected the comparable companies not only in Japan, but also from the United States and Europe, both of which are our primary business areas and where the global executive compensation programs are functioning. The Company referred to the 3 key global regions with an appropriate balance, and set future performance targets, and established a compensation program with the aim of promoting the achievement of business and financial indicators both globally and regionally.

Comparator groups in compensation include high-tech companies headquartered in Japan, which are either or both competitors in human resources acquisition or competitors in the same industry as viewed by investors. At this stage, the correlation between the revenue level and the executive compensation level is not so strong in Japan, so the Company has selected Japanese companies from a wide range of revenue levels. The disclosed personal compensation data of comparable companies in compensation is supplemented by market compensation data (Mercer LLC survey). For US and Europe, the Company selected semiconductor companies considering revenue level and market capitalization.

Companies with headquarters, etc. in Japan (Number of comparable companies: 12)	Companies with headquarters, etc. in the US (Number of comparable companies: 13)	Companies with headquarters, etc. in Europe (Number of comparable companies: 4)
Sony Group Corporation Toshiba Corporation Mitsubishi Electric Corporation Tokyo Electron Limited Advantest Corporation DISCO Corporation Hitachi, Limited. Panasonic Corporation Olympus Corporation Trend Micro Incorporated. DENSO Corporation TDK Corporation	Analog Devices Inc. Skyworks Solutions Inc. Texas Instruments Inc. Microchip Technology Inc. Advanced Micro Devices Inc. Applied Materials, Inc. Broadcom Inc. Lam Research Co., Ltd. Marvell Technology Group Inc. Maxim Integrated Micron Technology, Inc. Qualcomm Technologies Inc. Xilinx Inc.	STMicroelectronics N.V. NXP Semiconductors N.V. Infineon Technologies AG ASML Holding N.V.

(iii) Analysis of Compensation Decisions

(1) Total Compensation

The Compensation Committee reviewed both the overall package and the compensation by type before the final determination of Executive Officers' compensation. The target information includes total cash compensation (base salary and STI), stock-based compensation amount, total compensation amount (base salary, STI, and stock-based compensation), and the impact of proposed compensation on other compensation elements. When determining the amount of compensation, compensation mix and incentives for Executive Officers, the Compensation Committee reviewed each position, role, and status of service, including career history, in relation to corporate performance and individual performance and our medium- to long-term value creation, in accordance with our basic philosophy of compensation. The Compensation Committee assessed whether overall compensation was consistent with the purposes of the program.

Based on this comprehensive review, the Compensation Committee determined that the compensation levels and compensation mix for the current fiscal year were appropriate.

< Base Salary>

The amount of base salary paid to Executive Officers for the current consolidated fiscal year was determined after deliberations by the Compensation Committee, taking into account the role of each position and the related employment markets (Japan or US).

< Performance-linked Compensation (Short-Term Incentive (STI))>

The STI target amount for the Executive Officers in the current consolidated fiscal year that the Company disclosed is shown below.

Name	STI (Target amount: Millions of yen)	Base Salary (Base amount: Millions of yen)	Percentage of STI for Base Salary
Hidetoshi Shibata	57	74	76.6%
Shuhei Shinkai	27	24	110.7%
Jason Hall	29	41	71.0%
Takeshi Kataoka	26	23	110.7%
Sailesh Chittipeddi	52	62	85.0%

(Note) The amounts are rounded to the nearest million yen. For overseas officer, the currency for payment is converted into Japanese yen at the average exchange rate during the current consolidated fiscal year (JPY108.97 = USD 1.00). The percentage of STI for Base salary is calculated based on amounts before rounding.

For Executive Officers in charge of the Automotive Solution Business Unit and the IoT and Infrastructure Business Unit, the provisional amount of STI payments is determined based on the revenue (growth rate) and operating income margin (Non-GAAP basis) of each business unit. Individual calculation methods are applied to each business unit in order to take into account the characteristics of each business.

For Executive Officers in charge of other business units (Production & Technology Unit and Corporate), provisional payments are calculated based on the weighted average of the payout rates for both business units above.

This scheme is the same as the scheme for employees, and it is a mechanism for sharing incentives with employees.

The final amount of payment will be determined upon deliberations by the Compensation Committee based on the provisional STI payment determined by the scheme described above, our performance, various requirements other than financial performance, and other factors for the fiscal year.

<Stock Price-linked Compensation (Long-Term Incentive (LTI))>

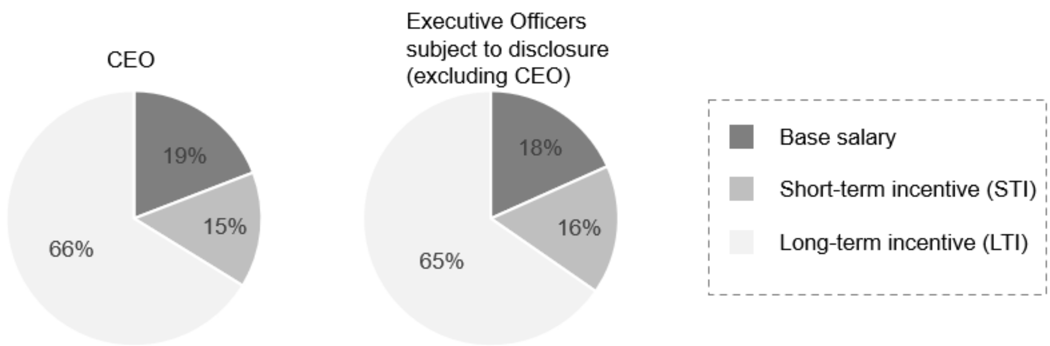
The following table shows the grant level for each Executive Officer based on the calculation of the number of Stock-based Compensation granted to Executive Officers that the Company disclosed in the current consolidated fiscal year.

Name	Stock-based Compensation (base amount of grant level: Millions of yen)		
	Total	PSU (base amount of grant level)	RSU (base amount of grant level)
Hidetoshi Shibata	256	128	128
Shuhei Shinkai	64	32	32
Jason Hall	73	37	37
Takeshi Kataoka	59	30	30
Sailesh Chittipeddi	340	170	170

(Note) The table sets forth the base amount of the annual grant for each Executive Officer (amounts are rounded to the nearest million yen and, for overseas officers, the currency of payment is converted into Japanese yen at the average exchange rate during the year (JPY108.97 = USD 1.00)). The actual amounts vested are set forth in the table below under “(iv) Total Amount of Consolidated Compensation for Each Executive Officer Subject to Disclosure.”

The compensation mix for Executive Officers disclosed by the Company for the current consolidated fiscal year is shown below.

The percentage of the variable portion is greater than the current general situation of executive compensation in Japan because it rewards Executive Officers for company performance and individual performance.



(Note) Each compensation element is based on a target base amount before reflecting performance (as of December 31, 2021)

(2) Performance Evaluation for the Current Consolidated Fiscal Year (Non-GAAP Basis)

Revenues and operating income margin (Non-GAAP basis) both increased during the current consolidated fiscal year.

Total shareholder return grew 0.4% on a 3-year average, outpacing the median of TOPIX constituent companies and below the median of SOX-constituent companies.

Revenue

・Our revenue increased 38.9% in FY2021 compared with the previous fiscal year.

・Revenue by business unit is as follows:

- Revenue in the Automotive Solution Business Unit in FY2021 increased 35.6% compared with the previous fiscal year.
- Revenue in the IoT and Infrastructure Unit in FY2021 increased 41.8% compared with the previous fiscal year.

Operating margin (Non-GAAP basis)

・Our operating margin (Non-GAAP basis) in FY2021 increased 10.6 pts compared with the previous fiscal year.

・Operating margin by business unit (Non-GAAP basis) is as follows:

- Operating margin (Non-GAAP basis) in the Automotive Solution Business Unit in FY2021 increased 12.3 pts compared with the previous fiscal year.
- Operating margin (Non-GAAP basis) in the IoT and Infrastructure Business Unit in FY2021 increased 7.7 pts compared with the previous fiscal year.

Total shareholder return (TSR)

The 3-year average of TSR growth rate used to evaluate the performance of PSOs in FY2021 was 0.4%, higher than the median of TOPIX constituent companies and lower than the median of SOX-constituent companies.

Overview of performance results

	1 year	3 years
Revenue	38.9%	
Automotive Solution Business Unit	35.6%	
IoT and Infrastructure Business Unit	41.8%	
Operating margin (Non-GAAP basis)	10.6pts	
Automotive Solution Business Unit	12.3pts	
IoT and Infrastructure Business Unit	7.7pts	
Total Shareholder Return (TSR)		0.4%

(Note)

(*) Revenue and Operating Margin (Non-GAAP basis): Disclosed results on a Group-consolidated and Non-GAAP basis

(*) TSR performance evaluation period: Apr. 1, 2018 to Mar. 31, 2021

(*) TSR calculation:

(Average stock price for the 3 months before the end of the performance evaluation period
- Average stock price for the 3 months before the day before the commencement date of the performance evaluation period
+ Total dividends per share related to dividends of retained earnings with a record date during the performance evaluation period)
/ Average stock price for the 3 months before the day before the commencement date of the performance evaluation period

(*) The Company does not pay dividends from retained earnings during the performance evaluation period.

(3) Individual Performance Evaluation Results (MBO (Management By Objective))

The CEO's performance was evaluated by the Nomination Committee for his overall contribution to our performance.

For Executive Officers that the Company disclosed other than the CEO, the CEO considered the elements described below in evaluating individual performance.

・Mr. Shuhei Shinkai serves as CFO and the CEO focused on our financial management.

・Mr. Jason Hall is the CLO and the CEO focused on the operational performance of legal management and IT.

・Mr. Takeshi Kataoka serves as General Manager of the Automotive Solution Business Unit and the CEO focused on the financial performance and strategic position of the business unit.

・Mr. Sailesh Chittipeddi serves as General Manager of the IoT and Infrastructure Business Unit and the CEO focused on the financial performance and strategic positioning of the business unit.

(iv) Total Amount of Consolidated Compensation for each Executive Officer Subject to Disclosure

Name	Amount of Compensation (Millions of yen)				Total Compensation (Millions of yen)
	Base salary	Performance-linked Compensation	Stock Price-linked Compensation		
			Long-term Incentives (LTI)		
		Short-term Incentive (STI)	Continuous Service Conditional Stock-based Compensation	Stock-linked Conditional Stock-based Compensation	
Hidetoshi Shibata	74	74	151	17	316
Shuhei Shinkai	23	35	36	2	96
Jason Hall	40	38	49	4	132
Takeshi Kataoka	17	22	15	2	56
Sailesh Chittipeddi	61	80	296	0	438

(Note) 1. Amounts are rounded to the nearest million yen. Therefore, the total of the amounts listed in each column may not correspond to the amount in the total compensation column.
2. Stock-based compensation represents amounts vested in the current consolidated fiscal year.
3. An Executive Officer who is also Director (the CEO) are compensated as a Director.
4. In addition to the compensation described above, with respect to Mr. Jason Hall, the Company paid for various benefits related to secondment from a U.S. subsidiary to the Company and the associated partial reimbursement of income tax.
5. For overseas officers, the currency for payment is converted into Japanese yen at the average exchange rate during the current consolidated fiscal year (JPY108.97 = USD 1.00).

(v) Benefits and Welfare

Executive Officers are eligible to receive various benefits equal to those of our other employees, excluding severance benefits. Those benefits include social insurance, such as health insurance and welfare pensions, accident insurance, commuting expenses, and rights to use group insurance.

(vi) Pay Ratio (Compensation Ratio)

The median of total annual compensation of all employees (other than the CEO) for our current consolidated fiscal year was 5 million yen. The CEO’s total annual income was 316 million yen. Based on this information, the ratio of the CEO’s total annual compensation to the median of total annual compensation of all employees was approximately 63 to 1.

The following methodologies and significant assumptions were used to determine the median of total annual compensation of all of our employees and to calculate the total annual compensation of the median employee:

・December 31, 2021 was selected as the date (record date) for determining the median employee.
・Our employees as of the record date consisted of approximately 19,000 employees working for the Company and its consolidated subsidiaries (excluding those on leave that are not expected to return to work and those from Dialog).
・To determine the median employee, the Company used information about base salaries and incentives paid to all employees. The monthly salary is calculated on an annualized basis for full-time employees who have a service period of less than 1 fiscal year or who had a non-paid holiday during a 1-year period.

The CEO’s total annual compensation is the amount shown in the column “(iv) Total Consolidated Compensation for Each Executive Officer Subject to Disclosure” above (Base salary + STI + LTI).

③ Voluntary Compensation Committee

To ensure the appropriateness of compensation and transparency of the decision-making process, the Company has established a Voluntary Compensation Committee as an advisory body to the Board of Directors. The Compensation Committee is composed of a majority of Outside Officers and is chaired by an Outside Director.

The compensation level, compensation structure, and the setting of performance-linked compensation targets for Directors and Executive Officers are decided by the Voluntary Compensation Committee, under which the Board of Directors has discretion in allocating individual compensation for officers. Proposals to the General Meeting of Shareholders (such as limits on the amount of compensation for Directors) and the granting of stock-based compensation are decided by the Board of Directors after deliberations by the Compensation Committee.

Compensation Committee members are as follows:

・Chairman: Selena Loh Lacroix (Outside Director)
・Member: Hidetoshi Shibata (President and CEO)
・Member: Noboru Yamamoto (Outside Director)
・Member: Tomoko Mizuno (Outside Corporate Auditor)

During the current consolidated fiscal year, the Compensation Committee held a total of six meetings.

(5) Status of Holding of Shares

① Standards and concept for classification of investment shares

The Company classifies investment shares held solely for the purpose of receiving profits from changes in the value of shares or dividends on shares as investment shares held for pure investment, and investment shares held for other purposes are classified as investment shares held for purposes other than pure investment.

② Investment shares held for purposes other than pure investment

a. Number of issues and amount recorded on the balance sheet

	Number of Issues	Total Balance Sheet Amount (Millions of yen)
Unlisted shares	8	15
Shares other than unlisted shares	-	-

(Shares for which number of shares increased in the current fiscal year)

Not applicable.

(Shares for which the number of shares decreased in the current fiscal year)

Not applicable.

b. Information on the number of shares, amount recorded on the balance sheet and related matters of each type of specified investment shares and deemed held shares.

Not applicable.

③ Investment shares held for the purpose of pure investment

Not applicable.

④ Changes in the purpose of holding investment shares from pure investment to purposes other than pure investment during the current fiscal year

Not applicable.

⑤ Change in the purpose of holding investment shares from the purpose other than pure investment to the purpose of pure investment during the current fiscal year

Not applicable.

V. Accounting Status

1. Basis of Preparation of the Consolidated Financial Statements

(1) The consolidated financial statements of Renesas Electronics Corporation (hereafter “the Company”) and its consolidated subsidiaries (hereafter “the Group”) have been prepared in accordance with International Financial Reporting Standards (hereafter “IFRS”) pursuant to the provisions of Article 93 of the “Ordinance on Terminology, Forms and Preparation Methods of Consolidated Financial Statements” (Ministry of Finance Ordinance No. 28, 1976, hereafter “Ordinance on Consolidated Financial Statements”).

(2) The non-consolidated financial statements of the Company were prepared in accordance with the Ministry of Finance Ordinance No. 59, 1963, “Ordinance on Terminology, Forms and Preparation Methods of Consolidated Financial Statements, etc.” (hereafter “Ordinance on Financial Statements”).

As a company submitting financial statements prepared in accordance with special provisions of the Ordinance of Financial Statements, the Company prepares its financial statements in accordance with Article 127 of the Ordinance of Financial Statements.

(3) In the consolidated financial statements and the non-consolidated financial statements, figures are presented by rounding them to the nearest million yen.

2. Audit Certification

The consolidated financial statements for the fiscal year ended December 31, 2021 (from January 1, 2021 to December 31, 2021) and the non-consolidated financial statements for the fiscal year ended December 31, 2021 (from January 1, 2021 to December 31, 2021) were audited by PricewaterhouseCoopers Aarata LLC in accordance with Article 193-2, Section 1, of the Financial Instruments and Exchange Act.

3. Special Measures for Preparing Fairly Stated Financial Statements

These measures involve attaining a thorough understanding of accounting standards and developing a system for addressing changes made to these standards. To this end, the Company has registered with the Financial Accounting Standards Foundation, and participates in seminars.

4. Development of a System to Appropriately Prepare Consolidated Financial Statements Based on IFRS

To appropriately prepare its consolidated financial statements in accordance with IFRS, the Company obtains press releases and accounting standards issued by the International Accounting Standards Board as required to understand the latest standards and analyze the impact. The Company has also prepared the Group accounting policies or “Global Rule Book” in accordance with IFRS and formulates accounting treatments based on the Group accounting policies. In addition, the Company makes efforts to accumulate in-house expertise by participating in seminars, etc. hosted by the Financial Accounting Standards Foundation and audit corporations, etc.

1. Consolidated Financial Statements

(1) Consolidated Financial Statements

(i) Consolidated Statement of Financial Position

(In millions of yen)

	Notes	As of December 31, 2020	As of December 31, 2021
Assets			
Current assets			
Cash and cash equivalents	8	219,786	221,924
Trade and other receivables	9, 33	82,318	140,478
Inventories	10	89,761	137,925
Other current financial assets	16, 33	605	737
Income taxes receivable		2,190	4,395
Other current assets	11	8,162	12,352
Total current assets		402,822	517,811
Non-current assets			
Property, plant and equipment	12, 14, 15, 19	187,354	195,729
Goodwill	7, 13, 15	590,459	1,234,600
Intangible assets	13, 15	364,764	371,969
Other non-current financial assets	16, 33	18,101	34,633
Deferred tax assets	17	40,600	42,414
Other non-current assets	11	4,885	9,091
Total non-current assets		1,206,163	1,888,436
Total assets		1,608,985	2,406,247

(In millions of yen)

	Notes	As of December 31, 2020	As of December 31, 2021
Liabilities and equity			
Liabilities			
Current liabilities			
Trade and other payables	18, 33, 38	114,235	204,330
Bonds and borrowings	19, 33	93,181	121,105
Other current financial liabilities	20, 33	4,036	11,505
Income taxes payable		10,337	22,050
Provisions	21	6,383	11,185
Other current liabilities	11	58,873	77,235
Total current liabilities		287,045	447,410
Non-current liabilities			
Trade and other payables	18, 33	25,177	15,100
Bonds and borrowings	19, 33	586,563	692,983
Other non-current financial liabilities	20, 33	10,241	11,536
Income taxes payable		4,084	3,792
Retirement benefit liability	22	30,012	27,926
Provisions	21	3,033	3,795
Deferred tax liabilities	17	38,680	36,229
Other non-current liabilities	11	4,489	6,016
Total non-current liabilities		702,279	797,377
Total liabilities		989,324	1,244,787
Equity			
Share capital	23	28,971	147,133
Capital surplus	23	208,253	337,989
Retained earnings	23	449,975	578,017
Treasury shares	23	(11)	(11)
Other components of equity		(70,487)	95,015
Total equity attributable to owners of parent		616,701	1,158,143
Non-controlling interests		2,960	3,317
Total equity		619,661	1,161,460
Total liabilities and equity		1,608,985	2,406,247

(ii) Consolidated Statement of Profit or Loss and Consolidated Statement of Comprehensive Income

Consolidated Statement of Profit or Loss

(In millions of yen)

	Notes	The year ended December 31, 2020	The year ended December 31, 2021
Revenue	6, 24	715,673	994,418
Cost of sales	37, 38	(379,984)	(498,017)
Gross profit		335,689	496,401
Selling, general and administrative expenses	25, 37	(266,268)	(307,698)
Other income	26	4,036	8,031
Other expenses	27	(8,315)	(13,133)
Operating profit		65,142	183,601
Finance income	28	7,623	4,140
Finance costs	28	(7,549)	(35,278)
Profit before tax		65,216	152,463
Income tax expense	17	(19,490)	(25,051)
Profit		45,726	127,412
Profit attributable to			
Owners of parent		45,626	127,261
Non-controlling interests		100	151
Profit		45,726	127,412
Earnings per share	30		
Basic earnings per share (yen)		26.54	68.96
Diluted earnings per share (yen)		25.97	67.44

Consolidated Statement of Comprehensive Income

(In millions of yen)

	Notes	The year ended December 31, 2020	The year ended December 31, 2021
Profit		45,726	127,412
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans		(334)	902
Equity instruments measured at fair value through other comprehensive income		(330)	(311)
Total of items that will not be reclassified to profit or loss		(664)	591
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		(64,290)	169,312
Cash flow hedges		—	(4,022)
Cost of hedges		—	(153)
Total of items that may be reclassified subsequently to profit or loss		(64,290)	165,137
Total other comprehensive income	29	(64,954)	165,728
Total comprehensive income		(19,228)	293,140
Comprehensive income attributable to			
Owners of parent		(19,239)	292,783
Non-controlling interests		11	357
Total comprehensive income		(19,228)	293,140

(iii) Consolidated Statement of Changes in Equity

The year ended December 31, 2021

(In millions of yen)

	Notes	Equity attributable to owners of parent						
						Other components of equity		
		Share capital	Capital surplus	Retained earnings	Treasury shares	Share acquisition rights	Remeasurements of defined benefit plans	Equity instruments measured at fair value through other comprehensive income
Balance as of January 1, 2020		22,213	201,588	403,857	(11)	16,053	—	(1,131)
Profit		—	—	45,626	—	—	—	—
Other comprehensive income		—	—	—	—	—	(334)	(330)
Total comprehensive income		—	—	45,626	—	—	(334)	(330)
Issuance of new shares	23	6,758	6,665	—	—	—	—	—
Share-based payment transactions	32	—	—	—	—	1,062	—	—
Transfer to retained earnings		—	—	492	—	(1,156)	334	330
Total transactions with owners		6,758	6,665	492	—	(94)	334	330
Balance as of December 31, 2020		28,971	208,253	449,975	(11)	15,959	—	(1,131)

	Notes	Equity attributable to owners of parent					Non-controlling interests	Total equity
		Other components of equity						
		Exchange differences on translation of foreign operations	Cash flow hedges	Cost of hedges	Total	Total equity attributable to owners of parent		
Balance as of January 1, 2020		(21,114)	—	—	(6,192)	621,455	2,949	624,404
Profit		—	—	—	—	45,626	100	45,726
Other comprehensive income		(64,201)	—	—	(64,865)	(64,865)	(89)	(64,954)
Total comprehensive income		(64,201)	—	—	(64,865)	(19,239)	11	(19,228)
Issuance of new shares	23	—	—	—	—	13,423	—	13,423
Share-based payment transactions	32	—	—	—	1,062	1,062	—	1,062
Transfer to retained earnings		—	—	—	(492)	—	—	—
Total transactions with owners		—	—	—	570	14,485	—	14,485
Balance as of December 31, 2020		(85,315)	—	—	(70,487)	616,701	2,960	619,661

The year ended December 31, 2021

(In millions of yen)

	Notes	Equity attributable to owners of parent						
						Other components of equity		
		Share capital	Capital surplus	Retained earnings	Treasury shares	Share acquisition rights	Remeasurements of defined benefit plans	Equity instruments measured at fair value through other comprehensive income
Balance as of January 1, 2021		28,971	208,253	449,975	(11)	15,959	—	(1,131)
Profit		—	—	127,261	—	—	—	—
Other comprehensive income		—	—	—	—	—	902	(311)
Total comprehensive income		—	—	127,261	—	—	902	(311)
Issuance of new shares	23	118,162	117,320	—	—	—	—	—
Share-based payment transactions	32	—	12,416	—	—	(2,843)	—	—
Transfer to retained earnings		—	—	781	—	154	(902)	(33)
Reclassification to non-financial assets	7	—	—	—	—	—	—	—
Total transactions with owners		118,162	129,736	781	—	(2,689)	(902)	(33)
Balance as of December 31, 2021		147,133	337,989	578,017	(11)	13,270	—	(1,475)

	Notes	Equity attributable to owners of parent					Non-controlling interests	Total equity
		Other components of equity				Total equity attributable to owners of parent		
		Exchange differences on translation of foreign operations	Cash flow hedges	Cost of hedges	Total			
Balance as of January 1, 2021		(85,315)	—	—	(70,487)	616,701	2,960	619,661
Profit		—	—	—	—	127,261	151	127,412
Other comprehensive income		169,106	(4,022)	(153)	165,522	165,522	206	165,728
Total comprehensive income		169,106	(4,022)	(153)	165,522	292,783	357	293,140
Issuance of new shares	23	—	—	—	—	235,482	—	235,482
Share-based payment transactions	32	—	—	—	(2,843)	9,573	—	9,573
Transfer to retained earnings		—	—	—	(781)	—	—	—
Reclassification to non-financial assets	7	—	3,604	—	3,604	3,604	—	3,604
Total transactions with owners		—	3,604	—	(20)	248,659	—	248,659
Balance as of December 31, 2021		83,791	(418)	(153)	95,015	1,158,143	3,317	1,161,460

(iv) Consolidated Statement of Cash Flows

(In millions of yen)

	Notes	The year ended December 31, 2020	The year ended December 31, 2021
Cash flows from operating activities			
Profit before tax		65,216	152,463
Depreciation and amortization		141,527	136,496
Impairment losses		2,070	135
Finance income and finance costs		5,221	6,973
Share-based payment expenses		14,564	14,899
Foreign exchange loss (gain)		(3,780)	22,861
Loss (gain) on sales of property, plant and equipment, and intangible assets		(717)	(5,557)
Decrease (increase) in inventories		79	(5,552)
Decrease (increase) in trade and other receivables		1,228	(9,237)
Decrease (increase) in other financial assets		(7,413)	(9,699)
Increase (decrease) in trade and other payables		10,192	50,154
Increase (decrease) in retirement benefit liability		194	(2,572)
Increase (decrease) in provisions		(1,713)	3,847
Increase (decrease) in other current liabilities		3,675	(20,435)
Other		2,931	(4,466)
Subtotal		233,274	330,310
Interest received		307	242
Dividends received		240	300
Income taxes paid		(9,932)	(23,468)
Net cash flows from operating activities		223,889	307,384
Cash flows from investing activities			
Purchase of property, plant and equipment		(22,261)	(36,938)
Proceeds from sales of property, plant and equipment		960	8,408
Purchase of intangible assets		(15,925)	(15,408)
Purchase of other financial assets		(568)	(1,416)
Proceeds from sales of other financial assets		430	579
Payments for acquisitions of subsidiaries	7	—	(614,816)
Other		(2,799)	(3,535)
Net cash flows from investing activities		(40,163)	(663,126)
Cash flows from financing activities			
Proceeds from short-term borrowings	31	—	270,000
Repayments of short-term borrowings	31	—	(270,000)
Proceeds from long-term borrowings	31	—	240,000
Repayments of long-term borrowings	31	(93,295)	(262,777)
Proceeds from issuance of bonds	31	—	154,359
Proceeds from issuance of shares	23	—	223,799
Payments for share issuance costs		—	(1,179)
Repayments of lease liabilities	31	(4,840)	(4,571)
Interest paid		(6,264)	(8,682)
Other		(71)	(34)
Net cash flows from financing activities		(104,470)	340,915

Effect of exchange rate changes on cash and cash equivalents		(5,938)	16,965
Net increase (decrease) in cash and cash equivalents		73,318	2,138
Cash and cash equivalents at beginning of the period	8	146,468	219,786
Cash and cash equivalents at end of the period	8	219,786	221,924

Notes to Consolidated Financial Statements

1. Reporting Entity

Renesas Electronics Corporation (hereafter “the Company”) is a public company established under the Companies Act of Japan and domiciled in Japan. The accompanying consolidated financial statements of the Company and its consolidated subsidiaries (hereafter “the Group”) are composed of the Company, its subsidiaries and interests of the Group in its associates, with December 31, 2021 as the closing date. The Group engages in research, design, development, manufacturing, sales and services related to various kinds of semiconductors as a manufacturer specializing in semiconductors. For details of the Group’s major business, please refer to “Note 6. Business Segments.”

The consolidated financial statements for the year ended December 31, 2021 were approved on March 30, 2022 by Hidetoshi Shibata, President and CEO, and Shuhei Shinkai, Executive Vice President, Member of the Board and CFO.

2. Basis for Preparation

(1) Compliance with IFRS

Because the Group meets the requirements for “Specified Companies Complying with Designated International Accounting Standards” stated in Article 1-2 of Ordinance on Consolidated Financial Statements, the Group has adopted the provisions of Article 93 of the Ordinance. The consolidated financial statements of the Group have been prepared in accordance with IFRS.

(2) Basis of measurement

The consolidated financial statements of the Group have been prepared based on the accounting policies separately described in “Note 3. Significant Accounting Policies.” Assets and liabilities are measured at a historical cost basis unless otherwise stated.

(3) Functional currency and presentation currency

The consolidated financial statements are presented in Japanese yen (rounded to the nearest million yen), which is the functional currency of the Company.

(4) Changes in accounting policy

(Consolidated Statement of Cash Flows)

Within “Cash flows from operating activities” category, “Foreign exchange loss (gain)” and “Decrease (increase) in other financial assets,” which were disclosed in “Other” for the prior fiscal year, have been presented separately from the current fiscal year due to the increase in its materiality. Also, Loss (gain) on sales and valuation of investment securities, which was disclosed in “Other” for the prior fiscal year, has been classified to "Finance income and finance costs" from the current fiscal year.

In order to reflect those changes in presentation, Consolidated Statement of Cash Flows for the prior fiscal year has been reclassified. Consequently, within “Cash flows from operating activities” category, (10,035) million yen of “Other” has been classified to (3,780) million yen of “Foreign exchange loss (gain)”, (7,413) million yen of “Decrease (increase) in other financial assets”, 2,931 million yen of “Other” and (1,773) million yen of "Finance income and finance costs."

3. Significant Accounting Policies

The significant accounting policies of the Group are as follows and are applied to all the periods presented in the consolidated financial statements.

(1) Basis of consolidation

A. Subsidiaries

Subsidiaries are entities controlled by the Group. Control refers to a case in which the Group has power over an entity, is exposed to variable returns from involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the consolidated financial statements from the date when control is obtained until the date when control is lost. In the event that the Group disposes of some of its ownership interest in a subsidiary that does not result in a loss of control, the change in ownership interest of the Group is accounted for as an equity transaction, and the difference between the adjustment of non-controlling interests and the fair value of the consideration is directly recognized in equity as equity attributable to owners of parent.

If the closing dates of a subsidiary and that of the consolidated financial statements are different, financial statements prepared with a provisional closing date, which is same as that of consolidated financial statements, are used.

B. Associates

Associates are entities over which the Group has a significant influence over the decisions on financial and operating policies but does not have control. Investments in associates are accounted for using the equity method.

Investments in associates are initially recognized at cost. Ownership interests of the Group in profit or loss and other comprehensive income of the associate from the date when the Group obtains significant influence until the date when the Group loses significant influence are recognized as changes in the amount of investments in associates.

C. Transactions eliminated on consolidation

Inter-company balances of receivables and payables, transactions and unrealized gains or losses resulting from inter-company transactions are eliminated on consolidation.

(2) Business combinations

Business combinations are accounted for using the acquisition method. Consideration transferred in a business combination is measured as the sum of the acquisition-date fair value of the assets transferred, liabilities assumed, and equity instruments issued by the Company in exchange for control over the acquiree.

Any excess of the consideration for acquisition, the non-controlling interests in the acquiree and the fair value of assets of the acquiree that the acquirer previously held over the net amount of identifiable assets and liabilities as of the date of acquisition is recognized as goodwill. Conversely, if the consideration for acquisition is lower than the net amount of identifiable assets and liabilities as of the date of acquisition, it is immediately recognized in profit or loss. Acquisition-related costs are recognized in profit or loss. The additional acquisition of non-controlling interests after obtaining control is accounted for as an equity transaction, and no corresponding goodwill is recognized.

If the initial accounting treatment of a business combination is not completed by the end of the fiscal year when the business combination took place, provisional amounts for the items for which accounting is incomplete are reported, and such provisional amounts that were recognized as of the date of acquisition are adjusted retrospectively during the measurement period within one year from the date of acquisition.

(3) Foreign currency translation

A. Functional currency and presentation currency

The financial statements of the Group entities are prepared in their respective functional currency. The consolidated financial statements of the Group are presented in Japanese yen, which is the functional currency of the Company.

B. Foreign currency transactions

Foreign currency transactions are translated into the functional currency at the spot exchange rate or a rate approximate to the spot exchange rate on the date of the transaction. Monetary items denominated in a foreign currency at the end of the reporting period are translated into the functional currency using the closing rate, while non-monetary items denominated in a foreign currency that are measured at historical cost are translated using the exchange rate in effect on the date of the initial transaction, and those that are measured at fair value are translated using the exchange rate in effect on the date when the fair value was calculated.

Exchange differences from translation or settlement are recognized in profit or loss during the period when they arise. However, exchange differences arising from equity instruments and cash flow hedges measured through other comprehensive income are recognized in other comprehensive income.

C. Foreign operations

In preparing the consolidated financial statements, the assets and liabilities of a foreign operation are translated into Japanese yen at the exchange rate as of the closing date of the consolidated financial statements, and profit or loss and cash flows of the foreign operation are translated into Japanese yen at the exchange rate on the date of the transaction or the average exchange rate for the period that is approximate to the exchange rate on the date of the transaction. Exchange differences are recognized in other comprehensive income, and the cumulative amount thereof is recognized in other components of equity.

On disposal of the entire ownership interest in a foreign operation or part of the interest that results in a loss of control or significant influence, the exchange differences of the foreign operation that were recognized in other comprehensive income and accumulated in equity are reclassified from equity to profit or loss when the related gains or losses on disposal are recognized.

(4) Financial instruments

A. Financial assets other than derivatives

(a) Initial recognition and measurement

Trade and other receivables are initially recognized at their transaction price on that date, and all other financial assets are initially recognized on the date of the transaction when the Company becomes the contracting party to the financial assets.

At the time of initial recognition, financial assets are classified as financial assets measured at amortized cost or financial assets measured at fair value.

(i) Financial assets measured at amortized cost

Financial assets are classified as financial assets measured at amortized cost if both of the following conditions are met or otherwise classified as financial assets measured at fair value.

- Assets are held within a business model that aims to hold assets to collect contractual cash flows.
- The contract terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets measured at fair value through other comprehensive income

- Debt instruments measured at fair value through other comprehensive income
  If both of the following conditions are met, financial assets are classified as debt instruments measured at fair value through other comprehensive income.
  - Assets are held within a business model whose objective is achieved by both the collection and sale of contractual cash flows.
  - The contract terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Equity instruments measured at fair value through other comprehensive income
  Of financial assets measured at amortized cost, or financial assets other than debt instruments measured at fair value through other comprehensive income, when an irrevocable election at the time of initial recognition is made, subsequent changes in fair value are recognized in other comprehensive income and such equity instruments are classified as financial assets measured at fair value through other comprehensive income.

(iii) Financial assets measured at fair value through profit or loss

Financial assets that do not meet the criteria for either (i) or (ii) above are classified into financial assets measured at fair value through profit or loss.

Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs for financial assets measured at fair value through profit or loss are recognized in profit or loss.

(b) Subsequent measurement

After the initial recognition, financial assets are measured as follows according to their classification.

(i) Financial assets measured at amortized cost

Financial assets measured at amortized cost are measured at amortized cost using the effective interest method.

(ii) Financial assets measured at fair value through other comprehensive income

- Debt instruments measured at fair value through other comprehensive income
  The amount of changes in the fair value of debt instruments measured at fair value through other comprehensive income is recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gain or loss, until the financial assets are derecognized. If the financial assets are derecognized, gains or losses accumulated in other comprehensive income are reclassified to profit or loss.
- Equity instruments measured at fair value through other comprehensive income
  The amount of changes in the fair value of equity instruments measured at fair value through other comprehensive income is recognized in other comprehensive income. If the financial assets are derecognized, or if the fair value has declined significantly, gains or losses accumulated in other comprehensive income are directly reclassified to retained earnings. Dividend income from the financial assets is recognized as finance income in profit or loss.

(iii) Financial assets measured at fair value through profit or loss

Financial assets measured at fair value through profit or loss are measured at fair value after the initial recognition, and changes in fair value are recognized in profit or loss.

(c) Impairment of financial assets

For impairment of financial assets measured at amortized cost, the Group recognizes an allowance for expected credit losses of financial assets. On each reporting date, the Group assesses whether the credit losses of the financial instruments have increased significantly subsequent to the initial recognition.

If the credit losses of financial instruments have not increased significantly after the initial recognition, the loss allowance of the financial instruments is measured at the amount of 12-month expected credit losses, and if the credit losses of the financial instruments have increased significantly after the initial recognition, the loss allowance of the financial instruments is measured at the amount of lifetime expected credit losses.

However, for trade receivables, etc., the loss allowance is always measured at the amount of lifetime expected credit losses.

Expected credit losses of the financial instruments are estimated in a way that reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes
- The time value of money
- Reasonable and supportable information that is available without undue cost or effort at the reporting date

about past events, current conditions and forecasts of future economic conditions
Changes in the amount of the measurement are recognized in profit or loss.

(d) Derecognition

The Group derecognizes financial assets if the contractual rights to the cash flows from the financial assets expire, or if substantially all risks and rewards associated with ownership of the financial assets are transferred as a result of assigning the contractual right to receive cash flows from the financial assets.

B. Financial liabilities other than derivatives

(a) Initial recognition and measurement

At the time of initial recognition, financial liabilities are classified as financial liabilities measured at amortized cost or financial liabilities measured at fair value through profit or loss. Although all financial liabilities are initially measured at fair value, financial liabilities measured at amortized cost are measured at an amount obtained by deducting directly attributable transaction costs.

(b) Subsequent measurement

(i) Financial liabilities measured at amortized cost

Financial liabilities measured at amortized cost are measured at amortized cost using the effective interest method.

(ii) Financial liabilities measured at fair value through profit or loss

Financial liabilities measured at fair value through profit or loss are measured at fair value after the initial recognition, and the changes are recognized in profit or loss.

(c) Derecognition

The Group derecognizes financial liabilities when they are extinguished, for example when then obligations specified in the contract are discharged, cancelled or expired.

C. Derivatives and hedge accounting

The Group holds derivative financial instruments for the purpose of hedging the risk of exchange rate fluctuations, etc. The Group has a policy of not conducting speculative derivative transactions.

Derivatives are initially recognized at fair value, and related transaction costs are recognized in profit or loss when they are incurred. After the initial recognition, derivatives are remeasured at fair value, and changes in the fair value are accounted for as described below, depending on whether the derivative financial instruments that are designated as hedging instruments meet the requirements for hedge accounting. The Group designates the derivatives that meet the requirements for hedge accounting as hedging instruments and applies hedge accounting. In addition, at the inception of a hedge, the Group formally documents the risk management objective, the relationship between hedging instruments and the hedged items, along with strategies when executing hedging transactions, and the method of assessing hedge effectiveness.

(i) Cash flow hedges

Of gains or losses from hedging instruments, the effective portion of the hedge is recognized in other comprehensive income, and the ineffective portion is recognized in profit or loss.

The amount of hedging instruments that is recorded in other comprehensive income is reclassified to profit or loss at the time when the underlying hedged transactions affect profit or loss. If the hedged items give rise to the recognition of non-financial assets or non-financial liabilities, the amount that is recognized in other comprehensive income is reclassified as an adjustment to the initial carrying amount of non-financial assets or non-financial liabilities.

For cash flow hedges other than the above, the amount is reclassified from other comprehensive income to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss. However, if the accumulated amount is a loss and if all or part of the loss is not expected to be recovered in the future, the amount that is not expected to be recovered is immediately reclassified to profit or loss.

When hedge accounting is terminated, this accumulated amount remains in other comprehensive income until the expected future cash flows occur, and if the forecast transaction is no longer expected to occur, this amount is immediately reclassified to profit or loss.

(ii) Derivatives that do not meet requirements for hedge accounting

Changes in fair value are recognized in profit or loss.

(5) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, deposits that can be withdrawn at any time and short-term investments with a maturity of 3 months or less when purchased that can be easily converted to cash and are subject to an insignificant risk of changes in value.

(6) Inventories

The acquisition cost of inventories comprises all costs of purchase, costs of conversion and all other costs incurred in bringing the inventories to their present location and condition.

After the initial recognition, inventories are measured at the lower of cost and net realizable value, but if cost exceeds net realizable value, the inventories are written down to net realizable value. The net realizable value is calculated by deducting the estimated costs of completion and the estimated costs necessary to make the sale from the estimated selling price in the ordinary course of business.

The cost is also calculated using the following methods:
Merchandise and finished goods
Custom-made products: Specific identification method
Mass products: Average method
Work in progress
Custom-made products: Specific identification method
Mass products: Average method
Raw materials and supplies: Mainly average method

(7) Property, plant and equipment (other than leased assets)

The acquisition cost of property, plant and equipment includes costs directly related to the acquisition of assets, dismantling, disposal and restoration costs and borrowing costs that meet the requirements for capitalization.

The cost model is used in the measurement of property, plant and equipment, and they are presented at the carrying value obtained by deducting accumulated depreciation and accumulated impairment losses from the acquisition cost.

Except for land and construction in progress, the acquisition cost of each asset after deducting the residual value is depreciated over the estimated useful life using the straight-line method.

The estimated useful life, the residual value and the depreciation method are reviewed at the end of each fiscal year, and any changes are applied to the period when the estimated are changed and future periods prospectively as a change in the accounting estimate. The impact of the change of these estimates is recognized in the period when the estimates are changed and future periods.

The estimated useful lives of major assets are as follows.

Buildings and structures	10 to 45 years
Machinery, equipment and vehicles	2 to 8 years
Tools, furniture and fixtures	2 to 10 years

(8) Goodwill and intangible assets

A. Goodwill

The measurement of goodwill at the time of initial recognition is as stated in "(2) Business combinations." After initial recognition, goodwill is not amortized and is measured at cost less any accumulated impairment losses.

Goodwill is allocated to each of the acquirer's cash-generating units that are expected to benefit from the synergies of the business combination, and an impairment test is performed for the cash-generating units to which goodwill was allocated at a certain time each fiscal year and whenever there is an indication of impairment. Impairment losses on goodwill are recognized in profit or loss and are not reversed in a subsequent period.

B. Intangible assets

The cost model is used for intangible assets, and they are presented at cost less any accumulated amortization and accumulated impairment losses.

(a) Intangible assets acquired separately

Intangible assets acquired separately are measured at cost at the time of initial recognition.

(b) Intangible assets acquired in a business combination

For intangible assets acquired in a business combination, their acquisition cost is measured at fair value as of the date of acquisition. Intangible assets acquired in a business combination are comprised primarily of developed technology, customer relationships, and in-process research and development.

(Developed technology)

Intangible assets that represent future excess earnings power expected to arise from the technology and that have been already developed as of the date of acquisition with the acquiree are recognized as Developed technology.

(Customer relationships)

Intangible assets related to future excess earnings power expected to arise from the existing customers as of the date of acquisition with the acquiree are recognized as Customer relationships.

(In-process research and development)

Intangible assets in an intermediate stage of identifiable research and development assets meeting the asset requirements are recognized as in-process research and development.

The details for intangible assets acquired in a business combination, see "Note 13. Goodwill and Intangible Assets."

(c) Internally-generated intangible assets (Capitalized development cost)

For internally-generated intangible assets, the expenditure is recorded as an expense, except for development costs that meet the following requirements for capitalization:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention of an entity to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- A method for the intangible asset to generate probable future economic benefits,
- The availability of adequate technical, financial and other resources necessary for completing the development of the intangible asset and using or selling it; and
- The ability to measure the expenditure attributable to the intangible asset during its development reliably

These internally generated intangible assets are amortized using the straight-line method from the time when they are provided for use in business operations based on estimated useful life (5 years) for which they are expected to provide net cash inflows. Expenditure on research and development that does not meet the requirements for capitalization above is recognized in profit or loss at the time of occurrence.

Intangible assets with finite useful lives are amortized over their respective estimated useful life using the straight-line method, and an impairment test is performed if any indications of impairment exist. For intangible assets with finite useful lives, their useful lives and amortization method are reviewed at the end of each fiscal year. A change in the useful life or the amortization method is applied prospectively as a change in accounting estimate.

Commercial software products are mainly amortized using a method based on the expected sales volume over the expected sales period (3 years or less), and software for internal use is mainly amortized using the straight-line method based on the expected available period (5 years) for internal use. Technical assets are amortized using the straight-line method based on the available period (12 years or less) in business activities. Customer relationships are mainly amortized using the straight-line method based on the estimated useful life (14 years or less).

Intangible assets with indefinite useful life and intangible assets that are not yet available for use are not amortized, and an impairment test is performed at a certain time each fiscal year or whenever any indication of impairment exists.

(9) Leases

A. Overall

(a) Identification of a lease

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group reviews the following to assess whether a contract conveys the right to control the use of an identified asset.

(i) The use of the identified asset in a contract is directed.

(ii) The lessee has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use.

(iii) The lessee has the right to direct the use of an asset. Also, in case that the determination of how and for what purpose the asset is used are predetermined, if applicable to any of the following, it is determined that the lessee has the right to direct the use of an asset.

・The lessee has the right to operate the asset.

・The lessee designed the asset in a way that predetermines how and for what purpose the asset will be used.

(b) Lease term

The lease term is defined as the non-cancellable period for which a lessee has the right to use an underlying asset, together with both:

・periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and

・periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

B. Leases as Lessee

(a) Separable components of a contract

The Group allocates the consideration in contract for a building lease to lease and non-lease components on the basis of the relative stand-alone price of each lease component. In addition, the Group elects not to separate non-lease components from lease components, and instead accounts for each lease component and any associated non-lease components as a single lease component for the lease other than a building lease.

(b) Right-of-use assets

The Group recognizes the right-of-use assets and the lease liabilities at the date of initial application. The right-of-use assets are measured initially at cost. This cost is calculated by deducting any lease incentives received from the sum of the amounts of the initial measurement of the lease liabilities, any lease payments made at or before the commencement date, any initial direct costs and an estimate of costs to be incurred in dismantling and removing the underlying assets, restoring the underlying asset or restoring the site on which it is located. After the commencement date, the right-of-use asset is measured using a cost model by deducting any accumulated depreciation and any accumulated impairment losses from the cost.

The right-of-use assets are depreciated using the straight-line method over the period which is the earlier of the useful life of the underlying asset or the lease term. If it is reasonably certain that the Group will exercise a purchase option, depreciation is based on the useful life of the underlying asset.

(c) Lease liabilities

Lease liabilities are measured initially at the present value of unpaid lease payments discounted using the interest rate implicit in the lease. If the interest rate implicit in the lease cannot be readily determined, the Group’s incremental borrowing rate is used. The Group typically uses our incremental borrowing rate as the discount rate.

The lease payments in the measurement of lease liabilities includes the fixed payments, the amount of payments for the lease in any optional period if it is considered to be reasonable certain to exercise an extension option, and the payments of penalties for terminating the lease if the lease term reflects the lessee exercising an option to terminate the lease.

If there is a change in future lease payments resulting from a change in an index or rate, there is a change in the amounts expected to be payable under a residual value guarantee, or there is a change in determining whether purchase, extension and termination option is reasonably certain to exercise, lease liabilities are remeasured.

When lease liabilities are remeasured, the carrying amount of the right-of-use assets is adjusted or the remaining remeasurement is recognized in profit or loss if the carrying amount of the right-of-use assets is reduced to zero.

(d) Short-term leases within 12 months and leases of low-value assets

The Group elects not to recognize right-of-use assets and lease liabilities for short-term leases within 12 months and leases of low-value assets including IT equipment and recognizes these lease payments as expenses over the lease term using the straight-line method.

(10) Impairment of non-financial assets

The Group determines whether there is any indication that an asset (except for inventories, deferred tax assets and retirement benefit assets) may be impaired each fiscal year, and if such indication exists, an impairment test is performed. However, for goodwill or intangible assets with indefinite useful life or that are not yet available for use, an impairment test is performed at a certain time each fiscal year and when indicators of impairment are identified. or when any signs of impairment are identified.

In the impairment test, a recoverable amount is estimated, and the carrying amount and the recoverable amount are compared. The recoverable amount of assets or cash-generating units is calculated at the higher of the value in use and the fair value less costs of disposal. The value in use is calculated by discounting the estimated future cash flows to the present value, using the pre-tax discount rate that reflects the time value of money and risks specific to the asset.

If the recoverable amount of assets or cash-generating units is lower than the carrying amount as a result of the impairment test, an impairment loss is recognized. When the impairment loss of a cash-generating unit including goodwill is recognized, an allocation is made first to reduce the carrying amount of goodwill that is allocated to the cash-generating unit, and then an allocation is made to proportionally reduce the carrying amount of other assets in the cash-generating unit.

The impairment loss is reversed if there is any indication that the impairment loss recognized in a prior period may no longer exist or may have decreased and if the estimated recoverable amount exceeds the carrying amount. The upper limit of the reversal shall not exceed the carrying amount that would have been determined had no impairment loss been recognized in prior years, net of depreciation or amortization. The impairment loss on goodwill is not reversed.

(11) Provisions

The Group recognizes a provision if the Group has assumed a legal or constructive obligation as a result of a past event, if it is probable that an outflow of economic benefits will be required to settle the obligation and if a reliable estimate can be made of the amount of the obligation.

If the time value of the money of the provision is significant, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects the time value of the money and risks specific to the liability. The unwinding of the discount amount due to the passage of time are recognized as a finance cost.

(12) Levies

For levies that are an outflow of resources embodying economic benefits required by the government to the Group in accordance with laws and regulations, an expected payment is recognized as a liability when the obligation event that triggers the payment of levies prescribed by laws and regulations occurs.

(13) Employee benefits

A. Short-term employee benefits

A short-term employee benefit is an employee benefit that will be settled within 12 months from the end of the fiscal year in which the employee renders the related service, and the Group recognizes an amount expected to be paid in exchange for the services rendered during a certain accounting period. Short-term employee benefits in the Group include bonuses and benefits related to paid leave.

The expected costs of employee benefits related to accumulating paid leave are recognized when an employee renders the service that will increase the entitlement to future paid leave. In addition, the Group measures the expected cost of accumulating paid leave as an additional amount that the Group is expected to pay as a result of the unused entitlement that has accumulated as of the end of the fiscal year.

Bonuses are recognized as a liability if the Group has a legal or constructive obligation to pay as a result of the provision of service by the employee in the past and if the obligation can be estimated reliably.

B. Post-employment benefits

For post-employment benefit plans, the Group has adopted defined benefit plans and defined contribution plans.

(a) Defined contribution plans

Contributions to defined contribution plans are recognized as an expense when they are incurred unless they are included in inventories or property, plant and equipment. If contributions already paid exceed contributions due for services provided before the end of the fiscal year, the Group recognizes the excess as an asset to the extent to which the prepayment becomes the reduction of future payments or a future refund.

(b) Defined benefit plans

The net amount of assets or liabilities of the defined benefit plan is the amount obtained by deducting the fair value of the plan assets (including the upper limit of the assets and adjustments to minimum funding requirements, if necessary) from the present value of defined benefit obligations, and it is recognized in the consolidated financial statements as an asset or a liability. The defined benefit obligations are calculated using the projected unit credit method, and the present value of defined benefit obligations is calculated by applying a discount rate to the expected payment amount in the future. The discount rate is calculated based on market yields at the end of the reporting period on high quality corporate bonds corresponding to the discount period which is determined based on the period until the future expected benefit payment date in each reporting period.

Service costs and net interest expense for the net amount of assets or liabilities related to the defined benefit plans are recognized in profit or loss.

Actuarial gains or losses and fluctuations in the return on the plan assets excluding the portion included in the net interest expense and change in the impact of the asset ceiling are recognized in other comprehensive income as “Remeasurements of defined benefit plans” in the corresponding period and are immediately transferred from other components of equity to retained earnings. Past service costs are recognized in profit or loss when the plan is revised or curtailed, or when related restructuring costs or termination benefits are recognized, whichever is earlier.

C. Other long-term employee benefits

As long-term employee benefit plans other than post-employment benefits, the Group has a special leave and a reward plan based on the number of service years. The obligations regarding other long-term employee benefits are measured at the amount obtained by discounting the estimated amount of future benefits that the employees have earned as consideration for services rendered in the previous and current fiscal years to the present value.

(14) Government grants

Government grants are recognized at fair value when there is reasonable assurance that the Group complies with the required conditions and that the grants will be received. Grants related to revenue are recognized in profit or loss. Grants recognized as profit or loss are deducted from the corresponding expenses when they are directly based on the incurred expenses. Grants received based on other conditions are shown in other income.

(15) Treasury shares

When treasury shares are acquired, the amount of the consideration paid, including directly attributable transaction costs, is recognized at cost and deducted from equity. If treasury shares are sold, the consideration received is recognized as an increase in equity, and the difference between the carrying amount and the consideration received is recognized in the capital surplus account.

(16) Share-based payments

The Group has adopted share-based payment plans as incentive plans for directors, senior vice presidents and employees.

Restricted Stock Unit (RSU) and Performance Share Unit (PSU) are share-based payment plans with share issuance in the future. RSU is vested subject to continued employment with a Group Company and PSU is vested in response to the extent of the growth rate of total shareholder return. The payments are measured with reference to the fair value of the Company's stock, recognized as an expense in profit or loss, and the same amount is recognized as an increase in equity.

Stock options are estimated at fair value on the grant date and recognized as an expense over the vesting period, taking into account the number of stock options that are expected to eventually vest, and the same amount is recognized as an increase in equity. The fair value of granted options is calculated by taking the terms and conditions of the options into account. If it is determined that the number of stock options that will be vested will differ from the prior estimate due to subsequent information, the estimate of the number of stock options that will be vested is revised as necessary.

(17) Revenue recognition

The Group recognizes revenue based on the following five-step model.

Step 1: Identify the contract with a customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when the entity satisfies a performance obligation

The Group engages in research, design, development, manufacturing, sales and services related to various kinds of semiconductors as a manufacturer specializing in semiconductors. Revenue is recognized mainly when the goods are delivered as the ownership of these goods has been transferred to the customer and the performance obligations are satisfied at the time of delivery.

Also, revenue is measured at the fair value of the consideration received after deducting discounts, rebates and returns.

Sales to specific distributors may be subject to the following various sales promotion programs.

Ship and debit is a program designed to assist specific distributors on their sales to end customers through pricing adjustments. Under this program, the selling prices will be adjusted when the specific distributors sell the products to the end customers. At the time the Company records sales to the specific distributors, the Company accrues for refund liabilities and deduct the same amounts from revenue based on the estimate of the variable consideration resulting from the possible application of the ship and debit program upon the future sales by the distributors. In addition, the related balance of accounts receivable-trade is transferred to long-term accounts receivable in order to reduce specific distributors' financial burden caused by a time lag, and will be reversed in the future based on the contract.

Stock rotation is a program whereby on a semiannual basis, specific distributors are allowed to return, for credit, inventories equal to a certain percentage of their purchases for the previous six months. The Company accrues for refund liabilities related to the stock rotation program on a quarterly basis and deduct the same amount from revenue.

(18) Finance income and Finance costs

Finance income consists of dividend income, interest income, foreign exchange gain, gains on sales of financial assets, gains on hedging financial instruments that are recognized in profit or loss, and the transfer of amounts previously recognized in other comprehensive income. Interest income is recognized at the time of occurrence using the effective interest method. Dividend income is usually recognized on the date when the Group’s right to receive payment is established.

Finance costs consist of interest expenses for corporate bonds, borrowings and interest expenses for lease liabilities, foreign exchange loss, losses on sales of financial assets, losses from hedging financial instruments that are recognized in profit or loss, and the transfer of amounts previously recognized in other comprehensive income. Acquisitions or construction of qualifying assets, or borrowing costs not directly attributable to the production, are recognized at the time of occurrence using the effective interest method. Lease payments are allocated to finance costs and the repayment portion of the liability balance, and finance costs are allocated over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(19) Income taxes

Current taxes and deferred taxes are presented as income tax expense in the consolidated statement of profit or loss, except for those related to business combinations and items that are recognized in other comprehensive income or that are directly recognized in equity.

Current taxes and deferred taxes related to items that are recognized in other comprehensive income are recognized in other comprehensive income.

A. Current taxes

Current taxes are measured at the amount paid to tax authorities or the amount expected to be refunded from tax authorities. The tax rates and the tax law used for the calculation of the tax amount are those established or substantively established by the closing date.

B. Deferred taxes

Deferred taxes are calculated based on temporary differences between the tax base amount and the carrying amount for accounting purposes of assets and liabilities at the end of the fiscal year. Deferred tax assets are recognized for deductible temporary differences, unused tax credits and unused tax losses are expected to arise to the extent to which it is probable that taxable profits will be available against which they can be utilized, and deferred tax liabilities are recognized for taxable temporary differences, in principle.

Neither a deferred tax asset nor a deferred tax liability is recognized for the following temporary differences:

- Temporary difference arising from the initial recognition of goodwill
- Temporary difference arising from the initial recognition of an asset and a liability arising from a transaction (excluding business combination transactions) that does not have an impact on accounting profits and taxable profits
- A case where the timing for eliminating a taxable temporary difference for an investment in a subsidiary or an associate and an interest in the arrangement of joint control can be controlled and where it is probable that the difference will not be eliminated in the foreseeable future
- A case where it is improbable that a deductible temporary difference for an investment in a subsidiary or an associate and an interest in the arrangement of joint control will be eliminated in the foreseeable future, or a case where it is improbable that a taxable profit that will be available for the temporary difference will be earned

Deferred tax assets and liabilities are measured at a tax rate (and based on tax law) that is expected to be applied in the period when assets are realized or liabilities are settled based on the statutory tax rate (and based on tax law) that is established or substantively established by the closing date.

Deferred tax assets and deferred tax liabilities are offset if the Group has the legally enforceable right to offset current tax assets and current tax liabilities, and if any of the following cases applies:

- Income tax expense is imposed on the same taxable entity by the same tax authority
- Although income tax expense is imposed on different taxable entities, these taxable entities intend to settle current tax assets and current tax liabilities on a net basis or intend to settle current tax liabilities at the same time as realizing current tax assets.

The carrying amount of deferred tax assets is reviewed at the end of each fiscal year. If it becomes improbable that taxable profits sufficient to realize part or all of the benefits of deferred tax assets will be earned, the carrying amount of deferred tax assets is reduced to that extent. In addition, the amount of the write-down is reversed to the extent to which it becomes probable that sufficient taxable profits will be earned.

The Group recognizes tax assets and liabilities at a reasonably estimated amount where there is an uncertain tax position.

(20) Earnings per share

Basic earnings per share are calculated by dividing profit (loss) attributable to owners (ordinary shareholders) of the parent by the weighted average number of ordinary shares outstanding, net of treasury shares, during each fiscal year.

Diluted basic earnings per share are calculated, adjusted for the effects of all dilutive potential ordinary shares.

(21) Non-current assets held for sale and discontinued operations

A. Non-current assets held for sale

For assets or asset groups that are not in continuing use and for which recovery through sale is expected, that are highly likely to be sold within one year, and that the execution of sales plan is confirmed by management and can be sold in their current condition, assets held for sale and liabilities directly related to assets held for sale are classified into disposal groups separately from other assets and liabilities and recorded in the consolidated statement of financial position.

Non-current assets classified as assets held for sale are measured at the lower of the carrying amount and the fair value after deducting the costs for sale. Assets classified as assets held for sale are not depreciated or amortized.

B. Discontinued operations

A component of an entity that has either been disposed of or is classified as held for sale is recognized as a discontinued operation if any of the following applies:

- A separate major line of business or geographical area of operations;
- Part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- A subsidiary acquired exclusively with a view to resale.

If an operation is classified as a discontinued operation, the consolidated statement of profit or loss and the consolidated statement of comprehensive income for a comparative period are restated on the assumption that the operation was discontinued on the commencement date of the comparative period.

4. Significant Accounting Estimates and Judgments

In preparing the consolidated financial statements, management of the Group makes judgments, accounting estimates and assumptions that could have an impact on the application of accounting policies and the reporting amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are based on the best judgment of management, taking into account various factors that are deemed reasonable on the closing date in light of past experience and available information. However, figures based on these estimates and assumptions may differ from the actual results due to their nature.

Estimates and underlying assumptions are reviewed continuously. The impact of the review of these estimates is recognized in the period when the estimates are revised and future periods.

The Group reflects the impact of COVID-19 to estimates and assumptions (impairment test of goodwill and collectability of deferred tax assets, etc.), to a reasonable extent based on available information.

These estimates and assumptions may be affected depending on the future situations of the spread of COVID-19.

Estimates and assumptions that could have a significant impact to the consolidated financial statements are as follows.

(1) Impairment of non-financial assets

The Group performs an impairment test for non-financial assets (excluding inventories, deferred tax assets and retirement benefit asset) if there is any indication that the recoverable amount will be less than the carrying amount.

However, for goodwill or intangible assets with indefinite useful life or that are not yet available for use, an impairment test is performed at a certain time each fiscal year and when any signs of impairment exist.

The impairment test is performed by comparing the carrying amount and the recoverable amount of the assets, and if the recoverable amount falls below the carrying amount, an impairment loss is recorded. The recoverable amount is calculated mainly using the discounted cash flow model, where certain assumptions, including, but not limited to, the useful life of the asset, future cash flows, sales revenue, gross margin, discount rate, and long-term growth rate, are made. These assumptions are determined based on the best estimates and judgments of management but could be influenced by fluctuations in uncertain future economic conditions. If a revision becomes necessary, it could have a significant impact on the amounts that will be recognized in the consolidated financial statements of subsequent periods.

The calculation method of the recoverable amount is stated in “Note 15. Impairment of Non-financial Assets.”

(2) Post-employment benefits

The Group has a variety of post-employment benefit plans, including a defined benefit plan.

The present value of the defined benefit obligation of each plan and related service costs are calculated based on actuarial assumptions. For the actuarial assumptions, estimates and judgments on a range of variables such as the discount rate are required.

The actuarial assumptions are determined based on the best estimates and judgments of management but could be affected by fluctuations in uncertain future economic conditions. If a revision becomes necessary, it could have a significant impact on the amounts that will be recognized in the consolidated financial statements of subsequent periods.

These actuarial assumptions and related sensitivities are stated in “Note 22. Employee Benefits.”

(3) Provisions

The Group records multiple provisions in the consolidated statement of financial position, including the provision for product warranties and asset retirement obligations, among others.

These provisions are recorded based on the best estimate of expenditure required for the settlement of the obligations, considering risks and uncertainties related to the obligations on the closing date.

The amount of expenditure required for the settlement of the obligations is calculated by comprehensively considering results that could arise in the future, but it could be affected by the occurrence of unforeseeable events and changes in the situation. If the actual amount of expenditure differs from the estimate, it could have a significant impact on amounts recognized in the consolidated financial statements of subsequent periods.

The nature and amounts of provisions are stated in “Note 21. Provisions.”

(4) Recoverability of deferred tax assets

When deferred tax assets are recognized, the time and amount of taxable profits that will be earned in the future based on a business plan are estimated and calculated based on judgment of the possibility that taxable profits will arise.

Because the timing and amount of taxable profits are affected by the future business performance of the Group, if the actual timing and amount differ from the estimate, it could have a significant impact on the amounts recognized in the consolidated financial statements of subsequent periods.

Details and amounts of deferred tax assets are stated in “Note 17. Income Tax.”

(5) Inventories

Inventories are measured at cost, but if the net realizable value at the end of the fiscal year falls below the acquisition cost, inventories are measured at the net realizable value, and the difference from the acquisition cost is recognized in the cost of sales, in principle. For slow moving inventory that is outside of the operating cycle process, the net realizable value is calculated reflecting the future demand and market trends. If the net realizable value declines significantly due to the greater-than-expected deterioration of the market environment, a loss could arise.

(6) Measurement method of the fair value of financial instruments

When the Group evaluates the fair value of certain financial instruments, the Group uses valuation techniques that use inputs that are not observable in the market. These unobservable inputs could be affected by fluctuations in uncertain future economic conditions, and if a revision becomes necessary, it could have a significant impact on the consolidated financial statements in subsequent periods.

The details and amounts of the fair value of financial instruments are stated in "Note 3. Significant Accounting Policies, (4) Financial instruments" and "Note 33. Financial Instruments."

(7) Income taxes

The Group recognizes tax assets and liabilities at a reasonably estimated amount based on the interpretation of tax laws where there is an uncertain tax position. Deferred taxes of the Group include liabilities related to an uncertain tax position. Tax effects of assets and liabilities explained above are calculated using the expected value method. Estimates are based on the best estimate at the moment. However, differences from the estimates could have a significant impact on the consolidated financial statements in subsequent periods depending on the actual results. For details, please refer to "Note 17. Income Taxes."

5. Standards and Interpretations Not Yet Adopted

Of the new standards and interpretations that were newly issued or revised as of the date of the approval of the consolidated financial statements, the major standards and interpretations that the Group has not yet adopted as of December 31, 2021 are as follows:

IFRS 17 “Insurance Contract”

IFRS 17 “Insurance Contract” was issued as replacement for IFRS4 “Insurance Contracts.” The Group will apply the standard from January 1, 2023. The Group has not yet calculated an impact on the consolidated financial statements by adoption of the standards.

6. Business Segments

(1) Overview of reportable segments

The Group's reportable segments are components of the Group for which separate financial information is available that is evaluated regularly by the Board of Directors to determine the allocation of management resources and assess performance.

The Group consists of "Automotive Business" and "Industrial/Infrastructure/IoT Business" and those are the Group's reportable segments. The Automotive business includes the product categories "Automotive control," comprising semiconductor devices for controlling automobile engines and bodies, and "Automotive information," comprising of semiconductor devices used in sensing systems for detecting environments inside and outside the vehicle as well as automotive information devices such as IVI (in-vehicle infotainment) and instrument panels used to give various information to the driver of the vehicle. The Group mainly supplies microcontrollers (MCUs), system-on-chips (SoCs), analog semiconductor devices and power semiconductor devices in each of these categories. The Industrial/Infrastructure/IoT Business includes the product categories "Industrial", "Infrastructure" and "IoT" which support the smart society. The Group mainly supplies MCUs and SoCs in each of these categories. Additionally, commissioned development and manufacturing from the Group's design and manufacturing subsidiaries are categorized as "Other."

(2) Information on reportable segments

The accounting treatment for the reportable segments is same as described in "Note 3. Significant Accounting Policies." The Group discloses revenue from external customers, segment gross profit, and segment operating profit (which is the segment profit). The Group added segment gross profit as a disclosure item in the business segments from the current fiscal year. This change is reflected to the business segments for the year ended December 31, 2020.

Segment gross profit and segment operating profit are internal key performance indicators which are used by management when making decisions and are calculated by excluding the following items from IFRS gross profit and operating profit (Adjustments 2): amortization of certain tangible and intangible assets related to business combinations; certain share-based payment expenses; and other non-recurring items. Other non-recurring items include costs related to acquisitions and gains and losses the Group believes to be appropriate for deduction. However, certain other non-recurring items the Group believes to be covered by each reportable segment are included in segment gross profit and segment operating profit of each reportable segment (Adjustments 1). The Group's Executive Officers assess the performance after eliminating intragroup transactions, and therefore, there are no transfers between reportable segments included within the segment results.

Information on reportable segments is as follows.

The year ended December 31, 2020 (In millions of yen)

	Reportable Segments		Other	Adjustments (Note 1)	Total	Adjustments (Note 2)	Consolidation basis
	Automotive	Industrial/ Infrastructure/ IoT					
Revenue from external customers	341,001	363,609	11,063	—	715,673	—	715,673
Segment gross profit	128,489	209,127	1,122	—	338,738	(3,049)	335,689
Segment profit	48,356	89,702	1,177	(1,697)	137,538	(72,396)	65,142
Finance income							7,623
Finance costs							(7,549)
Profit before tax							65,216
(Other adjustments) Depreciation and amortization	46,174	39,299	236	—	85,709	55,818	141,527

The year ended December 31, 2021 (In millions of yen)

	Reportable Segments		Other	Adjustments (Note 1)	Total	Adjustments (Note 2)	Consolidation basis
	Automotive	Industrial/ Infrastructure/ IoT					
Revenue from external customers	462,309	515,547	16,562	—	994,418	—	994,418
Segment gross profit	214,573	312,301	1,992	—	528,866	(32,465)	496,401
Segment profit	122,443	167,071	1,992	5,075	296,581	(112,980)	183,601
Finance income							4,140
Finance costs							(35,278)
Profit before tax							152,463
(Other adjustments) Depreciation and amortization	43,468	35,316	—	—	78,784	57,712	136,496

(3) Information on products and services

Information on products and services is the same with information on reportable segments and therefore, omitted from this section.

(4) Information on regions and countries

The components of revenue and non-current assets from external customers by region and country are as follows.

a. Revenue from external customers

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Japan	241,186	314,528
China	168,548	231,059
Asia (Excluding Japan and China)	126,614	213,313
Europe	111,908	148,399
North America	65,048	83,584
Others	2,369	3,535
Total	715,673	994,418

(Note) Revenues are categorized into the country or region based on the location of the customers.

b. Non-current assets

Non-current assets include property, plant and equipment, goodwill and intangible assets.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Japan	771,228	1,402,065
Malaysia	262,719	242,557
Asia (Excluding Japan and Malaysia)	18,110	22,301
Europe	28,996	46,656
North America	61,524	88,719
Total	1,142,577	1,802,298

(5) Major customers

Revenue from a single external customer accounting for 10% or more of revenue is as follows.

(In millions of yen)

	Name of related reportable segments	The year ended December 31, 2020	The year ended December 31, 2021
Ryosan Company, Limited	Automotive, Industrial/ Infrastructure/IoT	73,599	141,325
WT Microelectoronics Co.,Ltd	Automotive, Industrial/ Infrastructure/IoT	50,374	127,845

7. Business Combinations
(The year ended December 31, 2021)

(Dialog Semiconductor Plc)
a. Overview of business combination
The Company made an acquisition of the entire issued and to be issued share capital of Dialog on August 31, 2021. Following the completion of the acquisition, Dialog has become a wholly-owned subsidiary of the Company (hereafter “the Dialog Acquisition”).

1) Name and overview of the acquiree
Name of the acquiree: Dialog Semiconductor Plc
Business overview: Development, manufacturing and sales of analog ICs such as mixed-signal devices.

2) Date of the acquisition
August 31, 2021. (LONDON, United Kingdom: August 30, 2021)

3) Purpose of the acquisition
Dialog is an innovative provider of highly-integrated and power-efficient mixed-signal ICs for a broad array of customers within IoT, consumer electronics and high-growth segments of automotive and industrial end-markets. Centered around its low-power and mixed-signal expertise, Dialog brings a wide range of product offerings including battery and power management, power conversion, configurable mixed-signal (CMIC), LED drivers, custom mixed-signal ICs (ASICs) and automotive power management ICs (PMICs), wireless charging technology, and more. Dialog also offers broad and differentiated Bluetooth® Low Energy, WiFi and audio system-on-chips (SoCs) that deliver advanced connectivity for a wide range of applications; from smart home/building automation, wearables, to connected medical. All these systems complement and expand Renesas’ leadership portfolio in delivering comprehensive solutions to improve performance and efficiency in high-computing electronic systems.
The Dialog acquisition demonstrates Renesas’ continued and unwavering commitment to further advance its solution offering. The complementary nature of the companies’ technological assets and the scale of the combined portfolios will enable Renesas to build more robust and comprehensive solutions to serve high-growth segments of the IoT and automotive markets. Renesas believes there is a compelling strategic rationale for the Dialog acquisition because it:

(i) Scales Renesas’ IoT sector capabilities with Dialog’s low-power technologies
Dialog has a differentiated portfolio of low-power mixed-signal products, decades of experience in developing custom and configurable solutions for the world’s largest customers and expertise in low-power connectivity that are highly complementary to Renesas. The Dialog acquisition of these low-power technologies enhances Renesas’ product portfolio and expands horizons in addressing high-growth markets in the IoT field.

(ii) Unlocks further differentiation to Renesas system solution with connectivity
Bringing together Renesas and Dialog will extend the Group's reach to a broader customer base and open up additional growth potential in the key growth segments: industrial infrastructure, IoT and automotive. Dialog’s BLE, WiFi and audio SoCs are highly complementary to Renesas’ microcontroller (MCU)-based solutions. Combining Dialog’s innovative low-power Wi-Fi and Bluetooth® SoC and expertise with Renesas’ technologies will enable Renesas to further differentiate its system solution offering and extend its footprint in high-growth segments, including contactless IoT applications for smart home/building automation and healthcare. Renesas’ automotive solutions will also be enriched with connectivity for a wide range of security and safety applications.

4) Acquisition Method
Renesas implemented a scheme of arrangement pursuant to UK law. The scheme of arrangement is a method of acquisition whereby with the agreement of Dialog, the Dialog acquisition can be executed by obtaining approvals from Dialog shareholders and the Court.

b. Consideration for the acquisition and its breakdown

(In millions of yen)

Consideration		Amount
Cash		623,892
Restricted stock units		7,183
Total	A	631,075

Expenses related to the acquisition were 4,589 million yen, which were recorded in “Selling, general and administrative expenses” for the year ended December 31, 2021. Details of the consideration for acquisition in restricted stock units are described in “Note 32. Share-based Payments.”

c. Fair value of assets acquired, liabilities assumed and goodwill

		(In millions of yen) Date of acquisition (August 31, 2021)
Current assets		
Cash and cash equivalents		40,450
Trade and other receivables (Note 2)		39,808
Inventories		34,748
Other		8,842
Total current assets		123,848
Non-current assets		
Property, plant and equipment		10,771
Intangible assets		40,303
Other		2,376
Total non-current assets		53,450
Total assets		177,298
Current liabilities		
Trade and other payables		14,825
Other		36,848
Total current liabilities		51,673
Non-current liabilities		
Other non-current financial liabilities		2,881
Deferred tax liabilities		4,445
Other		3,238
Total non-current liabilities		10,564
Total liabilities		62,237
Net assets	B	115,061
Basis adjustment (Note 3)	C	3,604
Goodwill (Note 4)	A-B+C	519,618

(Note) 1. As of December 31, 2021, the acquisition was accounted for using provisional amounts determined based on reasonable information currently available, and since the recognition and fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date have not been finalized, the purchase price allocation is still preliminary. Currently the valuation of property, plant and equipment and additional recognition of intangible assets, among other assets and liabilities, have not been completed, except for certain inventories for which the valuation was able to be completed. As a result, goodwill was provisionally recognized as the total amount of the excess of the consideration transferred over the net amount of the assets acquired and liabilities assumed. The identifiable intangible assets are tentatively recorded at the book value as carried by Dialog.

2. The total contract amount is the same as the fair value, and there are no receivables that are expected to be unrecoverable.

3. The Company has entered into currency options and forward exchange contracts to hedge the foreign exchange risk against EUR-denominated acquisition consideration payments and adopted hedge accounting. The hedging instruments were settled in cash at the fair value on the acquisition date. The basis adjustment is the amount of change in the fair value of the hedging instruments recorded in other comprehensive income on the acquisition date and were added to the amount of goodwill.

4. Goodwill reflects future excess earning power expected from synergies between the Company and Dialog. No amount of goodwill is expected to be deductible for tax purposes.

d. Payments for acquisition of subsidiaries

(In millions of yen)

Item	Amount
Consideration for acquisition in cash	623,892
Cash and cash equivalents held by the acquiree at the time of obtaining control	(40,450)
Amount of cash paid for the acquisition of subsidiaries	583,442
Basis adjustment	3,604
Amount of cash paid for the acquisition of subsidiaries (net amount)	587,046

e. Impact on revenue and profit as though the date of the acquisition had been as of the beginning of the fiscal year (unaudited information)

Assuming that the date of the acquisition of Dialog was at the beginning of the fiscal year, revenue and profit for the year ended December 31, 2021 would be 1,093,258 million yen and 156,593 million yen, respectively. As of December 31, 2021, the recognition and fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date have not been finalized. As a result, the adjustments such as amortization of intangible assets are not reflected in the aforementioned revenue and profit figures. The pro forma information is not necessarily indicative of events that may happen in the future.

In addition, in order to prepare this information, Dialog's past financial information has been adjusted for significant differences to comply with the Company's accounting policies.

f. Revenue and profit / loss of the acquired company

From the acquisition date to December 31, 2021, the Company recorded the revenue of Dialog of 66,757 million yen and profit of 4,545 million yen in the Consolidated Statement of Profit or Loss and Consolidated Statement of Comprehensive Income.

(Celeno Communications Inc.)

a. Overview of business combination

On December 20, 2021, the Company made an acquisition of the entire issued share capital of Celeno, a semiconductor company in the United States of America which mainly operates its business in Israel. Following the completion of the acquisition, Celeno has become a wholly-owned subsidiary of the Company (hereafter “the Celeno Acquisition”).

1) Name and overview of the acquiree

Name of the acquiree: Celeno Communications Inc.
Business overview: Development and sale of connectivity devices such as Wi-Fi 5, Wi-Fi 6 and IoT chipsets.

2) Date of the acquisition

December 20, 2021.

3) Purpose of the acquisition

Headquartered in Israel, Celeno offers a wide range of wireless communication solutions, including advanced Wi-Fi chipsets and software solutions, for high-performance home networks, smart buildings, enterprise and industrial markets. Its industry’s most compact chipset offerings for Wi-Fi 6 and 6E deliver exceptional Wi-Fi network performance and increased security with low latency and low power consumption. Celeno’s breakthrough Wi-Fi Doppler Imaging technology, a Wi-Fi based, high-resolution imaging technology is ideal for home elderly care and assisted living, home security, safe driving and digital and connected factories. It depicts, tracks and analyzes the motion, behavior and location of people and objects using standard Wi-Fi, eliminating the need for multiple cameras or sensors in home environments and commercial buildings. As the world’s No.1 embedded processor supplier, Renesas offers a breadth of low-power MCU/MPU/SoC processors, wireless ICs, sensors and power management technologies. Celeno’s field-proven Wi-Fi and software capabilities are highly complementary to Renesas. The combination creates a comprehensive, end-to-end embedded solutions for addressing the fast-growing markets for low-power connectivity in IoT, infrastructure, industrial and automotive applications.

In addition to expanding the solution offering, the Celeno Acquisition also increases Renesas’ engineering and design scale with Celeno’s design center in Israel and by welcoming R&D staff based in Israel, Ukraine, India, China, Taiwan and more. This further strengthens Renesas’ global engineering and software development talent base, allowing Renesas to bring more seamless and expanded services to customers around the globe.

4) Acquisition Method

For the purpose of the Celeno Acquisition, Renesas established a wholly-owned subsidiary (“Acquisition Subsidiary”) in Delaware, the United States of America which merged with Celeno in a reverse triangular merger. Celeno was the surviving company following the merger. The Company paid cash to Celeno's shareholders as consideration for the merger. The shares of the Acquisition Subsidiary owned by Renesas were converted into outstanding shares in Celeno, making Celeno a wholly-owned subsidiary of Renesas.

b. Consideration for the acquisition and its breakdown

(In millions of yen)

Consideration	Amount

Cash		28,037
Contingent consideration		4,681
Total	A	32,718

Expenses related to the acquisition were 508 million yen, which were recorded in “Selling, general and administrative expenses” for the year ended December 31, 2021.

c. Fair value of assets acquired, liabilities assumed and goodwill

(In millions of yen)

		Date of acquisition (December 20, 2021)
Current assets		
Cash and cash equivalents		267
Trade and other receivables (Note 2)		375
Inventories		3,024
Other		396
Total current assets		4,062
Non-current assets		
Property, plant and equipment		103
Intangible assets		844
Other		2
Total non-current assets		949
Total assets		5,011
Current liabilities		
Trade and other payables		2,715
Bonds and borrowings		2,185
Other		1,586
Total current liabilities		6,486
Non-current liabilities		
Total non-current liabilities		—
Total liabilities		6,486
Net assets	B	(1,475)
Goodwill (Note 3)	A-B	34,193

(Note) 1. As of December 31 the acquisition was accounted for using provisional amounts determined based on reasonable information currently available, and since the recognition and fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date have not been finalized, the purchase price allocation is still preliminary. Currently the valuation of property, plant and equipment and additional recognition of intangible assets, among other assets and liabilities, have not been completed, except for certain inventories for which the valuation was able to be completed. As a result, goodwill was provisionally recognized as the total amount of the excess of the consideration transferred over the net amount of the assets acquired and liabilities assumed. The identifiable intangible assets are tentatively recorded at the book value as carried by Celeno.

2. The total contract amount is the same as the fair value, and there are no receivables that are expected to be unrecoverable.

3. Goodwill reflects future excess earning power expected from synergies between the Company and Celeno. No amount of goodwill is expected to be deductible for tax purposes.

d. Payments for acquisition of subsidiaries

(In millions of yen)

Item	Amount
Consideration for acquisition in cash	28,037
Cash and cash equivalents held by the acquiree at the time of obtaining control	(267)
Amount of cash paid for the acquisition of subsidiaries (net amount)	27,770

The acquisition consideration may change due to price adjustments in response to changes in working capital.

e. Impact on revenue and profit as though the date of the acquisition had been as of the beginning of the fiscal year (unaudited information)
Assuming that the date of the acquisition of Celeno was at the beginning of the fiscal year, the pro forma information is not stated since the impact on the consolidated revenue and profit for the year ended December 31, 2021 would not be material.

f. Revenue and profit / loss of the acquired company
For the year ended December 31, 2021, the revenue and profit of Celeno from the acquisition date to the year of December 31, 2021 had no significant impact in the consolidated financial statements.

g. Contingent consideration
Contingent consideration includes $45 million which will be paid when certain conditions related to Celeno's future product development and mass production progress are met.
The fair value of the contingent consideration is calculated as the present value of the amount that may be paid to Celeno, with consideration of the probability of occurrence.
The level of the fair value hierarchy for the contingent consideration is level 3. Since the fluctuation after the acquisition date of the contingent consideration classified in Level 3 is negligible, the reconciliation table is not presented. Of the amount of change in fair value related to contingent consideration, the portion based on fluctuations in the time value of money is recorded in "financial expenses", and the portion based on fluctuations other than the time value of money is recorded in "other income" or "other expenses".

8. Cash and Cash Equivalents

The components of cash and cash equivalents are as described below. The balance of “Cash and cash equivalents” in the consolidated statement of financial position and the balance of “Cash and cash equivalents” in the consolidated statement of cash flows as of December 31, 2020 and December 31, 2021 are the same.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Cash and deposits	190,513	216,364
Short-term investments	29,273	5,560
Total	219,786	221,924

(Note) Cash and cash equivalents are classified as financial assets measured at amortized cost.

9. Trade and Other Receivables

The components of trade and other receivables are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Notes and trade receivables	77,686	136,810
Other receivables	4,751	3,737
Loss allowance	(119)	(69)
Total	82,318	140,478

(Note) Trade and other receivables are classified as financial assets measured at amortized cost.

10. Inventories

The components of inventories are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Merchandise and finished goods	26,411	38,420
Work in progress	58,138	90,186
Raw materials and supplies	5,212	9,319
Total	89,761	137,925

(Note) The amount of inventories recognized as expenses approximates “Cost of sales.” For write-downs of inventories previously recognized as an expense as a result of declining profitability, using the reversal method (figures in parentheses represent reversals) (2,116) million yen and (3,916) million yen were included in “Cost of sales” in the prior fiscal year and the current fiscal year, respectively.

11. Other Assets and Liabilities

The components of other current assets and other non-current assets are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Prepaid expenses	8,004	16,060
Consumption taxes receivable	1,708	1,766
Other	3,335	3,617
Total	13,047	21,443
Current assets	8,162	12,352
Non-current assets	4,885	9,091

The components of other current liabilities and other non-current liabilities are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Accrued expenses	46,138	57,177
Paid leave payables	9,391	11,280
Advances received	818	881
Other	7,015	13,913
Total	63,362	83,251
Current liabilities	58,873	77,235
Non-current liabilities	4,489	6,016

12. Property, Plant and Equipment

(1) Movement during the fiscal year

The changes in acquisition cost, accumulated depreciation and impairment losses, and the carrying amounts of property, plant and equipment are as follows.

A. Acquisition Cost

(In millions of yen)

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Right-of-use assets	Land	Construction in progress	Total
Balances as of January 1, 2020	216,772	677,031	132,445	22,768	23,850	12,878	1,085,744
Acquisition	190	1,732	2,265	5,593	—	16,366	26,146
Acquisition due to business combination	—	—	—	—	—	—	—
Sales or disposal	(703)	(5,756)	(8,258)	(7,619)	(205)	(92)	(22,633)
Transfer from construction in progress	748	10,990	4,963	—	—	(16,701)	—
Exchange differences	(1,014)	(3,539)	(4)	(114)	(156)	(61)	(4,888)
Other	(154)	(373)	(718)	188	4	(190)	(1,243)
Balances as of December 31, 2020	215,839	680,085	130,693	20,816	23,493	12,200	1,083,126
Acquisition	197	2,960	2,629	2,781	—	44,605	53,172
Acquisition due to business combination	987	2,983	2,908	3,856	—	140	10,874
Sales or disposal	(31,327)	(81,196)	(8,189)	(2,923)	(118)	(572)	(124,325)
Transfer from construction in progress	1,008	36,479	8,392	—	—	(45,879)	—
Exchange differences	3,047	15,363	3,157	1,316	297	171	23,351
Other	(62)	(476)	(528)	(169)	—	472	(763)
Balances as of December 31, 2021	189,689	656,198	139,062	25,677	23,672	11,137	1,045,435

B. Accumulated depreciation and impairment losses

(In millions of yen)

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Right-of-use assets	Land	Construction in progress	Total
Balances as of January 1, 2020	(153,996)	(580,702)	(107,919)	(9,026)	(1,465)	(57)	(853,165)
Depreciation	(5,224)	(41,683)	(13,368)	(4,974)	—	—	(65,249)
Impairment losses	(384)	(147)	(135)	(891)	—	(513)	(2,070)
Sales or disposal	623	5,674	8,173	6,693	114	—	21,277
Exchange differences	234	2,432	(95)	38	—	—	2,609
Other	26	233	640	(73)	—	—	826
Balances as of December 31, 2020	(158,721)	(614,193)	(112,704)	(8,233)	(1,351)	(570)	(895,772)
Depreciation	(4,982)	(38,285)	(11,222)	(4,255)	—	—	(58,744)
Impairment losses	(1)	(64)	(64)	(17)	—	—	(146)
Sales or disposal	28,804	80,878	8,137	2,477	26	570	120,892
Exchange differences	(1,340)	(12,256)	(2,577)	(492)	—	—	(16,665)
Other	90	(494)	965	168	—	—	729
Balances as of December 31, 2021	(136,150)	(584,414)	(117,465)	(10,352)	(1,325)	—	(849,706)

C. Carrying amount

(In millions of yen)

	Buildings and structures	Machinery, equipment and vehicles	Tools, furniture and fixtures	Right-of-use assets	Land	Construction in progress	Total
Balances as of January 1, 2020	62,776	96,329	24,526	13,742	22,385	12,821	232,579
Balances as of December 31, 2020	57,118	65,892	17,989	12,583	22,142	11,630	187,354
Balances as of December 31, 2021	53,539	71,784	21,597	15,325	22,347	11,137	195,729

(Note) 1. The amount of property, plant and equipment under construction is presented as construction in progress.
2. For property, plant and equipment on which a mortgage is placed as collateral for liabilities, see "Note 19. Bonds and Borrowings."
3. For commitments to the acquisition of property, plant and equipment, see "Note 36. Commitments and Contingencies."
4. Depreciation is included in "Cost of sales" and "Selling, general and administrative expenses" in the consolidated statement of profit or loss.
5. Impairment losses are included in "Other expenses" in the consolidated statement of profit or loss. For details on impairment losses, see "Note 15. Impairment of Non-financial Assets."
6. There are no borrowing costs included in the cost of property, plant and equipment.
7. For details on right-of-use assets, see "Note 14. Leases."

13. Goodwill and Intangible Assets

(1) Movement during the fiscal year

The changes in acquisition cost, accumulated amortization and impairment losses, and the carrying amounts of goodwill and intangible assets are as follows.

A. Acquisition cost

(In millions of yen)

	Goodwill	Intangible assets					
		Software	Capitalized development costs	Developed technology	Customer relationships	Other	Total
Balances as of January 1, 2020	625,030	77,990	8,301	355,058	102,575	110,386	654,310
Internally developed	—	1,122	1,840	—	—	—	2,962
Acquisitions	—	2,566	—	—	—	39,245	41,811
Acquisition due to business combination	—	—	—	—	—	—	—
Reclassification	—	—	—	11,049	—	(11,049)	—
Sales or disposal	—	(485)	(1,714)	(1)	—	(27,587)	(29,787)
Exchange differences	(34,571)	(42)	—	(18,993)	(5,090)	(1,083)	(25,208)
Other	—	66	—	—	—	(307)	(241)
Balances as of December 31, 2020	590,459	81,217	8,427	347,113	97,485	109,605	643,847
Internally developed	—	1,298	933	—	—	—	2,231
Acquisitions	—	1,632	—	—	—	6,024	7,656
Acquisition due to business combination	553,811	140	—	11,739	23,561	5,707	41,147
Reclassification	—	—	—	8,293	—	(8,293)	—
Sales or disposal	—	(4,605)	(2,230)	(51)	—	(23,027)	(29,913)
Exchange differences	90,330	527	—	36,485	10,333	5,635	52,980
Other	—	6	—	—	—	121	127
Balances as of December 31, 2021	1,234,600	80,215	7,130	403,579	131,379	95,772	718,075

B. Accumulated amortization and impairment losses

(In millions of yen)

	Goodwill	Intangible assets					
		Software	Capitalized development costs	Developed technology	Customer relationships	Other	Total
Balances as of January 1, 2020	—	(59,068)	(4,353)	(81,705)	(17,671)	(76,931)	(239,728)
Amortization	—	(6,626)	(1,736)	(46,494)	(6,578)	(14,022)	(75,456)
Impairment losses	—	—	—	—	—	—	—
Sales or disposal	—	463	1,714	1	—	27,586	29,764
Exchange differences	—	12	—	4,762	626	621	6,021
Other	—	1	—	—	—	315	316
Balances as of December 31, 2020	—	(65,218)	(4,375)	(123,436)	(23,623)	(62,431)	(279,083)
Amortization	—	(6,188)	(1,638)	(48,396)	(6,682)	(14,067)	(76,971)
Impairment losses	—	(17)	—	—	—	—	(17)
Sales or disposal	—	4,367	2,230	51	—	23,022	29,670
Exchange differences	—	(418)	—	(14,370)	(2,389)	(2,436)	(19,613)
Other	—	8	—	—	—	(100)	(92)
Balances as of December 31, 2021	—	(67,466)	(3,783)	(186,151)	(32,694)	(56,012)	(346,106)

C. Carrying amount

(In millions of yen)

	Goodwill	Intangible assets					
		Software	Capitalized development costs	Developed technology	Customer relationships	Other	Total
Balances as of January 1, 2020	625,030	18,922	3,948	273,353	84,904	33,455	414,582
Balances as of December 31, 2020	590,459	15,999	4,052	223,677	73,862	47,174	364,764
Balances as of December 31, 2021	1,234,600	12,749	3,347	217,428	98,685	39,760	371,969

(Note) 1. Of software in intangible assets, the carrying amount classified as internally generated assets was 856 million yen as of December 31, 2019 and 711 million yen as of December 31, 2020.
2. Construction in progress related to software is included in “Software” under intangible assets.
3. Intangible assets through installment purchase contracts (license fees) are included in “Other” under intangible assets.
4. There are no intangible assets with restrictions on ownership or intangible assets on which a mortgage is placed as collateral for liabilities.
5. For commitments related to the acquisition of intangible assets, see “Note 36. Commitments and Contingencies.”
6. Amortization of intangible assets is included in “Cost of sales” and “Selling, general and administrative expenses” in the consolidated statement of profit or loss.
7. Impairment losses are included in “Other expenses” in the consolidated statement of profit or loss. For details on impairment losses, see “Note 15. Impairment of Non-financial Assets.”

(2) Significant intangible assets

Major intangible assets are developed technology acquired in the business combination with former Intersil in February 2017, former IDT in March 2019 and Dialog in August 2021. The carrying amount of developed technology acquired in the business combination was223,677 million yen as of December 31, 2020 and 217,428 million yen as of December 31, 2021, and the remaining amortization period as of December 31, 2021 is 2 to 9 years. The carrying amount of customer relationships was 73,862 million yen as of December 31, 2020 and 98,685 million yen as of December 31, 2021, and the remaining amortization period as of December 31, 2021 is 9 to 11 years. The intangible assets acquired in the business combination of Dialog are preliminarily recorded at the book value of Dialog.

(3) Intangible assets not yet available for use

The carrying amount of intangible assets not yet available for use is included in “Other” and was 9,522 million yen as of December 31, 2020 and 4,509 million yen as of December 31, 2021 and represents in-process research and development. In-process research and development is reclassified as “Developed technology” and starts to be amortized when the development has been completed and the related technology has been put in operational use. The amount of reclassification was 11,049 million yen for the year ended December 31, 2020 and 8,293 million yen for the year ended December 31, 2021.

14. Leases

(1) Leases as lessee

A. Lease expenses, income and cash flows

Lease expenses, income and cash flows are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Depreciation charge for right-of-use assets by class of underlying asset		
Land	93	92
Buildings	2,861	2,766
Machinery, equipment and vehicles	1,892	1,268
Tools, furniture and fixtures	128	129
Total	4,974	4,255
Interest expense on lease liabilities	226	272
Expense relating to short-term leases	2,548	2,734
Expense relating to leases of low-value assets (excluding short-term leases)	437	349
Expense relating to variable lease payments which are not reflected in the measurement of lease liabilities	—	—
Income from subleasing right-of-use assets	—	—
Total cash outflows for leases	8,071	7,926
Gain (loss) from sale and leaseback transactions	—	—

B. Right-of-use assets which are included in the carrying amount of property, plant and equipment

The carrying amount and the increase/decrease in carrying amount of right-of-use assets which are included in the carrying amount of property, plant and equipment are as follows.

(In millions of yen)

	Balance as of December 31, 2020	Balance as of December 31, 2021
Land	175	118
Buildings	8,759	12,110
Machinery, equipment and vehicles	3,513	2,871
Tools, furniture and fixtures	136	226
Total	12,583	15,325

(Note) The increased amount of right-of-use assets for the fiscal year ended December 31, 2020 was 5,593 million yen.

C. Nature of the leasing activities

The Group leases land, building, machinery, equipment and vehicles.

The terms of lease contracts are negotiated individually and include a wide variety of the terms of contracts.

D. Options of extension and termination

The options of extension and termination are included in many lease contracts for buildings, machinery and equipment. The lease term for office buildings is mainly from 3 to 10 years and for machinery and equipment, its term is from 3 to 5 years. Some contracts include an option to extend the lease for a period of one year or the same lease years for the current lease contract after the termination date. In addition, some contracts include an option for early termination when the lessee notifies the lessor between six months to one year before the termination date.

These options will be utilized to maximize operational flexibility from the point of asset management used in the Group’s businesses.

15. Impairment of Non-financial Assets

The Group recorded impairment losses for the assets below. Impairment losses are included in “Other expenses” in the consolidated statement of profit or loss.

The components of assets for which the impairment losses are recorded are as follows.

The year ended December 31, 2020

(In millions of yen)

	Reportable segments		Total
	Automotive	Industrial/ Infrastructure/IoT	
Property, plant and equipment	1,275	795	2,070
Total	1,275	795	2,070

The year ended December 31, 2021

(In millions of yen)

	Reportable segments		Total
	Automotive	Industrial/ Infrastructure/IoT	
Property, plant and equipment	76	42	118
Intangible assets	8	9	17
Total	84	51	135

(Note) 1. Impairment losses recognized as for right-of-use assets are included in the impairment losses of property, plant and equipment. The amount included in the impairment losses of property, plant and equipment was 891 million yen for the year ended December 31, 2020 and 17 million yen for the year ended December 31, 2021.

2. The impairment losses (28 million yen) due to the fire which occurred in the current fiscal year are not included in the table above.

(1) Impairment losses

The Group assesses impairment at the grouping level of a smallest identifiable group that generates cash inflows that are largely independent, based on the categories used for business management. The Group assesses impairment by each individual asset for significant assets to be disposed of and idle assets.

For the year ended December 31, 2020

(Assets to be disposed of)

For the Automotive and Industrial/Infrastructure/IoT business, the Group performs impairment tests as independent cash-generating units for the assets that have been decided to be disposed and writes down the carrying amount of assets to their recoverable amount. As a result, the Group has recorded impairment losses of 168 million yen.

The recoverable amount is measured at the fair value after deducting disposal costs. The fair value after deducting disposal costs is set at zero for assets difficult to sell or the selling amount is estimated and the hierarchy level of the fair value is 3.

(Idle assets)

For the Automotive and Industrial/Infrastructure/IoT business, the Group performs impairment tests as independent cash-generation units, writes down the carrying amount of idle assets that are unlikely to be used to their recoverable amount, and recorded impairment losses of 1,902 million yen.

The recoverable amount is measured at the fair value after deducting disposal costs. The fair value after deducting disposal costs is set at zero because it is difficult to sell these assets, and the hierarchy level of the fair value is 3.

For The year ended December 31, 2021

(Assets to be disposed of)

For the Automotive and Industrial/Infrastructure/IoT business, the Group performs impairment tests as independent cash-generating units for the assets that have been decided to be disposed and writes down the carrying amount of assets to their recoverable amount. As a result, the Group has recorded impairment losses of 82 million yen.

The recoverable amount is measured at the fair value after deducting disposal costs. The fair value after deducting disposal costs is set at zero for assets difficult to sell or the selling amount is estimated and the hierarchy level of the fair value is 3.

(Idle assets)

For the Automotive and Industrial/Infrastructure/IoT business, the Group performs impairment tests as independent cash-generation units, writes down the carrying amount of idle assets that are unlikely to be used to their recoverable amount, and recorded impairment losses of 53 million yen.

The recoverable amount is measured at the fair value after deducting disposal costs. The fair value after deducting disposal costs is set at zero because it is difficult to sell these assets, and the hierarchy level of the fair value is 3.

(2) Impairment test of goodwill and intangible assets not yet available for use

The Group performs impairment tests for cash-generating units to which goodwill and intangible assets not yet available for use are allocated at a certain time each fiscal year and whenever there is any indication of impairment.

Goodwill recorded in the consolidated statement of financial position was recognized when the Company merged with former Intersil for the fiscal year ended December 31, 2017 and former IDT for the fiscal year ended December 31, 2019 and it is allocated to the cash-generating units of the Group expected to provide future excess earning power arising from synergies of these business combinations.

In the impairment test, goodwill and intangible assets not yet available for use that were allocated to the cash-generating units of the Group are as follows.

(In millions of yen)

	Reportable segments	Cash-generating units	As of December 31, 2020	As of December 31, 2021
Goodwill	Automotive	Automotive	231,401	257,157
	Industrial/ Infrastructure/IoT	Industrial/ Infrastructure/IoT	359,058	399,022
In-process research and development	Automotive	Automotive	2,070	2,300
	Industrial/ Infrastructure/IoT	Industrial/ Infrastructure/IoT	7,452	230

(Note) In the current fiscal year, goodwill (578,421 million yen) and intangible assets not yet available for use (1,979 million yen) recognized in connection with the acquisitions of Dialog and Celeno were not included in the table above since the recognition and fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date have not been finalized. For details, please refer to “Note 7. Business Combinations.”

The recoverable amount of the cash-generating units is measured at the value in use. The value in use is calculated by discounting the cash flows, which is estimated based on the five-year business plan approved by management and the estimated permanent growth rate for the period thereafter, to the present value using the pre-tax discount rate. Significant assumptions which have an impact to the calculation of the value in use include gross margin in the business plan, permanent growth rate, discount rate and others. These assumptions are determined in the consideration of past experiences and external information.

Additionally, the Group includes the estimated impact of COVID-19 to estimates and assumptions which are based on information available and management believes to be reasonable at the moment.

For cash flows in a period beyond the target period of the future business plan approved by management, the value in use is calculated using the permanent growth rate as 1.7% the current fiscal year (2.0% in the prior fiscal year). The approved permanent growth rate is determined based on the estimated inflation rate of the market to which the cash-generating units belong.

The discount rates are the weighted average capital cost before tax. The discount rates used for the calculation of the value in use are 10.1% in the Automotive Business in the current fiscal year (11.7% in the prior fiscal year) and 10.8% in the Industrial/Infrastructure/IoT Business in the current fiscal year (11.2% in the prior fiscal year).

Because the recoverable amount of cash-generating units sufficiently exceeds the carrying amount in the current fiscal year, management believes that it is unlikely that the recoverable amount of the cash-generating units will be lower than the carrying amount even if the major assumptions (Gross margin/ Permanent growth rate/ Discount rate before tax) used in the impairment test are changed in a reasonable range.

The following table shows the range of reasonably expected fluctuation of the major assumptions (Gross margin/ Permanent growth rate/ Discount rate before tax) used in the impairment test.

Major assumptions	Cash-generating units	Prior fiscal year	Current fiscal year
Gross margin	Automotive	35~45%	35~45%
	Industrial/ Infrastructure/IoT	50~60%	50~60%
Permanent growth rate	Automotive Industrial/ Infrastructure/IoT	1.5~2.5%	1.2~2.2%
Discount rate before tax	Automotive	10.7~12.7%	8.1~12.1%
	Industrial/ Infrastructure/IoT	10.2~12.2%	9.8~11.8%

The Group recognized no impairment losses during the current year and the prior year since the value in use of the cash generating units exceeded the carrying amount as a result of the impairment test.

16. Other Financial Assets

(1) Components of other financial assets

The components of other financial assets are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Stocks (Note 1)	4,740	8,849
Investment trust (Note 2)	4,160	5,475
Long-term accounts receivable (Note 3)	8,350	18,794
Other (Note 4)	1,456	2,252
Total	18,706	35,370
Current assets	605	737
Non-current assets	18,101	34,633

(Note) 1. Stocks are classified either as equity instruments measured at fair value through other comprehensive income or financial assets measured at fair value through profit or loss (see “Note 33. Financial Instruments”).
2. Investment trust is classified as financial assets measured at fair value through profit or loss.
3. “Long-term accounts receivable” mainly includes financial assets measured at amortized cost which are recorded in accordance with the ship and debit programs. For details on the ship and debit programs, please refer to “Note 33. Financial Instruments.”
4. Term deposits with a deposit term of more than three months and security deposits are included in “Other.” These assets are classified as financial assets measured at amortized cost.

(2) Equity instruments measured at fair value through other comprehensive income

Name of major equity instruments and their fair value, etc. measured at fair value through other comprehensive income are as follows.

(In millions of yen)

Company name	As of December 31, 2020	As of December 31, 2021
LeddarTech Inc.	1,035	1,150

(3) Derecognized equity instruments measured at fair value through other comprehensive income

The fair value and cumulative losses (before tax) as of the date of derecognition of equity instruments measured at fair value through other comprehensive income that were derecognized during the period are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Fair value	—	—
Cumulative losses	(429)	—

(Note) When equity instruments measured at fair value through other comprehensive income are derecognized, cumulative losses (after tax) previously recognized in other comprehensive income are reclassified to retained earnings. Such amount reclassified to retained earnings was 330 million yen in the prior fiscal year.

17. Income Taxes

(1) Components of and changes in deferred tax assets and deferred tax liabilities

The components of and changes in deferred tax assets and deferred tax liabilities by major causes of their occurrence are as follows.

(The year ended December 31, 2020)

(In millions of yen)

	As of January 1, 2020	Recognized in profit or loss	Recognized in other comprehensive income	Business combination	As of December 31, 2020
Deferred tax assets					
Inventories	5,825	(494)	—	—	5,331
Property, plant and equipment and other	5,448	1,476	—	—	6,924
Research and development expense	1,415	(692)	—	—	723
Accrued expenses	10,884	619	—	—	11,503
Retirement benefit liability	6,505	(1,540)	162	—	5,127
Carryforward of unused tax losses	29,950	(14,359)	—	—	15,591
Carryforward of unused tax credits	5,098	4,004	—	—	9,102
Other	12,189	2,066	—	—	14,255
Subtotal	77,314	(8,920)	162	—	68,556
Deferred tax liabilities					
Intangible assets and other	(64,857)	9,910	—	—	(54,947)
Tax on undistributed earnings	(5,987)	(163)	—	—	(6,150)
Total income from specified foreign subsidiaries, etc.	(912)	(201)	—	—	(1,113)
Other	(2,765)	(1,760)	99	—	(4,426)
Subtotal	(74,521)	7,786	99	—	(66,636)
Net deferred tax assets (liabilities)	2,793	(1,134)	261	—	1,920

(The year ended December 31, 2021)

(In millions of yen)

	As of January 1, 2021	Recognized in profit or loss	Recognized in other comprehensive income	Business combination	As of December 31, 2021
Deferred tax assets					
Inventories	5,331	(1,104)	—	—	4,227
Property, plant and equipment and other	6,924	407	—	—	7,331
Research and development expense	723	1,506	—	—	2,229
Accrued expenses	11,503	3,670	—	—	15,173
Retirement benefit liability	5,127	(660)	452	—	4,919
Carryforward of unused tax losses	15,591	(381)	—	4,336	19,546
Carryforward of unused tax credits	9,102	(2,108)	—	1,996	8,990
Other	14,255	161	—	681	15,097
Subtotal	68,556	1,491	452	7,013	77,512
Deferred tax liabilities					
Intangible assets and other	(54,947)	4,881	—	(6,887)	(56,953)
Tax on undistributed earnings	(6,150)	(2,526)	—	—	(8,676)
Total income from specified foreign subsidiaries, etc.	(1,113)	(346)	—	—	(1,459)
Other	(4,426)	3,171	285	(3,269)	(4,239)
Subtotal	(66,636)	5,180	285	(10,156)	(71,327)
Net deferred tax assets (liabilities)	1,920	6,671	737	(3,143)	6,185

(Note) The Group considers the possibility that a portion of, or all of, the deductible temporary differences or carryforward of unused tax losses can be utilized against future taxable profits in the recognition of deferred tax assets.
Deferred tax liabilities related to intangible assets and other include those that are related to an uncertain tax position at an overseas subsidiary and calculated using the expected value method.
The Group reflects the impact of COVID-19 to estimates and assumptions to a reasonable extent based on available information. The Group reflects the impact in estimating collectability of deferred tax assets.
The differences between total amount recognized in profit or loss and total amount of the deferred tax expenses are due to changes in foreign exchange rate.

(2) Deductible temporary differences, etc. for which no deferred tax assets are recognized

The amounts of deductible temporary differences, carryforward of unused tax losses and carryforward of unused tax credits for which no deferred tax assets are recognized are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Deductible temporary differences	—	2,639
Carryforward of unused tax losses	210,142	25,076
Carryforward of unused tax credits	16,178	18,154
Total	226,320	45,869

(Note) Deductible temporary differences and carryforward of unused tax losses are measured on an income basis, and carryforward of unused tax credits is measured on a tax amount basis.

The expiration schedule of the carryforward of unused tax losses for which no deferred tax assets are recognized is as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
First year	197,441	—
Second year	7,531	—
Third year	—	—
Fourth year	—	—
Fifth year or thereafter	5,170	25,076
Total	210,142	25,076

The expiration schedule of the carryforward of unused tax credits for which no deferred tax assets are recognized is as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
First year	—	—
Second year	—	—
Third year	—	—
Fourth year	—	—
Fifth year or thereafter	16,178	18,154
Total	16,178	18,154

The Group adopts the consolidated taxation system in Japan. The above figures do not include the amount of the carryforward of unused tax losses for which no deferred tax asset is recognized for local taxes (residential tax and business tax) that are not subject to the consolidated taxation system in Japan. The amount of the carryforward of unused tax losses for local taxes (residential tax and business tax) was 11,755 million yen for residential tax and 265,151 million yen for business tax in the prior fiscal year (as of December 31, 2020) and 17,185 million yen for residential tax and 97,101 million yen for business tax in the current fiscal year (as of December 31, 2021).

(3) Components of income tax expense

The components of income tax expense are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Current tax expense		
Current tax expense	14,493	34,228
Tax expense from previous periods	1,835	1,177
Total current tax expense	16,328	35,405

Deferred tax expense		
Origination and reversal of temporary differences	3,385	3,706
Effects from tax regulation changes	(5)	(62)
Revaluation of deferred tax assets	294	(13,821)
Other	(512)	(177)
Total deferred tax expense	3,162	(10,354)
Total income tax expense	19,490	25,051

(Note) 1. Current tax expense includes the amount of previously unrecognized tax loss, tax credits or temporary differences of a prior period, and decreases by 6,008 million yen and 16,226 million yen in the prior fiscal year and the current fiscal year, respectively.

2. Current deferred tax expense decreases by 2,369 million yen in the current fiscal year includes the amount of previously unrecognized tax loss, tax credits or temporary differences of a prior period. Current deferred tax expense in the prior fiscal year does not include the amount of previously unrecognized tax loss, tax credits or temporary differences of a prior period.

3. Current deferred tax expense includes the amount of previously unrecognized tax loss, tax credits or temporary differences of a prior period and increases by 4,900 million yen in the prior fiscal year and decreases by 2,369 million yen in the current fiscal year.

(4) Reconciliation of the statutory effective tax rate and the average effective tax rate

The reconciliation of the statutory effective tax rate and the average effective tax rate is as follows.

(%)

	The year ended December 31, 2020	The year ended December 31, 2021
Statutory effective tax rate (Note)	31.5	31.5
Changes in unrecognized deferred tax assets	(1.4)	(10.7)
Permanent differences	1.2	(1.9)
Foreign tax rate differences	2.0	(1.9)
Tax credits	(6.8)	(3.7)
Tax on undistributed earnings	0.2	1.7
Other	3.1	1.6
Average effective tax rate	29.8	16.4

(Note) The applicable statutory effective tax rate is the sum of 24.4% for national taxes and 7.1% for local taxes. Major taxes imposed on the Company and its subsidiaries in Japan are income tax, residential tax and business tax. The applicable statutory effective tax rate in Japan is 31.5% in the prior fiscal year and current fiscal year. Income taxes for overseas subsidiaries are calculated based on local tax rates applicable in their jurisdictions.

18. Trade and Other Payables

The components of trade and other payables are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Trade payables	67,008	104,775
Other payables	47,433	59,262
Electronically recorded obligations	7,852	14,808
Refund liabilities	17,119	40,585
Total	139,412	219,430
Current liabilities	114,235	204,330
Non-current liabilities	25,177	15,100

(Note) Trade and other payables are classified as financial liabilities measured at amortized cost.

19. Bonds and Borrowings

(1) The components of bonds are as follows.

(In millions of yen)

	Issuance date	Maturity date	Interest rate	As of December 31, 2020	As of December 31, 2021
USD-denominated Senior Notes due 2024 (Green Bonds) (Note 3)	November 26, 2021	November 26, 2024	1.543%	—	57,170
USD-denominated Senior Notes due 2026 (Note3)	November 26, 2021	November 25, 2026	2.170%	—	97,189
Others (Note4)				11	13
Total				11	154,372
Reclassification to bond issuance costs				—	179
Current liabilities				11	13
Non-current liabilities				—	154,538

(Note) 1. Bonds are classified as financial liabilities measured at amortized cost.
2. For the balance of bonds by maturity, see “Note 33. Financial Instruments.”
3. On November 19, 2021, the Company has decided to issue senior notes denominated in USD in multiple tranches (One of the tranches of the notes will be green bonds, proceeds from which will be used solely for projects that are expected to contribute to the global environment).The Company issued USD-denominated Senior Notes due 2024 (Green Bonds, Principal amount: USD 500million, Interest rate: 1.543%, Maturity Date: November 26, 2024) and USD-denominated Senior Notes due 2026 (Principal amount: USD 850million, Interest rate: 2.170%, Maturity Date: November 25, 2026) on November 26, 2021, raising a total of USD 1,350 million.
To reduce the risk of foreign exchanges in the USD-denominated Senior Notes, the Group uses currency swaps. The currency swap is designated as a hedge. For details on hedge accounting, see “Note 33. Financial Instruments.”
4. Convertible bonds that former IDT issued in 2015 were substantially repaid in 2019.

(2) The components of borrowings are as follows.

(In millions of yen)

	Maturity	Average interest rate	As of December 31, 2020	As of December 31, 2021
Syndicated loan A (Note 4)	From Mar.2019 to Mar.2024	0.807%	302,803	44,632
Syndicated loan B (Note 4)	From Mar.2019 to Mar.2024	0.807%	232,150	232,150
Syndicated loan C (Note 4)	From Jun.2019 to Jun.2024	0.807%	148,850	144,260
Loan contract on December 23, 2021 (Note 5)	From Dec.2021 to Dec.2026	0.807%	—	96,000
JBIC loan contract on December 23, 2021 (Note 5)	From Dec.2021 to Dec.2026	0.250%	—	144,000
Others (Note 6)			—	1,095
Total			683,803	662,137
Less: Arrangement fee			(4,070)	(2,600)
Current liabilities			93,170	121,092
Non-current liabilities			586,563	538,445

(Note) 1. Borrowings are classified as financial liabilities measured at amortized cost.
2. For the balance of borrowings by maturity, see “Note 33. Financial Instruments.”
3. Our borrowings have financial covenants that require us to maintain a certain level of net assets, operating profit / loss, and profit / loss, and the ratio of interest-bearing debt to EBITDA should not exceed a certain level. We comply with the financial covenants.
4. In order to refinance the existing borrowings to finance partial funds necessary for the acquisition of former IDT

and working capital as the medium-and-long term funds, the Company has entered into a syndicated loan agreement with the total amount of 897,000 million yen on January 15, 2019. During the year ended December 31, 2019, 698,000 million yen of term loan with availability period (Syndicated loan A and B, Implementation date: March 28, 2019, Repayment date: March 28, 2024, participating financial institutions: MUFG Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited and other 5 financial institutions) has been executed. In addition, During the year ended December 31, 2019, borrowings of 149,000 million yen of term loan (Syndicated loan C, Implementation date: June 28, 2019, Repayment date: June 28, 2024, participating financial institutions: MUFG Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited) have been conducted to refinance the existing term loan.

On November 10, 2021, the Company made the following changes on this loan contract. (1) Setting the installment repayment date of Syndicated Loan B, (2) Early payment of Syndicated Loan A upon the issuance of US Dollar-Denominated Senior Notes, and (3) Cancellation of guaranteed contract and stock collateral for Syndicated Loans A and B.

5. To raise a portion of the funds for the Dialog acquisition, the Company entered into a loan agreement (Facilities Agreement) with MUFG Bank, Ltd. and Mizuho Bank, Ltd. with a borrowing limit of 735,400 million yen on February 8, 2021.
   The Company also has entered into an amendment agreement (the “Amendment Agreement”) with MUFG Bank, Ltd. and Mizuho Bank, Ltd. to partially amend the Facilities Agreement on June 30, 2021. Both net proceeds from the fundraising through the issuance of new shares in June 2021, and Renesas’ cash on hand are appropriated for the funds of the Dialog acquisition. Among the loan facilities, the amount has been amended in the Amendment Agreement. The borrowing limit has been reduced for part of the loan agreement as the planned currency hedge has been completed. Following the Amendment, the borrowing limit has changed from the initial amount of 735,400 million yen to 665,400 million yen.
   On August 31, 2021, the Company had borrowed 270,000 million yen from MUFG Bank, Ltd. and Mizuho Bank, Ltd. under the Amended Agreement with the last repayment date of February 7, 2022, and interest rate of 0.835%. With the purpose of refinancing 240,000 million yen of the above loans (after the repayment of 30,000 million yen) to mid- to long-term funds, on December 23, 2021, the Company has entered into the syndicate loan agreement (Loan amount: 96,000 million yen, Execution date of agreement: December 23, 2021, Borrowing date: December 30, 2021, Repayment date: End of December, 2026, Participating financial institutions: MUFG Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited., Resona Bank, Limited., Aozora Bank, Ltd., Shinkin Central Bank, The Norinchukin Bank, Bank of America NA Tokyo Branch) and a JBIC loan agreement (Loan amount: 144,000 million yen, Execution date of agreement: December 23, 2021, Borrowing date: December 30, 2021, Repayment date: End of December, 2026, Participating financial institutions: Japan Bank of International Cooperation). On December 30, 2021, the Company borrowed a total of 240,000 million yen under these agreements and fully repaid the remaining amount of the loans dated August 31, 2021.
6. Others mainly include short-term borrowings of overseas subsidiaries.

(3) Assets pledged as collateral and corresponding liabilities as of each fiscal year end are as follows.

A. Assets pledged as collateral

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Buildings and structures	35,480	31,190
Machinery, equipment and vehicles	33,708	36,691
Land	16,720	16,628
Total	85,908	84,509

(Note) Other than the above, stock of subsidiary (1,148,461 million yen for December 31, 2020 and 638,826 million yen for December 31, 2021) which are eliminated on the Consolidated Statement of Financial Position, are collateralized.

B. Liabilities corresponding to assets pledged as collateral

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Current portion of long-term borrowings	93,170	120,014
Long-term borrowings (Excluding current portion)	586,563	538,441
Total	679,733	658,455

20. Other Financial Liabilities

The components of other financial liabilities are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Derivative liabilities (Note 1)	—	1,550
Lease liabilities	13,977	16,810
Contingent consideration (Note 1, 2)	—	4,681
Other	300	—
Total	14,277	23,041
Current liabilities	4,036	11,505
Non-current liabilities	10,241	11,536

(Note) 1. Derivative liabilities are classified as financial liabilities measured at fair value through profit or loss. For details, please refer to "Note 33. Financial Instruments."

2. For details, please refer to "Note 7. Business Combinations."

21. Provisions

The components of provisions and their changes are as follows.

(In millions of yen)

	Asset retirement obligations	Provision for business restructuring	Provision for loss on litigation	Other provisions	Total
Balances as of December 31, 2020	2,926	3,381	2,864	245	9,416
Current liabilities	21	3,253	2,864	245	6,383
Non-current liabilities	2,905	128	—	—	3,033
Increase during the period	39	3,102	4,720	1,101	8,962
Acquisition due to business combination	381	672	—	202	1,255
Decrease during the period (payment)	(79)	(2,971)	(946)	(146)	(4,142)
Decrease during the period (reversal)	(57)	(730)	(11)	(102)	(900)
Period interest expense in discount calculation	18	—	—	—	18
Other	24	(25)	329	43	371
Balances as of December 31, 2021	3,252	3,429	6,956	1,343	14,980
Current liabilities	95	3,297	6,956	837	11,185
Non-current liabilities	3,157	132	—	506	3,795

A. Asset retirement obligations

The expected amount related to performing obligations necessary to restore assets to their original state under the real estate lease agreements of offices and plants used by the Group and legal obligations to remove hazardous substances related to non-current assets is recorded as a provision. The amount of asset retirement obligations was computed using an estimated useful life of 3 to 47 years as well as a discount rate of 0.1% to 10.5%, although the timing of payments will be affected by future business plans, and other factors.

B. Provision for business restructuring

Provision for business restructuring is recorded for expected future losses in connection with business structure reform and consolidation. The timing of payments will be affected by future business plans, and other factors.

C. Provision for loss on litigation

The Group records the estimated amount of reasonably calculated losses, considering individual risks, for losses on litigation which could be incurred in the future from lawsuits and disputed cases. For details, please refer to “Note 36. Commitments and Contingent Liabilities, (4) Others.”

D. Other provisions

Other provisions include a provision for product warranties and a provision for an onerous contract.

22. Employee Benefits

The Group adopts post-employment benefit plans such as a defined benefit plan and a defined contribution plan, except for some overseas consolidated subsidiaries.

(1) Defined benefit plans

A. Characteristics of defined benefit plans and related risks

The characteristics of defined benefit plans and related risks are as follows.

(a) Characteristics of defined benefit plans

The defined benefit plans of the Company and its subsidiaries in the Group include (i) a severance indemnity plan and (ii) a defined benefit corporate pension plan. The Group may also provide extra retirement payments upon the retirement of employees.

(i) The severance indemnity plan is an unfunded plan to make a lump-sum payment only with an internal reserve without making an external reserve for the obligations of the retirement benefit plans. As the lump-sum payment is paid in an amount based on salaries and number of service years in accordance with the retirement allowance regulations including the rules of employment of each company.

(ii) The defined benefit corporate pension plan is a defined benefit pension and a funded plan established under the Defined Benefit Corporate Pension Act (enforced in April 2002). It is a fund-type corporate pension, and a lump-sum payment or an annuity is paid from the fund based on salaries and number of service years. In the defined benefit corporate pension plan, administrators of the corporate pension, such as the executive directors of the employer and the fund, abide by laws, regulations and asset management and investment contracts, etc., and their standards of practice such as the prohibition of acts involving conflicts of interest against the participants in the plan have been clearly defined.

In the defined benefit corporate pension plan, the amount of benefits is calculated based on the cumulative number of points granted to employees according to their job classification. The Company and its subsidiaries in Japan adopt a cash balance pension plan for the defined benefit corporate pension plan. Some of the Company's overseas subsidiaries adopt externally funded pension plans such as trust funds for the defined benefit corporate pension plan. Under those pension plans, each participant has an account in which a certain amount calculated by the revaluation rate that is determined based on the current base salary, the job classification and the market interest rate is accumulated.

(b) Risks to which an entity is exposed by the plan.

The Group is exposed to actuarial risks such as price fluctuation risk by plan assets and interest rate risk by present value of obligations of the defined benefit plans.

B. Amounts recognized in the consolidated statement of financial position

The amounts recognized in the consolidated statement of financial position are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Present value of obligations of the funded defined benefit plans (with plan assets)	124,029	120,091
Fair value of plan assets	(145,862)	(152,382)
Funded status	(21,833)	(32,291)
Impact of asset ceiling	22,767	32,929
Present value of obligations of the unfunded defined benefit plans (without plan assets)	29,078	27,288
Net amount of liabilities (assets) pertaining to defined benefits recognized in the consolidated statement of financial position	30,012	27,926
Retirement benefit liability	30,012	27,926
Retirement benefit asset	—	—

As of December 31, 2020, the present value of obligations of the funded defined benefit plans (with and without plan assets) was 124,135 million yen for domestic plans and 28,972 million yen for overseas plans. And the fair value of plan assets was (125,769) million yen for domestic plans and (20,093) million yen for overseas plans.

As of December 31, 2021, the present value of obligations of the funded defined benefit plans (with and without plan assets) was 116,990 million yen for domestic plans and 30,389 million yen for overseas plans. And the fair value of plan assets was (129,925) million yen for domestic plans and (22,457) million yen for overseas plans.

C. Changes in the present value of defined benefit obligation

The changes in the present value of defined benefit obligation are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Present value of defined benefit obligation (beginning)	156,196	153,107
Service cost	2,572	2,360
Interest expenses	969	1,000
Benefits paid	(5,981)	(10,088)
Remeasurements of defined benefit plans		
(i) Actuarial differences arising from changes in demographic assumptions	82	(670)
(ii) Actuarial differences arising from changes in financial assumptions	204	(535)
(iii) Revisions to other results	(1,269)	(908)
Effects of business combination and disposal	—	525
Exchange differences	(132)	2,411
Other	466	177
Present value of defined benefit obligation (ending)	153,107	147,379

The weighted average duration of the defined benefit obligation in each fiscal year is as follows.

	The year ended December 31, 2020	The year ended December 31, 2021
Weighted average duration	12.7 years	12.0 years

D. Changes in the fair value of plan assets

Changes in the fair value of plan assets are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Fair value of plan assets (beginning)	144,613	145,862
Interest income	950	1,016
Remeasurement – Return on plan assets	3,319	8,453
Contributions by employer (Note 1)	2,258	2,323
Benefits paid	(4,710)	(7,805)
Effects of business combination and disposal	—	434
Exchange differences	(547)	2,194
Other	(21)	(95)
Fair value of plan assets (ending)	145,862	152,382

(Note) 1. Contributions to the defined benefit plans in the Group are made in consideration of factors such as the financial position of the Group, the funding situation of plan assets and actuarial factors based on laws and regulations. In the fiscal year ending December 31, 2022, 2,068 million yen is planned to be contributed to the defined benefit pension plans.

2. The purpose of the investment of plan assets of the Group is to secure necessary revenue in the long term within the acceptable range of risks in order to provide benefits to beneficiaries reliably in the future. The target rate of return aims to exceed the assumed interest rate required for the financial position of the pension scheme on a stable basis for the long term. The Group has set a “policy asset mix” to achieve the investment target and attempts to make an investment to maintain the asset mix based on the policy asset mix. The asset mix is reviewed as necessary and tailored to changes in the situation of the Group and the institution and the environment surrounding the Group.

3. Some consolidated subsidiaries participate in a multi-employer defined benefit pension plan.

E. Changes in the impact of the asset ceiling

The changes in the impact of the asset ceiling are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Impact of asset ceiling (beginning)	17,989	22,767
Interest income	149	131
Remeasurement – Changes in the impact of the asset ceiling	4,725	10,042
Exchange differences	(169)	161
Other	73	(172)
Impact of the asset ceiling (ending)	22,767	32,929

(Note) The Group sets the asset ceiling and calculates liabilities in some of its pension plans because economic benefits could not be enjoyed as a result of contributions that will not be reduced or returned in the future.

F. Components of fair value of plan assets by type

The components of the fair value of plan assets by type are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Equity instruments		
Domestic equity securities	18,391	11,750
Foreign equity securities	21,355	25,787
Debt instruments		
Domestic bonds	12,703	12,743
Foreign bonds	26,683	28,368
General accounts of life insurance company	34,280	35,714
Cash and cash equivalents	1,889	5,650
Other	30,561	32,370
Total	145,862	152,382

(Note) Most of plan assets are operated through commingled funds and classified as those with no public market price in active markets. These commingled funds are appropriately diversified into stocks and debts that generally listed in active market based on corporate pension fund code. “General accounts of life insurance company” are the accounts that the life insurance company jointly manages the funds with several contracts and includes a guaranteed interest rate and return of capital. The major components of "Other" represent alternative instruments that are invested using long/short positions and securitized products.

G. Major actuarial assumptions

Major actuarial assumptions (weighted average) are as follows.

	As of December 31, 2020	As of December 31, 2021
Discount rate	0.7%	0.7%

H. Sensitivity analysis

In the calculation of the defined benefit obligation in the sensitivity analysis, the same method as the calculation method for the defined benefit obligation recognized in the consolidated statement of financial position is used.

The sensitivity analysis is made based on changes in assumptions that can be reasonably presumed at the end of the reporting period. In addition, although the sensitivity analysis assumes that all actuarial assumptions other than those that are subject to the sensitivity analysis remain constant, changes in those other actuarial assumptions could have an impact in reality.

The impact of a 0.5% change in actuarial assumptions on the defined benefit obligation is as follows.

(In millions of yen)

		As of December 31, 2020	As of December 31, 2021
Discount rate	0.5% increase	(9,028)	(7,323)
	0.5% decrease	8,348	7,955

(2) Defined contribution plans

The Group has adopted defined contribution pension plans. The amount recognized as an expense in relation to the defined contribution plans, including employee pension premiums paid by the employer under the Employees' Pension Insurance Act, is as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Contributions	8,328	8,795

(Note) This amount is included in "Cost of sales" and "Selling, general and administrative expenses" in the consolidated statement of profit or loss.

(3) Employee benefit expenses

The components of the employee benefit expenses are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Personnel expenses	156,486	185,953
Retirement benefit expenses	11,068	11,270
Extra retirement payments etc.	1,873	1,262
Other	1,906	2,409
Total	171,333	200,894

(Note) This amount is included in "Cost of sales", "Selling, general and administrative expenses" and "Other expenses" in the consolidated statement of profit or loss.

23. Equity and Other Equity Items

(1) Share capital and treasury shares

Ordinary shares

	Total number of authorized shares (shares)	Total number of issued shares (shares)	Treasury shares (shares)
As of December 31, 2020	3,400,000,000	1,731,898,990	2,581
Changes (Note 2)	—	211,906,785	—
As of December 31, 2021	3,400,000,000	1,943,805,775	2,581

(Note) 1. All the shares issued by the Company are non-par value ordinary shares with no restrictions on rights.

2. Based on the resolution at the Board of Directors' meeting held on May 28, 2021, the Company issued 192,252,800 shares through a public offering with the payment due date on June 15, 2021 and 2,067,600 shares of common stock through a third-party allotment with the payment due date of June 28, 2021. As a consequence, share capital increased by 111,899 million yen and capital surplus increased by 111,092 million yen.

3. Changes except the issuance of new shares are due to the exercise of stock options and the vesting of Restricted Stock Unit (RSU). For details on stock options and RSU, see "Note 32. Share-based Payments."

4. Total number of issued shares has been already paid-up.

(2) Surplus

A. Capital surplus

The Companies Act of Japan stipulates that one half or more of the paid-in amount from the issue of shares shall be accounted for as share capital, and the remainder shall be accounted for as capital reserve included in capital surplus. Under the Companies Act, the amount of such capital reserve may be transferred to shared capital by the resolution of a shareholders meeting.

B. Retained earnings

The Companies Act of Japan stipulates that one tenth of the amount of the distributions of surplus shall be accumulated as capital reserve or legal reserve until the sum of the capital reserve and legal reserve reaches one fourth of the share capital. The accumulated retained earnings reserve may be appropriated to cover a loss. The Companies Act also states that the retained earnings reserve may be used by the resolution of a shareholders meeting.

24. Revenue

(1) Disaggregation of revenue

Disaggregation of revenue recognized from contracts with customers are stated in "Note 6. Business Segments, (2) Information on reportable segments and (4) Information on regions and countries." Also, all of the revenue arises from contracts with customers.

The Group engages in research, design, development, manufacturing, sales and services related to various kinds of semiconductors as a manufacturer specializing in semiconductors, and the revenue is mainly due to sales of semiconductor products.

Regarding the sales of these products, the Group recognizes revenue when the customer obtains control over the product which is at the time of delivery of a product because legal title of the product, physical possession of the asset, the significant risks and rewards of ownership are transferred to the customer, and the customer has an obligation to pay for the products at the time of delivery of the product.

Revenue is measured at the amount of promised consideration in contracts with customers.

With regard to sales contract including variable consideration such as rebate and discounts, the transaction price is estimated and determined using the most-likely-amount method based largely on historical data, considering variable prices within a range that will not result in significant deviation between estimate and historical data.

Consideration under sales contracts is recovered mainly within one year from satisfaction of a performance obligation and includes no significant financing components.

(2) Accounts arising from contracts

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Contract assets	—	695
Contract liabilities	297	351

(Note) 1. Contract assets are company's rights to the consideration received in exchange for goods or services transferred to the customer by the company, on condition of something other than the passage of time (for example, future performance of the company). Contract assets are transferred to receivables when the right to consideration becomes unconditional. Contract assets are included in trade and other receivables in the consolidated statement of financial position.

2. Contract liabilities relate to the payment received in advance of performance under the contract. The contract liabilities are reclassified to revenue when the Group satisfies a performance obligation based on the contract. Contract liabilities are included in other current liabilities in the consolidated statement of financial position.

3. The amounts of revenues recognized during the prior fiscal year and the current fiscal year from the performance obligations satisfied in the past periods were immaterial.

4. Of the revenues recognized in the prior fiscal year, 244 million yen was included in the balance of contract liabilities as of January 1, 2020. In addition, of the revenues recognized in the current fiscal year, 168 million yen was included in the balance of contract liabilities as of January 1, 2021.

(3) Transaction price allocated to the remaining performance obligation

The Group uses the practical expedient of omitting the disclosure of information on the remaining performance obligations because it has no significant transactions with individual expected contractual terms exceeding one year. In addition, there are no significant amounts in consideration from contracts with customers that are not included in transaction prices.

(4) Assets recognized from the cost to obtain or fulfill contracts with customers

There are no assets recognized from the cost to obtain or fulfill contracts with customers.

25. Selling, General and Administrative Expenses

The components of selling, general and administrative expenses are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Research and development expenses	133,237	155,373
Depreciation and amortization	61,982	63,347
Personnel expenses	43,875	53,118
Retirement benefit expenses	2,436	2,780
Other	24,738	33,080
Total	266,268	307,698

(Note) Research and development expenses are included in selling, general and administrative expenses. Related expenses such as outsourcing costs, personnel expenses, depreciation costs and material costs are mainly included in research and development expenses.

26. Other Income

The components of other income are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Gain on sales of property, plant and equipment (Note)	762	5,618
Insurance claim income	2,388	460
Other	886	1,953
Total	4,036	8,031

(Note) Gain on sales of property, plant and equipment recorded in the current fiscal year was mainly due to the sale of Shiga Factory (Otsu, Shiga Prefecture, Japan) of Renesas Semiconductor Manufacturing Co., Ltd., a wholly owned subsidiary of Renesas on August 31, 2021.

27. Other Expenses

The components of other expenses are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Provision for loss on litigation (Note 1)	633	4,737
Business restructuring expenses (Note 2)	4,137	3,934
Impairment losses (Note 3)	2,070	135
Other	1,475	4,327
Total	8,315	13,133

(Note) 1. Provision was recorded for payments such as such as legal proceedings and damage compensations.

2. The Group has reformed its businesses and structures of production to strengthen its financial basis, and the related expenses are shown as business restructuring expenses. The main items of business restructuring expenses were personnel expenses such as additional retirement benefits and expenses related to disposition of property, plant and equipment associated with consolidating the operating bases.

3. For details on impairment losses, see “Note 15. Impairment of Non-financial Assets.”

28. Finance Income and Finance Costs

The components of finance income and finance costs are as follows.

(1) Finance income

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Valuation gain of investment securities		
Financial assets measured at fair value through profit or loss	1,738	3,529
Foreign exchange gain	5,295	—
Other	590	611
Total	7,623	4,140

(2) Finance costs

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Interest expenses		
Financial liabilities measured at amortized cost	7,541	9,975
Foreign exchange loss (Note)	—	24,167
Other	8	1,136
Total	7,549	35,278

(Note) Foreign exchange loss include losses on valuation of currency derivatives.

29. Other Comprehensive Income

Reclassification adjustments and tax effects of other comprehensive income by component are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Items that will not be reclassified to profit or loss:		
Remeasurements of defined benefit plans		
Amount incurred during the period	(496)	450
Tax effect	162	452
After tax effect	(334)	902
Equity financial assets measured at fair value through other comprehensive income		
Amount incurred during the period	(429)	(382)
Tax effect	99	71
After tax effect	(330)	(311)
Total of items that will not be reclassified to profit or loss	(664)	591
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations		
Amount incurred during the period	(64,290)	(169,312)
Reclassification	—	—
Before tax effect	(64,290)	169,312
Tax effect	—	—
After tax effect	(64,290)	169,312
Cash flow hedges		
Amount incurred during the period	—	(3,348)
Reclassification	—	(818)
Before tax effect	—	(4,166)
Tax effect	—	144
After tax effect	—	(4,022)
Cost of hedges		
Amount incurred during the period	—	(226)
Reclassification	—	3
Before tax effect	—	(223)
Tax effect	—	70
After tax effect	—	(153)
Total of items that may be reclassified subsequently to profit or loss	(64,290)	165,137
Total other comprehensive income	(64,954)	165,728

30. Earnings Per Share

Basic earnings per share attributable to owners of parent and diluted earnings per share are as follows.

(1) Basic earnings per share

	The year ended December 31, 2020	The year ended December 31, 2021
Profit attributable to owners of parent used for the calculation of basic earnings per share (million yen)	45,626	127,261
Weighted average number of ordinary shares during the year (thousands of shares)	1,719,345	1,845,524
Basic earnings per share (yen)	26.54	68.96

(2) Diluted earnings (loss) per share

	The year ended December 31, 2020	The year ended December 31, 2021
Profit attributable to owners of parent used for the calculation of basic earnings per share (million yen)	45,626	127,261
Adjustments on earnings (million yen)	—	—
Profit used for the calculation of diluted earnings per share (million yen)	45,626	127,261
Weighted average number of ordinary shares during the year before dilution (thousands of shares)	1,719,345	1,845,524
Increase in common stock		
Share acquisition rights (thousands of shares)	37,701	35,233
Restricted Stock Unit (thousands of shares)	—	6,239
Weighted average number of ordinary shares during the year after dilution (thousands of shares)	1,757,045	1,886,996
Diluted earnings per share (yen)	25.97	67.44

31. Consolidated Statement of Cash Flows

(1) Changes in liabilities in financing activities

The components of liabilities in financing activities and their changes during the fiscal year are as follows.

(For the year ended December 31, 2020)

	As of December 31, 2019	Cash flows	Non-cash transactions			As of December 31, 2020
			Acquisitions	Increase due to business combination	Other (Note 2)	
Long-term borrowings (Note 1)	771,747	(93,295)	—	—	1,281	679,733
Short-term borrowings	—	—	—	—	—	—
Bonds	12	—	—	—	(1)	11
Lease liabilities	14,155	(4,840)	5,593	—	(931)	13,977
Total	785,914	(98,135)	5,593	—	349	693,721

(For The year ended December 31, 2021)

	As of December 31, 2020	Cash flows	Non-cash transactions			As of December 31, 2021
			Acquisitions	Increase due to business combination	Other (Note 2)	
Long-term borrowings (Note 1)	679,733	(22,777)	—	71	1,463	658,490
Short-term borrowings	—	—	—	2,185	(1,138)	1,047
Bonds	11	154,359	—	—	181	154,551
Lease liabilities	13,977	(4,571)	2,781	4,232	391	16,810
Total	693,721	127,011	2,781	6,488	897	830,898

(Note) 1. Current portion of long-term borrowings are included in long-term borrowings.
2. Non-cash transactions for long-term borrowings includes the arrangement fees.

(2) Non-cash transactions

Significant non-cash transactions are as follows.

(In millions of yen)

Type	The year ended December 31, 2020	The year ended December 31, 2021
Purchase of intangible assets through installment purchase contracts	35,569	435

(3) Principal assets and liabilities of a company that became a consolidated subsidiary due to acquisition of stock

(For the year ended December 31, 2021)

For details of assets and liabilities for Dialog, Celeno and these subsidiaries at time of its consolidation resulting from the acquisition of stock as well as the relationship between the acquisition price of stock and expenditures (net) for its acquisition, see “Note 7. Business Combinations.”

32. Share-based Payments

The Group has adopted share-based payment plans as an incentive plan for directors, senior vice presidents and employees.

Share-based payment expenses included in the consolidated statement of profit or loss totaled 1,234 million yen in "Cost of sales" and 13,323 million yen in "Selling, general and administrative expenses" in the previous fiscal year, and 1,392 million yen in "Cost of sales" and 13,511 million yen in "Selling, general and administrative expenses" in the current fiscal year.

(1) Restricted Stock Unit (RSU) and Performance Share Unit (PSU)

A. Overview of RSU and PSU

(a) RSU

RSU is a share-based payment plan in which the Company provides recipients with the number of units that corresponds to the number of years determined by the Board of Directors (basically three years, except one year for the Outside Directors) and annually delivers to the recipients common stock for the number of units that vested (the units vest by one third of total units provided every year after the grant date, except that the units vest after one year for the outside directors), subject to continued employment with the Group.

(b) PSU

PSU is a share-based payment plan in which the Company provides the recipients (excluding outside directors) with the number of units determined by the Board of Directors and delivers to the recipients common stock for the number of the units that vested in response to the extent of the growth rate of total shareholder return over the three-year performance period from April 1 of the year when the PSUs are granted.

B. Details for RSU and PSU

The details of RSU and PSU granted in the current fiscal year are as follows.

Date of grant	Category and number of grantees	Number of units		Fair value (Yen)	
		RSU	PSU	RSU	PSU
April 9, 2021	Outside directors 2 Director and corporate officer 1 Corporate officers 10 Employees of the Company and subsidiaries 2,862	7,458,400	1,195,800	1,258.0	1,605.2
July 16, 2021	Employees of the Company and subsidiaries 241	487,200	—	1,233.0	—
August 31, 2021 (Note 4, 5)	Corporate officer 1 Employees of subsidiaries 2,192	13,468,700	—	1,189.0	—
October 15, 2021	Employees of subsidiaries 209	630,800	—	1,337.0	—
November 12, 2021	Employees of subsidiaries 1,973	2,491,100	—	1,486.0	—

(Note) 1. The fair value of RSU is calculated based on the Company's stock price on the date of grant.
2. The fair value of PSU is calculated based on the results of comparing the fluctuation rate of the Company's stock with that of stock indexes over a certain period.
3. Our common stock (1 unit = 1 share) is delivered based on the number of units at the time of vesting. There is no payment from Directors, Corporate Officers and employees at the time of delivering the stock.
4. Based on the agreements regarding the acquisition of Dialog, the unvested portion of Dialog's Employee Share Plan Award was replaced by Renesas share plans (RSU) as of the acquisition date.
5. The rights are based on the vesting conditions originally provided by Dialog except for certain awards that will be vested earlier than scheduled.

C. Changes of the number of RSU and PSU

Changes of the number of RSU and PSU in the prior fiscal year and the current fiscal year are as follows (1 right = 1 share).

Grant date	The year ended December 31, 2020		The year ended December 31, 2021	
	RSU	PSU	RSU	PSU
Beginning balance	—	—	—	—
Granted	—	—	24,536,200	1,195,800
Forfeited	—	—	(808,615)	(62,600)
Vested	—	—	(1,838,785)	—
Ending balance	—	—	21,888,800	1,133,200

(2) Stock option

A. Overview of the stock option plan

Under the stock option plan, warrants have been granted to eligible persons in accordance with the resolution of the Board of Directors of the Company based on the arrangement approved at the shareholders meeting of the

Company. The exercise period of the stock options is set by an allotment contract, and if they are not exercised during the exercise period, the stock options will lapse. In addition, if an eligible person has left the Company before the vesting date, the options will also lapse. However, this does not apply to certain cases addressed in the warrants allotment contract, such as resignation due to the expiration of the term of office.

The stock option plan of the Company is accounted for as equity-settled share-based payments.

B. Details for the stock option plan

The stock option plan in effect during the current fiscal year is as follows.

	Category and number of grantees	Type of stock and number of shares	Grant date	Vesting conditions	Vesting period	Exercise period
Fiscal year 2016 Stock options No.1 No.2 No.3	Directors of the Company 2 Corporate officers and executive officers of the Company 10	Common stock 288,500 shares	August 1, 2016	The rights will vest in stages as follows. One third will vest on August 2, 2017 One third will vest on August 2, 2018 The remaining will vest on August 2, 2019	From August 1, 2016 to August 2, 2019	From August 2, 2016 to August 1, 2026
Fiscal year 2017 Stock options No.1 – 1 No.2 – 1	Directors of the Company 2 Corporate officers and executive officers of the Company 11 Employees of the Company 342 Directors of subsidiaries 20 Employees of subsidiaries 890	Common stock 3,549,500 shares	April 3, 2017	The rights will vest in stages as follows One third will vest on April 4, 2018 One third will vest on April 4, 2019 The remaining will vest on April 4, 2020	From April 3, 2017 to April 4, 2020	From April 4, 2017 to April 3, 2027
Fiscal year 2017 Stock options No.1 – 2 No.2 – 2	Directors of the Company 2 Corporate officers and executive officers of the Company 11 Employees of the Company 78 Directors of subsidiaries 14 Employees of subsidiaries 59	Common stock 2,112,000 shares	April 3, 2017	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From April 3, 2017 to April 3, 2020	From April 4, 2017 to April 3, 2027
Fiscal year 2017 Stock options No.3	Employees of subsidiaries 7	Common stock 30,900 shares	May 11, 2017	The rights will vest in stages as follows One third will vest on April 4, 2018 One third will vest on April 4, 2019	From May 11, 2017 to April 4, 2020	From May 12, 2017 to May 11, 2027

				The remaining will vest on April 4, 2020		
Fiscal year 2017 Stock options No.4	Employees of subsidiaries 13	Common stock 52,200 shares	July 12, 2017	The rights will vest in stages as follows One third will vest on April 4, 2018 One third will vest on April 4, 2019 The remaining will vest on April 4, 2020	From July 12, 2017 to April 4, 2020	From July 13, 2017 to July 12, 2027
Fiscal year 2017 Stock options No.5 No.6	Employees of subsidiaries 20	Common stock 98,000 shares	September 14, 2017	The rights will vest in stages as follows One third will vest on April 4, 2018 One third will vest on April 4, 2019 The remaining will vest on April 4, 2020	From September 14, 2017 to April 4, 2020	From September 15, 2017 to September 14, 2027
Fiscal year 2017 Stock options No.7	Employees of subsidiaries 16	Common stock 94,000 shares	October 12, 2017	The rights will vest in stages as follows One third will vest on April 4, 2018 One third will vest on April 4, 2019 The remaining will vest on April 4, 2020	From October 12, 2017 to April 4, 2020	From October 13, 2017 to October 12, 2027
Fiscal year 2017 Stock options No.8	Employees of subsidiaries 26	Common stock 117,300 shares	January 15, 2018	The rights will vest in stages as follows Certain amount will vest on April 4, 2018 Certain amount will vest on April 4, 2019 Certain amount will vest on April 4, 2020 The remaining will vest on April 4, 2021	From January 15, 2018 to April 4, 2021	From January 16, 2018 to January 15, 2028
Fiscal year 2018 Stock options No.1 – 1 No.2 – 1	Directors of the Company 3 Corporate officers and executive officers of the Company 10 Employees of the Company 472 Directors of subsidiaries 18 Employees of subsidiaries 743	Common stock 3,607,200 shares	April 2, 2018	The rights will vest in stages as follows One third will vest on April 3, 2019 One third will vest on April 3, 2020 The remaining will vest on April 3, 2021	From April 2, 2018 to April 3, 2021	From April 3, 2018 to April 2, 2028
Fiscal year 2018 Stock options No.1 – 2 No.2 – 2	Directors of the Company 3 Corporate officers and executive officers of the Company 10 Employees of the Company 95	Common stock 2,047,200 shares	April 2, 2018	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX	From April 2, 2018 to April 2, 2021	From April 3, 2018 to April 2, 2028

	Directors of subsidiaries 13 Employees of subsidiaries 47			Semiconductor Sector Index and Tokyo Stock Price Index.		
Fiscal year 2018 Stock options No.3 No.4	Employees of the Company 257 Directors of subsidiaries 1 Employees of subsidiaries 181	Common stock 534,600 shares	July 31, 2018	The rights will vest in stages as follows One third will vest on April 3, 2019 One third will vest on April 3, 2020 The remaining will vest on April 3, 2021	From July 31, 2018 to April 3, 2021	From August 1, 2018 to July 31, 2028
Fiscal year 2018 Stock options No.5	Employees of subsidiaries 22	Common stock 182,700 shares	October 31, 2018	The rights will vest in stages as follows Certain amount will vest on April 3, 2019 Certain amount will vest on April 3, 2020 Certain amount will vest on April 3, 2021 The remaining will vest on April 3, 2022	From October 31, 2018 to April 3, 2022	From November 1, 2018 to October 31, 2028
Fiscal year 2019 Stock options No.1 No.2 No.3	Corporate officers and executive officers of the Company 1 Directors of subsidiaries 1 Corporate officers and executive officers of subsidiaries 3 Employees of subsidiaries 1,337	Common stock 57,043,500 shares	April 9, 2019	According to completion of the acquisitions with IDT, the existing stock options for IDT allocated to directors of IDT and its subsidiaries, corporate officers and executive officers of subsidiaries, and employees of subsidiaries are converted into the stock options for the Company and issued. The rights are based on the vesting periods for the stock option originally scheduled in IDT.	From April 9, 2019 to March 15, 2023	From April 9, 2019 to April 8, 2029
Fiscal year 2019 Stock options No.4 – 1 No.5 – 1	Corporate officers and executive officers of the Company 1 Employees of the Company 1 Employees of subsidiaries 32	Common stock 659,800 shares	May 31, 2019	The rights will vest in stages as follows One third will vest on April 1, 2020 One third will vest on April 1, 2021 The remaining will vest on April 1, 2022	From May 31, 2019 to April 1, 2022	From June 1, 2019 to May 31, 2029
Fiscal year 2019 Stock options No.4 – 2 No.5 – 2	Corporate officers and executive officers of the Company 1 Employees of the Company 1	Common stock 364,300 shares	May 31, 2019	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return	From May 31, 2019 to April 2, 2022	From June 1, 2019 to May 31, 2029

				fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.		
Fiscal year 2019 Stock options No.6 – 1 No.7 – 1	Employees of the Company 486 Directors of subsidiaries 15 Employees of subsidiaries 1,875	Common stock 16,222,700 shares	July 25, 2019	The rights will vest in stages as follows One third will vest on April 1, 2020 One third will vest on April 1, 2021 The remaining will vest on April 1, 2022	From July 25, 2019 to April 1, 2022	From July 26, 2019 to July 25, 2029
Fiscal year 2019 Stock options No.6 – 2 No.7 – 2	Employees of the Company 90 Directors of subsidiaries 10 Employees of subsidiaries 46	Common stock 3,203,800 shares	July 25, 2019	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From July 25, 2019 to April 2, 2022	From July 26, 2019 to July 25, 2029
Fiscal year 2019 Stock options No.8 – 1 No.9 – 1	Directors of the Company 2 Corporate officers and executive officers of the Company 12 Employees of the Company 2	Common stock 985,900 shares	August 23, 2019	The rights will vest in stages as follows One third will vest on April 1, 2020 One third will vest on April 1, 2021 The remaining will vest on April 1, 2022	From August 23, 2019 to April 1, 2022	From August 24, 2019 to August 23, 2029
Fiscal year 2019 Stock options No.8 – 2 No.9 – 2	Directors of the Company 2 Corporate officers and executive officers of the Company 12	Common stock 1,963,800 shares	August 23, 2019	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From August 23, 2019 to April 2, 2022	From August 24, 2019 to August 23, 2029
Fiscal year 2019 Stock options No.10	Employees of subsidiaries 441	Common stock 351,600 shares	September 20, 2019	The rights will vest in stages as follows One third will vest on April 1, 2020 One third will vest on April 1, 2021	From September 20, 2019 to April 1, 2022	From September 21, 2019 to September 20, 2029

				The remaining will vest on April 1, 2022		
Fiscal year 2019 Stock options No.11 – 1 No.12 – 1	Corporate officers and executive officers of the Company 1 Employees of the Company 122 Employees of subsidiaries 123	Common stock 887,700 shares	October 31, 2019	The rights will vest in stages as follows Certain amount will vest on April 1, 2020 Certain amount will vest on April 1, 2021 Certain amount will vest on April 1, 2022 The remaining will vest on April 1, 2023	From October 31, 2019 to April 1, 2023	From November 1, 2019 to October 31, 2029
Fiscal year 2019 Stock options No.11 – 2 No.12 – 2	Corporate officers and executive officers of the Company 1 Employees of subsidiaries 1	Common stock 73,800 shares	October 31, 2019	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From October 31, 2019 to April 2, 2023	From November 1, 2019 to October 31, 2029
Fiscal year 2019 Stock options No.13	Employees of subsidiaries 15	Common stock 204,800 Shares	December 25, 2019	The rights will vest in stages as follows One third will vest on April 1, 2020 One third will vest on April 1, 2021 The remaining will vest on April 1, 2022	From December 25, 2019 to April 1, 2022	From December 26, 2019 to December 25, 2029
Fiscal year 2019 Stock options No.14	Employees of subsidiaries 23	Common stock 210,000 Shares	January 31, 2020	The rights will vest in stages as follows Certain amount will vest on April 1, 2020 Certain amount will vest on April 1, 2021 Certain amount will vest on April 1, 2022 The remaining will vest on April 1, 2023	From January 31, 2020 to April 1, 2023	From February 1, 2020 to January 31, 2030
Fiscal year 2020 Stock options No.1 – 1 No.2 – 1	Directors of the Company 4 Corporate officers and executive officers of the Company 10 Employees of the Company 467 Directors of subsidiaries 14 Employees of subsidiaries 1,888	Common stock 17,068,000 Shares	June 30, 2020	The rights will vest in stages as follows One third will vest on July 1, 2021 One third will vest on July 1, 2022 The remaining will vest on July 1, 2023	From June 30, 2020 to July 1, 2023	From July 1, 2020 to June 30, 2030

Fiscal year 2020 Stock options No.1 – 2 No.2 – 2	Directors of the Company 1 Corporate officers and executive officers of the Company 10 Employees of the Company 88 Directors of subsidiaries 9 Employees of subsidiaries 41	Common stock 5,211,600 Shares	June 30, 2020	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From June 30, 2020 to June 30, 2023	From July 1, 2020 to June 30, 2030
Fiscal year 2020 Stock options No.3 No.4	Directors of the Company 1 Corporate officers and executive officers of the Company 8 Employees of the Company 916 Directors of subsidiaries 6 Employees of subsidiaries 1,614	Common stock 4,725,300 Shares	August 31, 2020	The rights will vest in stages as follows One third will vest on August 31, 2020 One third will vest on September 1, 2020 The remaining will vest on October 1, 2020	From August 31, 2020 to October 31, 2020	From August 31, 2020 to August 30, 2030
Fiscal year 2020 Stock options No.5 No.6	Employees of the Company 219 Employees of subsidiaries 161	Common stock 665,800 Shares	August 31, 2020	The rights will vest in stages as follows One third will vest on September 1, 2021 One third will vest on September 1, 2022 The remaining will vest on September 1, 2023	From August 31, 2020 to September 1, 2023	From September 1, 2020 to August 31, 2030
Fiscal year 2020 Stock options No.7 – 1 No.8 – 1	Employees of the Company 3 Employees of subsidiaries 94	Common stock 910,100 Shares	November 30, 2020	The rights will vest in stages as follows Certain amount will vest on July 1, 2021 Certain amount will vest on July 1, 2022 Certain amount will vest on July 1, 2023 The remaining will vest on July 1, 2024	From November 30, 2020 to July 1, 2023	From December 1, 2020 to November 30, 2030
Fiscal year 2020 Stock options No.7 – 2 No.8 – 2	Employees of subsidiaries 10	Common stock 82,000 Shares	November 30, 2020	The rights will vest in stages as follows One third will vest on September 1, 2021 One third will vest on September 1, 2022 The remaining will vest on September 1, 2023	From November 30, 2020 to September 1, 2023	From December 1, 2020 to November 30, 2030

Fiscal year 2020 Stock options No.7 – 3	Employees of the Company 1	Common stock 22,600 Shares	November 30, 2020	The Company sets the upper limit number of shares expected to vest by multiplying the number of allocated stock subscription rights with the rate calculated by comparing total shareholder return fluctuation rate of the Company and companies that are the components of PHLX Semiconductor Sector Index and Tokyo Stock Price Index.	From November 30, 2020 to June 30, 2023	From December 1, 2020 to November 30, 2030
Fiscal year 2021 Stock options No.1 No.2	Employees of the Company 6 Employees of subsidiaries 52	Common stock 320,400 Shares	February 26, 2021	The rights will vest in stages as follows Certain amount will vest on July 1, 2021 Certain amount will vest on July 1, 2022 Certain amount will vest on July 1, 2023 The remaining will vest on July 1, 2024	From February 26, 2021 to July 1, 2024	From February 27, 2021 to February 26, 2031
Fiscal year 2021 Stock options No.3	Employees of subsidiaries 4	Common stock 13,200 Shares	February 26, 2021	The rights will vest in stages as follows One third will vest on September 1, 2021 One third will vest on September 1, 2022 The remaining will vest on September 1, 2023	From February 26, 2021 To September 1, 2023	From February 27, 2021 to February 26, 2031

(Note) 1. Vesting conditions include a requirement for award beneficiaries to provide services to the Company until the stock vesting date. However, this does not apply to certain cases such as mandatory retirement, resignation due to the expiration of the term of office or the other justifiable reasons.

2. Grantees cannot exercise options during the time from the day after the grant date until when the stock is vested. Also, the option will be forfeited if the target retires or resigns from the Company or subsidiary by the vesting date. However, if allowed under the Stock Acquisition Rights Allocation Agreement, those options may be exercised. For example, if awards are not forfeited upon retirement or resignation due to the expiration of terms of office under the Stock Acquisition Rights Allocation Agreement, the said person may exercise the said stock options starting on the day following said loss of eligibility until 13 months after.

3. If grantees forfeit their share acquisition rights, they may not exercise their stock options.

C. Number and weighted average exercise price of stock options

Changes of the number and the weighted average exercise price of stock options granted in the prior fiscal year and the current fiscal year are as follows. The number of stock options is stated by converting them to the number of shares.

	The year ended December 31, 2020		The year ended December 31, 2021	
	Number of options (shares)	Weighted average exercise price (yen)	Number of options (shares)	Weighted average exercise price (yen)
Beginning balance of unexercised options	47,457,400	1	49,952,600	1
Granted	28,895,400	1	333,600	1
Exercised	21,622,200	1	15,747,600	1
Forfeited	4,586,700	1	3,756,200	1
Expired	191,300	1	89,500	1
Ending balance of unexercised options	49,952,600	1	30,692,900	1
Ending balance of exercisable options	5,320,000	1	6,520,700	1

(Note) 1. For the stock options exercised during the period, the weight average share price as of the exercise date was 712 yen for the fiscal year ended December 31, 2020 and 1,269 yen for the fiscal year ended December 31, 2021.

2. Remaining weighted average contractual life outstanding as of December 31, 2020 and 2021 was 4 years and 3 years, respectively.

D. Fair value of stock options granted and estimation method of fair value

The valuation techniques used for the stock options granted for the fiscal year ended December 31, 2020 and the fiscal year ended December 31, 2021 are the Binomial model, and the major basic assumptions and estimation method are as follows.

Date of grant	Fair value per share at the grant date (yen)	Share price on date of grant (yen)	Exercise price (yen)	Expected volatility (Note 1)	Expected holding period (Note 2)	Expected dividend (Note 3)	Risk-free interest rate (Note 4)
January 2020	710	711	1	42.040%	5 years	No dividend	(0.182%)
June 2020	550	551	1	50.700%	5 years	No dividend	(0.100%)
	346 (Note 5)						
August 2020	666	667	1	51.210%	5 years	No dividend	(0.067%)
November 2020	927	928	1	50.393%	5 years	No dividend	(0.105%)
	583 (Note 5)						
February 2021	1,168	1,169	1	49.744%	5 years	No dividend	(0.048%)

(Note) 1. The expected volatility is calculated using the actual share prices during the expected holding period from the grant date.
2. The expected holding period is based on the number of years from the grant date to the last day of the principle exercise period.
3. The expected dividend is calculated based on the actual annual dividend for the year.
4. The risk-free interest rate is the yield on Japanese government bonds for the period that corresponds to the remaining life of the option.
5. For the stock options whose vesting condition is the stock price requirement, the actual rates of granted stocks are reflected on the fair value based on the results of comparing the fluctuation rate of the Company's stock with that of stock indexes over a certain period.

33. Financial Instruments

(1) Capital management

The Group aims to achieve sustainable growth and maximize its corporate value. Investments of surplus funds are limited to short-term deposits and financial assets with a high level of safety. Regarding financing sources, the Group mainly uses borrowings from banks. The Group mainly uses derivative financial instruments to manage fluctuations in foreign currency exchange rates, and the Group's policies prohibit holding or issuing derivative financial instruments for speculative transactions. Items subject to management are net interest-bearing liabilities obtained by deducting cash and cash equivalents from interest-bearing liabilities and equity. Their balances and the major indicators that the Group uses for its capital management are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Interest-bearing liabilities	693,721	830,898
Less: Cash and cash equivalents	(219,786)	(221,924)
Net interest-bearing liabilities	473,935	608,974
Total equity attributable to owners of parent	616,701	1,158,143
Total liabilities and equity	1,608,985	2,406,247
Equity ratio attributable to owners of parent (%)	38.3	48.1

Equity ratio attributable to owners of parent: Total equity attributable to owners of parent /Total liabilities and equity.

(2) Basic policies for financial risk management

The Group is exposed to financial risks (credit risk, liquidity risk and market risk) in the process of executing its business activities. Accordingly, the Group regularly monitors the financial risks based on internal management regulations and takes measures to avoid or reduce the risks as required.

The Group does not engage in derivative transactions for speculative purposes.

A. Credit risk

(a) Credit risk management

Notes and trade receivables are exposed to the credit risk of customers. Conforming to the internal rules for the management of receivables, the Group regularly monitors major customers' credit and manages the due dates of collection and the balance for each customer. Other receivables are exposed to the credit risk of customers, but most of them are settled in the short term. Short-term investments are financial assets invested on a short-time basis, and the Group transacts with highly creditworthy financial institutions. Trade receivables are regarded as non-performing if all or part of them cannot be collected or if collection is deemed extremely difficult. The Group does not have any exposure to the significant credit risk of certain customers, and there is no excessive concentration of credit risk that requires special management.

The largest exposure to credit risk at the end of the reporting period is the carrying amount of financial assets after impairment, but there is no historical experience of recognizing a significant credit loss in previous years.

Regarding debt guarantees, the balance of debt guarantees presented in "Note 36. Commitments and Contingent Liabilities" is the largest exposure of the Group to credit risk.

(b) Analysis of changes in loss allowance

The changes in the loss allowance are as follows.

The year ended December 31, 2020

	12-month expected credit losses	Lifetime expected credit losses		
	Loss allowance for financial instruments other than trade receivables	Loss allowance for trade receivables	Loss allowance for financial instruments whose credit risk has increased significantly	Loss allowance for financial instruments whose credit is impaired
Beginning balance	—	95	—	—
Increases	—	58	—	—
Decreases due to reversal	—	(31)	—	—
Other	—	(3)	—	—
Ending balance	—	119	—	—

The year ended December 31, 2021

	12-month expected credit losses	Lifetime expected credit losses		
	Loss allowance for financial instruments other than trade receivables	Loss allowance for trade receivables	Loss allowance for financial instruments whose credit risk has increased significantly	Loss allowance for financial instruments whose credit is impaired
Beginning balance	—	119	—	—
Increases	—	174	—	—
Decreases due to reversal	—	(232)	—	—
Other	—	8	—	—
Ending balance	—	69	—	—

(Note) Acquisition by business combination is included in "Increases."

(c) Carrying amount of financial instruments for the loss allowance

The carrying amount (before the loss allowance) of financial instruments for the loss allowance as of each fiscal year end is as follows.

	12-month expected credit losses	Lifetime expected credit losses		
	Loss allowance for financial instruments other than trade receivables	Loss allowance for trade receivables	Loss allowance for financial instruments whose credit risk has increased significantly	Loss allowance for financial instruments whose credit is impaired
As of December 31, 2020	4,751	86,036	—	—
As of December 31, 2021	3,737	155,604	—	—

(d) Analysis of credit risk

The aging analysis of trade receivables as of each fiscal year end is as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Before due date	83,560	148,040
Up to 30 days past due	1,916	7,142
Over 30 days past due and up to 90 days past due	240	372
Over 90 days past due	320	50
Total	86,036	155,604

For trade receivables, the Group's major counterparties consist of specific distributors with high credit ratings and there is no material balance of loss allowance based on expected loss rate. For financial instruments other than trade receivables, there is no credit risk that is concentrated around credit ratings.

B. Liquidity risk

The Group is exposed to liquidity risk whereby the performance of payment obligations could become difficult. To limit its exposure to liquidity risk, however, the Group works to maintain fund management through the optimization of capital efficiency through the efficient management of working capital and the central management of funds by the Company. The Group also manages the liquidity risk by appropriately maintaining liquidity on hand through the timely preparation and updating of the financing plan and taking the external financial environment into account.

The balance of financial liabilities by due date is as follows.

As of December 31, 2020

(In millions of yen)

	Carrying amount	Contractual cash flows	Due within one year	Due after one year but within two years	Due after two years but within three years	Due after three years but within four years	Due after four years but within five years	Due after five years
Non-derivative financial liabilities								
Trade and other payables	139,412	139,412	114,235	11,695	10,979	2,503	—	—
Bonds and borrowings	679,744	698,762	98,560	97,777	96,994	405,431	—	—
Lease liabilities	13,977	14,487	3,927	3,388	2,278	1,738	1,365	1,791
Other	300	300	—	300	—	—	—	—
Total	833,433	852,961	216,722	113,160	110,251	409,672	1,365	1,791

As of December 31, 2021

(In millions of yen)

	Carrying amount	Contractual cash flows	Due within one year	Due after one year but within two years	Due after two years but within three years	Due after three years but within four years	Due after four years but within five years	Due after five years
Non-derivative financial liabilities								
Trade and other payables	219,430	219,430	204,330	12,308	2,792	—	—	—
Bonds and borrowings	814,088	840,156	128,366	126,503	413,823	36,931	134,533	—
Lease liabilities	16,810	17,683	5,654	4,098	3,021	2,232	1,075	1,603
Lease liabilities	4,681	5,176	5,176	—	—	—	—	—
Contingent consideration (Note)	1,550	1,550	1,384	—	—	—	166	—
Total	1,056,559	1,083,995	344,910	142,909	419,636	39,163	135,774	1,603

(Note) For details, please refer to "Note 7. Business Combinations."

C. Market risk

(a) Foreign currency exchange risk

(i) Foreign currency exchange risk management

Foreign currency receivables and obligations arising from the global business development of the Group are exposed to the risk of foreign exchange rate fluctuations. To reduce the risk of foreign exchange rate fluctuations, the Group uses forward exchange contracts, currency options and currency swaps.

(ii) Net foreign exchange risk exposure

The Group's exposure to the risk of foreign exchange rate fluctuations (net amount) is as follows. This excludes derivative transactions and the amount entered into to hedge foreign exchange rate fluctuation risk using foreign currency deposits.

(In millions of yen)

Currency	The year ended December 31, 2020	The year ended December 31, 2021
US dollar	(145,066)	(297,436)
Euro	10,083	37,706

(iii) Sensitivity analysis of foreign exchange rates

Based on the assumption that all other variables are constant for foreign currency financial instruments held by the Group in the previous fiscal year and the current fiscal year, the amount of the impact of the 1.0% appreciation of the yen against the US dollar and the euro on profit before tax in the consolidated statement of profit or loss is as follows.

(In millions of yen)

Currency	The year ended December 31, 2020	The year ended December 31, 2021
US dollar	1,451	2,974
Euro	(101)	(377)

(b) Interest rate risk

Although the Group raises funds through borrowings for the purpose of securing funds for long-term working capital and the promotion of growth strategies, the Group is exposed to the risk of interest rate fluctuations because some borrowings are made at floating interest rates. To reduce the risk of changes in the interest paid on borrowings, the Group uses interest rate swaps as required. Accordingly, the Group has decided that the impact of the risk of interest rate fluctuations on the Company is limited and insignificant and does not conduct a sensitivity analysis for interest rate risk.

(c) Stock price risk

The Group has adopted an incentive plan for its employees for the purpose of securing excellent human resources, particularly at subsidiaries. To operate the incentive plan, the Group holds shares and other financial instruments for the long term and is exposed to the risk of changes in their market prices. Please note that, following the introduction of a stock option plan, the incentive plan was abolished and there was no new issuance.

The Group does not conduct a sensitivity analysis for the risk of changes in share prices since the impact of changes in share prices are immaterial.

(3) Fair value of financial instruments

A. Calculation method of fair value

The calculation method of the fair value of financial instruments is as follows.

(a) Cash and cash equivalents, and trade and other receivables

The fair value of these instruments approximates their carrying amount due to short term maturities.

(b) Trade and other payables

For trade and other payables that will mature within a short amount of time, the fair value approximates the carrying amount. The fair value of trade and other payables that will not mature in a short amount of time is calculated by the present value that is discounted by an interest rate assumed for the case where a similar borrowing is newly made and classified as Level 2.

(c) Securities

If the market price of a security is available in an active market, the securities are measured using this market price and classified as Level 1. If the market price is not available, the fair value is measured mainly by a method based on net assets (method of calculating by making adjustments to the market value as required based on the net assets of the entity that issues shares), etc. and classified as Level 3.

(d) Long-term borrowings

The fair value of long-term borrowings is calculated at the present value that is discounted using an interest rate assumed for the case where a similar borrowing is newly made and classified as Level 2.

(e) Derivative transactions

Forward exchange contracts, currency options and currency swaps are calculated based on the price presented by the customers' financial institution and classified as Level 2. In addition, the fair value calculated using unobservable inputs is classified as Level 3.

(f) Bonds

The fair value of bonds is calculated by referring to a market price and classified as Level 2.

(g) Contingent consideration

The fair value of the contingent consideration is calculated as the present value of the payments in the future using appropriate valuation methods with consideration of the probability of occurrence and is classified as Level 3.

(h) Other financial assets and liabilities

Time deposits with maturities of more than three months, long-term accounts receivable, security deposits and guarantee deposits received that are measured at amortized cost are classified as Level 2. Because their fair value approximates their carrying amount, they are omitted from the following table.

B. Classification of financial instruments measured at fair value by levels

In the fair value hierarchy, financial instruments are classified from Level 1 to Level 3 as follows.

Level 1: Fair value measured using unadjusted quoted prices in the active markets

Level 2: Fair value other than quoted prices include within Level 1 that are observable, either directly or indirectly

Level 3: Fair value calculated by using a valuation technique including inputs that are not based on observable market data

Transfers between the levels in the fair value hierarchy are recognized on the assumption that the transfers occur at the end of each reporting period. There is no transfer between levels.

(a) Financial instruments measured at amortized cost

The carrying amount and the fair value of financial instruments measured at amortized cost are as follows. Financial instruments measured at fair value and financial instruments whose carrying amount closely approximates fair value are not included in the table below.

As of December 31, 2020

(In millions of yen)

	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
Financial liabilities					
Borrowings	679,733	—	680,962	—	680,962
Bonds	11	—	11	—	11
Other payables	47,433	—	46,736	—	46,736
Total	727,177	—	727,709	—	727,709

As of December 31, 2021

(In millions of yen)

	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
Financial liabilities					
Borrowings	659,537	—	661,181	—	661,181
Bonds	154,551	—	154,551	—	154,551
Other payables	59,262	—	58,987	—	58,987
Total	873,350	—	874,719	—	874,719

(b) Financial instruments measured at fair value

The components of financial assets and financial liabilities measured at fair value on a recurring basis that are classified as each level of the fair value hierarchy are as follows.

As of December 31, 2020

(In millions of yen)

	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets measured at fair value through profit or loss				
Investment trust	4,160	—	—	4,160
Unlisted securities	—	—	2,498	2,498
Equity instruments measured at fair value through other comprehensive income				
Unlisted securities	—	—	2,242	2,242
Total	4,160	—	4,740	8,900

As of December 31, 2021

(In millions of yen)

	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets measured at fair value through profit or loss				
Derivative assets	—	123	—	123
Investment trust	5,475	—	—	5,475
Unlisted securities	—	—	6,018	6,018
Equity instruments measured at fair value through other comprehensive income				
Listed securities	250	—	—	250
Unlisted securities	—	—	2,581	2,581
Total	5,725	123	8,599	14,447
Financial liabilities				
Financial liabilities measured at fair value through profit or loss				
Derivative liabilities	—	1,550	—	1,550
Contingent consideration (Note)	—	—	4,681	4,681
Total	—	1,550	4,681	6,231

(Note) For details, please refer to “Note 7. Business Combinations.”

C. Changes in financial assets that are classified as Level 3 are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Beginning balance	3,926	4,740
Total gains or losses in the period	674	4,438
Profit or loss (Note 1)	1,357	3,072
Other comprehensive income (Note 2)	(683)	1,366
Purchases	140	—
Sales	—	—
Settlement	—	(623)
Acquisition due to business combination	—	44
Other	—	—
Ending balance	4,740	8,599

Changes in financial liabilities that are classified as Level 3 are as follows.

(In millions of yen)

	The year ended December 31, 2020	The year ended December 31, 2021
Beginning balance	—	—
Total gains or losses in the period	—	—
Profit or loss (Note 1)	—	—
Other comprehensive income	—	—
Purchases	—	—
Sales	—	—
Settlement	—	—
Acquisition due to business combination	—	4,681
Other	—	—
Ending balance	—	4,681

(Note) 1. Total gains or losses in the period are for financial assets and liabilities measured at fair value through profit or loss and included in finance income and finance costs in the consolidated statement of profit or loss.
2. Total gains or losses in the period are all for equity instruments measured at fair value through other comprehensive income at the end of the reporting period and presented in “Equity instruments measured at fair value through other comprehensive income” in the consolidated statement of comprehensive income.
3. Financial instruments that are classified as Level 3 consist of unlisted securities and contingent consideration for acquisitions. Unlisted securities are mainly investments in funds, and the fair value of unlisted securities is measured based on the value of net asset as a valuation technique. In addition, the fair value of contingent consideration is measured in consideration of the possibility of achieving for developmental milestones and the time value of money. The measurement results of the fair value are reviewed and approved by an appropriate authorized person. Since these estimates are uncertain, fair value may increase if significant non-observable development milestones become more likely to be achieved.
4. For details, please refer to “Note 7. Business Combinations.”

(4) Derivative transactions and hedging activities

A. Overview of hedges

The Group uses forward exchange contracts, currency options and currency swaps for the purpose of hedging transactions against the risk of foreign exchange rate fluctuations in foreign currency cash flows. Hedge accounting is applied to those transactions that meet the requirements for hedge accounting. Even if the requirements for hedge accounting are not met, the Group uses derivative transactions if they are economically reasonable. Changes in the fair value of the derivative transactions are recognized in profit or loss. The Group has also set a policy of not engaging in derivative transactions for speculative purposes.

Cash flow hedges

Cash flow hedges are hedging transactions to avoid the risk of changes in future cash flows, and changes in the fair value of derivative transactions that are designated as cash flow hedges are recognized in other comprehensive income. The amount that is recognized in accumulated other comprehensive income is reclassified to profit or loss at the time when the hedged transactions affect profit or loss. If the hedged items give rise to the recognition of non-financial assets or non-financial liabilities, the amount that is recognized in other comprehensive income is reclassified as an adjustment to the initial carrying amount of non-financial assets or non-financial liabilities. Derivatives that are designated as cash flow hedges include forward exchange contracts, currency options and currency swaps to hedge the risk of changes in cash flows due to changes in the foreign exchange rates for foreign currency transactions.

In the previous fiscal year and the current fiscal year, the amount recognized in profit or loss for the hedge ineffective portion and the portion that was excluded from the assessment of hedge effectiveness was not material.

B. Information on items that are designated as hedging instruments

The impact of hedging instruments that are designated as hedges on the consolidated statement of financial position is as follows. Derivative assets and liabilities are included in “Other financial assets” and “Other financial liabilities,” respectively, in the consolidated statement of financial position.

As of December 31, 2020

Not applicable.

As of December 31, 2021

	Contract amount	Book value of hedging instruments (Fair value)		Changes in fair value used as the basis for recognizing the ineffective portion of hedges
		Assets	Liabilities	
Cash flow hedges				
Foreign currency exchange risk				
Currency options	74,919	—	918	—
Currency swaps	155,156	123	166	(1,151)

C. Information on items designated as hedged items

The amount of the impact of hedged items that are designated as hedges on the consolidated statement of financial position is as follows.

As of December 31, 2020

Not applicable.

As of December 31, 2021

	Changes in fair value used as the basis for recognizing the ineffective portion of hedges	Surplus for cash flow hedges related to ongoing hedging	Surplus for cash flow hedges related to the suspension of hedge accounting
Cash flow hedges			
Foreign currency exchange risk			
Plan on purchasing	—	(684)	—
Bonds	(1,151)	(111)	—

D. Impact of the application of hedge accounting on the consolidated statement of profit and loss and the consolidated statement of comprehensive income

The impact of hedging instruments that are designated as cash flow hedges on the consolidated statement of profit and loss and the consolidated statement of comprehensive income is as follows.

As of December 31, 2020

Not applicable.

As of December 31, 2021

(In millions of yen)

	Changes in the value of hedging instruments recognized in other comprehensive income (Note)	Ineffective portion recognized in profit or loss	Amount after basis adjustment to cash flow hedges (Note)
Cash flow hedges			
Foreign currency exchange risk			
Currency options	(4,329)	—	—
Currency swaps	162	—	(223)

(Note) Amount before tax effect.

E. Fair value of derivatives to which hedge accounting is not applied

The fair value and contract amount, etc. of derivatives to which hedge accounting is not applied are as follows.

As of December 31, 2020 and December 31, 2021

Not applicable.

(5) Transfer of financial assets

Accelerating from restructuring to growth stage, the Group provides diversified financing to achieve these growth strategies and liquidates certain trade receivables by transferring receivables.

The expenses arising from transfer of trade receivables derecognized in their entirety were 40 million yen in the prior fiscal year and 61 million yen in the current fiscal year.

34. Related Parties

(1) Transactions with related parties

Innovation Network Corporation of Japan, which was a principal shareholder of the Group, was established in July 2009 with the Japanese government as the principal shareholder, and the total amount of investments by the Japanese government accounts for 95% or more of the capital of Innovation Network Corporation of Japan. As a result, the Japanese government and the government-related entities have become related parties of the Group.

In addition, Innovation Network Corporation of Japan conducted a business divestiture in September 21, 2018 and newly created INCJ, Ltd.. INCJ, Ltd. succeeded to all of the Group's shares of Innovation Network Corporation of Japan and became a principal shareholder of the Group.

Between the Group and these related parties, there are neither significant transactions individually nor significant transactions on aggregate although not significant individually.

Furthermore, transactions with INCJ and other related parties are not applicable.

(2) Compensation to key management

Compensation paid to key management personnel is as follows.

(In millions of yen)

Category	The year ended December 31, 2020	The year ended December 31, 2021
Remuneration and bonuses	227	226
Share-based payments	292	384
Total	519	610

(Note) The exercise price and other key terms of share-based payment arrangements are as stated in "Note 32. Share-based Payments."

35. Major Subsidiaries

All subsidiaries are included in the scope of consolidation for our consolidated financial statements.

Major subsidiaries as of December 31, 2021 are as follows.

Company	Location	Descriptions of Principal Businesses	Percentage Ownership and Voting Interest (%) (Note 1)	
			The year ended December 31, 2020	The year ended December 31, 2021
Renesas Semiconductor Manufacturing Co., Ltd.	Hitachinaka, Ibaraki	Manufacturing and Engineering Service Companies	100.0	100.0
Renesas Electronics Hong Kong Limited	Hong Kong, China	Sales Companies	100.0	100.0
Renesas Electronics America Inc.	California, U.S.A.	Design, Applications, Manufacturing and Sales Companies	100.0	100.0
Renesas Electronics Europe GmbH (Germany)	Dusseldorf, Germany	Design, Applications and Sales Companies	100.0	100.0
Renesas International Operations Sdn. Bhd.	Selangor, Malaysia	Management of parts of consignment business of our Group companies	100.0 (100.0) (Note 2)	100.0 (100.0) (Note 2)
Renesas Electronics (Penang) Sdn. Bhd.	Penang, Malaysia	Engineering, Manufacturing and Sales Companies	100.0 (100.0) (Note 2)	100.0 (100.0) (Note 2)
Renesas Electronics Germany GmbH	Dresden, Germany	Engineering, Manufacturing and Sales Companies	100.0 (100.0) (Note 2)	100.0 (100.0) (Note 2)
IDT Bermuda Ltd.	Bermuda	Business Corporations and Others	100.0 (100.0) (Note 2)	100.0 (100.0) (Note 2)
GigPeak, Inc.	California, U.S.A.	Business Corporations and Others	100.0 (100.0) (Note 2)	100.0 (100.0) (Note 2)
Dialog (Note 3)	Reading, U.K.	Engineering, Manufacturing and Sales Companies	—	100.0
Celeno (Note 4)	Delaware, U.S.A.	Business Corporations and Others	—	100.0

(Note) 1. Percentage ownership and voting interest are rounded down to the second decimal point.
2. Numbers in parentheses represent indirect voting rights.
3. On August 31, 2021, the Company made an acquisition of the entire issued and to be issued share capital of Dialog. In addition, Dialog changed its company name to Dialog Semiconductor Limited on September 14, 2021.
4. On December 20, 2021, the Company made an acquisition of the entire issued share capital of Celeno, a semiconductor company in the United States of America which is headquartered in Israel.

There are no subsidiaries with significant non-controlling interests.

36. Commitments and Contingent Liabilities

(1) Commitments for the acquisition of assets

The Group's commitments for the acquisition of assets are as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Property, plant and equipment	4,267	25,771
Intangible assets	358	447
Total	4,625	26,218

(2) Loan commitments

The Group has entered into a contract for setting commitment lines with its main banks for the purpose of securing long-term working capital, and the balance of unused loans is as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Total amount of commitment lines	125,000	50,000
Balance of used loans	—	—
Balance of unused loans	125,000	50,000

(3) Debt guarantees

The Group provides debt guarantees against bank loans, etc. of its employees as follows.

(In millions of yen)

	As of December 31, 2020	As of December 31, 2021
Guarantees of employees' obligations	36	26
Total	36	26

(Guarantees of employees' obligations)

The Group provides guarantees for the housing loans of employees as part of its welfare program. If an employee cannot repay a housing loan covered by a debt guarantee, the Group must assume the obligation. These debt guarantees are secured by the houses of the employees.

(4) Others

As the Group conducts business worldwide, it is possible that the Group may become a party to lawsuits, investigation by regulatory authorities and other legal proceedings in various countries.

Though it is difficult to predict the outcome of the legal proceedings to which the Group is presently a party or to which it may become a party in future, the resolution of such proceedings may require considerable time and expense. There is a possibility that the Group's business, performance, financial condition, cash flow, reputation and creditability to have significant adverse effects by the outcome.

The Group records provision for loss on litigation for several cases written below to the extent possible to make a reasonable estimation. Additionally, the Group records loss on litigation for cases other than below, to prepare for payments regarding lawsuits against other companies and compensation for damages. In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" Article 92, the Group does not disclose detailed information of these cases since it is likely to lead the Group to an unfavorable position.

(Civil lawsuit related to the alleged patent infringement and trade secret violation)

The Group's subsidiary has been named as a defendant in a civil lawsuit in the United States of America related to the alleged patent infringement and trade secret violation. The Group's subsidiary has been named as a defendant in a lawsuit filed in November 2008 in the United States of America District Court for the Eastern District of Texas (hereafter "the Court of First Instance"). The Court of First Instance entered a final judgment in June 2016 against the Group in the amount of 77.3 million U.S. dollars; however, the Group's subsidiary immediately filed a notice of appeal at the Court of Appeals for the Federal Circuit (hereafter "the Court of Second Instance"). In July 2018, the Court of Second Instance rejected the judgement of the Court of First Instance for payment of compensation and conducted the retrial order at the Court of First Instance.

(Civil lawsuits related to the alleged violations of the competition law)

In July 2019, the Group has been named in the United Kingdom as a defendant in civil lawsuits related to possible violations of competition law involving smartcard chips brought by purchaser of such products.

(Indemnification claim related to environmental pollution)

The Group's subsidiary in Taiwan has been subjected to requests for restitution for environmental pollution associated with a factory in Taiwan owned by the subsidiary's predecessor company.

Since June 2004, the Group's subsidiary has been notified that a company reserved its right to seek indemnification from us for all costs associated with the remediation of the contamination related to environmental pollution found at a factory in Taiwan owned by the subsidiary's predecessor company, and the costs associated with the lawsuit as well as the costs relating to those retained environmental liabilities in a toxic tort class action lawsuit filed by ex-employees worked at the factory. Though the Group's subsidiary is not a defendant in the class action lawsuit, the claimant initiated arbitration proceedings against us related to all claims arising out of the contamination, including the remediation, the toxic tort claims, and attorneys' fees in December 2017, but afterward, the arbitration was ordered to stay by the arbitrator on a unilateral request by the claimant.

37. Government Grants

Government grants related to employment or other actions taken by the Group are recognized in profit or loss. Government grants of 681 million yen and 1,471 million yen were deducted from cost of sales and selling, general and administrative expenses, respectively for the year ended December 31, 2020. Government grants of 286 million yen and 1,051 million yen were deducted from cost of sales and selling, general and administrative expenses, respectively for the year ended December 31, 2021. In addition, government grants related to research and development are recognized in profit or loss and recorded in other income.

38. Additional Information

(Fire outbreak in a wholly-owned manufacturing subsidiary)

On March 19, 2021, a fire broke out at a manufacturing line in the N3 Building (300mm line) of Naka Factory (located in Hitachinaka, Ibaraki Prefecture) of Renesas Semiconductor Manufacturing Co., Ltd, a wholly-owned manufacturing subsidiary of the Company. Due to this fire, certain property, plant and equipment such as machinery and equipment and inventories such as work in progress were damaged.

Due to this fire, the Group recorded 18,216 million yen for restoration and repairment costs of property, plant and equipment, disposal costs and reinspection fees of inventories and fixed costs during the shutdown for the year ended December 31, 2021. These are included in cost of sales of 18,108 million yen and other expenses of 108 million yen in the Consolidated Statement of Profit or Loss. In addition, other payables of the fire related costs are recorded in trade and other payables and other liabilities of 6,147 million yen in the Consolidated Statement of Financial Position. The amounts of loss may change depending on the repair of property, plant and equipment and the determination of insurance claim income.

39. Subsequent Events

Not applicable.

(2) Other

Quarterly information, etc. for the year ended December 31, 2021

(Cumulative period)		First quarter	Second quarter	Third quarter	The year ended December 31, 2021
Revenue	(Million yen)	203,678	421,553	679,986	994,418
Profit before tax	(Million yen)	17,624	50,736	100,781	152,463
Profit attributable to owners of parent	(Million yen)	13,714	37,705	75,457	127,261
Basic earnings per share	(Yen)	7.92	21.53	41.61	68.96

(Accounting period)		First quarter	Second quarter	Third quarter	Fourth quarter
Basic earnings per share	(Yen)	7.92	13.56	19.50	26.69

VI. Summary of Handling Procedures for Shares of the Filing Company

Business Year	From January 1 to December 31
Ordinary General Meeting of Shareholders	The Company holds the meeting within 3 months after the day immediately following each fiscal year-end
Record Date	December 31
Record date for dividends from surplus	June 30 December 31
Number of shares constituting one unit of shares	100 shares
Purchase of shares constituting less than one unit	
Handling location	4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Planning Department
Transfer agent	4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited
Brokerage office	Sumitomo Mitsui Trust Bank, Limited Head Office and branches nationwide
Commission for purchase	A separately specified amount as the commission for the entrustment of the share trade
Posting of Public Notices	The method of giving public notices of the Company is electronic public notices; provided, however, that in cases where an electronic public notice is impracticable due to an accident or other unavoidable reason, the Company will give its public notice in the Nihon Keizai Shimbun. Electronic public notices can be found on the Company's website, at the following address: https://www.renesas.com/jp/ja/about/investor-relations
Benefits to shareholders	Not applicable

(Note) Pursuant to the provisions of the Articles of Incorporation of the Company, holders of shares constituting less than one unit have no rights other than the rights listed in each item of Paragraph 2 of Article 189 of the Companies Act, the right to make requests pursuant to the provisions of Paragraph 1 of Article 166 of the Companies Act, the right to receive allotment of offered shares and allotment of offered stock acquisition rights in proportion to the number of shares held by such shareholders, and the right to request the Company to sell to the holder such number of shares as may, together with the number of the shares constituting less than one unit, constitute the number of shares constituting one unit.

VII. Reference Information of the Filing Company

1. Information of Parent Company of the Filing Company

The Company has no parent company, etc., stipulated in Paragraph 1 of Article 24-7 of the Financial Instruments and Exchange Act.

2. Other Reference Information

The Company has filed the following documents between the beginning of the current fiscal year and the filing date of this Annual Securities Report.

(1) Annual Securities Report and its Attachments and the Confirmation
Fiscal year (19th Fiscal Year) (from January 1, 2020 to December 31, 2020) Filed with the Director-General of the Kanto Local Finance Bureau on March 31, 2021
(2) Internal Control Report and its Attachments
Filed with the Director-General of the Kanto Local Finance Bureau on March 31, 2021
(3) Quarterly Report and Confirmation
(First Quarter of the 20th Fiscal Year) (from January 1, 2021 to March 31, 2021) Filed with the Director-General of the Kanto Local Finance Bureau on May 14, 2021
(Second Quarter of the 20th Fiscal Year) (From April 1, 2021 to June 30, 2021) Filed with the Director-General of the Kanto Local Finance Bureau on August 4, 2021
(Third Quarter of the 20th Fiscal Year) (from July 1, 2021 to September 30, 2021) Filed with the Director-General of the Kanto Local Finance Bureau on November 11, 2021
(4) Extraordinary Report
Filed with the Director-General of the Kanto Local Finance Bureau on April 8, 2021
Extraordinary Report under Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Order on Disclosure of Corporate Affairs
Filed with the Director-General of the Kanto Local Finance Bureau on May 17, 2021
Extraordinary Report under Article 19, Paragraph 2, Item19 of the Cabinet Office Order on Disclosure of Corporate Affairs
Filed with the Director-General of the Kanto Local Finance Bureau
Extraordinary Report under Article 19, Paragraph 2, Item1 of the Cabinet Office Order on Disclosure of Corporate Affairs
Filed with the Director-General of the Kanto Local Finance Bureau on October 28, 2021
Extraordinary Report under Article 19, Paragraph 2, Item3 of the Cabinet Office Order on Disclosure of Corporate Affairs
Filed with the Director-General of the Kanto Local Finance Bureau on November 12, 2021
Extraordinary Report under Article 19, Paragraph 1 and Article 19, Paragraph 2, Item 1 of the Cabinet Office Order on Disclosure of Corporate Affairs
Filed with the Director-General of the Kanto Local Finance Bureau on February 9, 2022
Extraordinary Report under Article 19, Paragraph 1 and Article 19, Paragraph 2, Item 1 of the Cabinet Office Order on Disclosure of Corporate Affairs
(5) Amendment to Extraordinary Report
Filed with the Director-General of the Kanto Local Finance Bureau on June 9, 2021
Above (4) amendment to Extraordinary Report on May 28, 2021
Filed with the Director-General of the Kanto Local Finance Bureau on June 16, 2021
Above (4) amendment to Extraordinary Report on May 28, 2021
(6) Securities Registration Statement
Allocation to other parties Filed with the Director-General of the Kanto Local Finance Bureau on May 28, 2021
(7) Amendment to Securities Registration Statement
Filed with the Director-General of the Kanto Local Finance Bureau on June 9, 2021
Above (6) amendment to Extraordinary Report on May 28, 2021
Filed with the Director-General of the Kanto Local Finance Bureau on June 16, 2021
Above (6) amendment to Extraordinary Report on May 28, 2021

Part II. Information on Guarantor of the Filing Company

Not applicable.