

RENESAS AND ALTIUM JOIN FORCES

FEBRUARY 15, 2024
RENESAS ELECTRONICS CORPORATION

RENESAS

Altium[®]

DISCLAIMER

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

No offer or solicitation

This Presentation is provided for informational purposes only and is not intended to and does not constitute an offer to subscribe for or purchase nor a solicitation of an offer to sell or the solicitation of any vote or approval in any jurisdiction in respect of, any equity, debt or other financial instrument of Renesas Electronics Corporation ("Renesas") or any of its subsidiaries. This Presentation has been prepared to assist parties in making their own evaluation with respect to a potential transaction pursuant to which Renesas will acquire 100% of the issued shares in ASX listed Altium Limited by way of a scheme of arrangement, ("Potential Transaction") and for no other purpose. In addition, the Presentation is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or purchase, nor shall there be any sale of securities on the basis of it. Especially, this Presentation is not intended to and does not constitute an offer or sale of securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933.

This Presentation is not a prospectus, product disclosure statement or other disclosure document under the Corporations Act of Australia or any other law. This Presentation has not been, and will not be, lodged with ASIC or any foreign regulator.

Forward-looking statements

The statements in this presentation with respect to the plans, strategies and forecasts of Renesas and its consolidated subsidiaries (collectively "we") are forward-looking statements involving risks and uncertainties. Such forward looking statements do not represent any guarantee by management of future performance. In many cases, but not all, we use such words as "aim," "anticipate," "believe," "continue," "endeavor," "estimate," "expect," "initiative," "intend," "may," "plan," "potential," "probability," "project," "risk," "seek," "should," "strive," "target," "will" and similar expressions to identify forward looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements discuss future expectations, identify strategies, contain projections of our results of operations or financial condition, or state other forward-looking information based on our current expectations, assumptions, estimates and projections about our business and industry, our future business strategies and the environment in which we will operate in the future. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this presentation will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. Known and unknown risks, uncertainties and other factors could cause our actual results, performance or achievements to differ materially from those contained or implied in any forward-looking statement, including, but not limited to: general economic conditions in our markets, which are primarily Japan, North America, Asia and Europe; demand for, and competitive pricing pressure on, our products and services in the marketplace; our ability to continue to win acceptance of its products and services in these highly competitive markets; and movements in currency exchange rates, particularly the rate between the yen and the U.S. dollar. Among other factors, a worsening of the world economy, a worsening of financial conditions in the world markets, and a deterioration in the domestic and overseas stock markets, would cause actual results to differ from the projected results forecast.

This Presentation is based on the economic, regulatory, market and other conditions as in effect on the date hereof. It should be understood that subsequent developments may affect the information contained in this Presentation, which neither we nor our advisors or representatives have any intention or, are under an obligation, to update, revise or affirm (except where required by law).

Financial data

All dollar values are in US dollars (US\$ or USD) unless stated otherwise. This presentation includes certain financial information of Altium as at June 30, 2023 unless stated otherwise. This presentation includes certain pro forma information. Such pro forma information is based on assumptions and estimates and is for illustrative and informational purposes only and is not presented as being indicative of Renesas' views on its, nor anyone else's future financial position or performance. In addition, the pro forma information in this presentation does not purport to be in compliance with the rules and regulations of the US Securities and Exchange Commission. The pro forma information is subject to various risks and uncertainties, including without limitation, market conditions, competition, regulatory changes, and economic factors. Certain financial measures included in this presentation are (i) "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" and (ii) non-GAAP financial measures under Regulation G of the U.S. Securities Exchange Act. While Renesas believes that this non-IFRS financial information provide, and these non-GAAP financial measures provide, useful information to users in measuring the financial performance and conditions of Renesas and Altium, non-IFRS and non-GAAP financial measures do not have standardized meanings prescribed by the Australian Accounting Standards (AAS) or International Financial Reporting Standards (IFRS), may not be comparable to the calculation of similar measures of other companies and, as presented, may not be permissible in a registration statement under the U.S. Securities Act. Therefore, you should not place undue reliance on any non-IFRS financial information or non-GAAP financial measures included in this presentation or construe them as alternatives to other financial measures determined in accordance with AAS or IFRS. A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding.

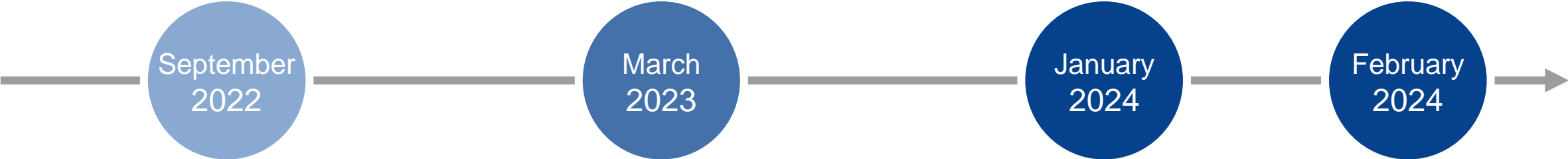
No reliance

Although reasonable care has been taken to ensure that the facts stated in this Presentation are accurate and that the opinions expressed are fair and reasonable, the contents of this Presentation have not been formally verified by Renesas or any other person. Further, this Presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of any transaction. Accordingly, no representation or warranty, express or implied, is or will be given by Renesas, any of its subsidiaries, shareholders or any of their respective directors, officers or employees or any other person, as to the accuracy or completeness of the information in this Presentation or any other written, oral or other communications transmitted or otherwise made available to any party in the course of its evaluation of the Potential Transaction. No part of this Presentation, or the fact of its distribution, should form the basis of or be relied upon in connection with any contract or transaction or investment decision whatsoever. None of Renesas, or any of its subsidiaries, shareholders or any of their respective directors, officers or employees nor any other person accepts any liability whatsoever for any loss howsoever arising from any use of such information or opinions or otherwise arising in connection with this Presentation. Recipients of this Presentation are not to construe its contents, or any prior or subsequent communications from or with Renesas or its representatives as investment, legal or tax advice or any recommendation and is not intended to be used as the basis for making an investment decision. Renesas has not considered the objectives, financial position or needs of any particular recipient. Recipients of this Presentation should each consult with their own adviser(s) and make their own independent evaluation of the information and of the relevance and adequacy of the information in this Presentation and should make such other investigations as they deem necessary. The recipient also acknowledges and agrees that the information contained in this Presentation is preliminary in nature and is subject to change, and any such changes may be material.

Agreement

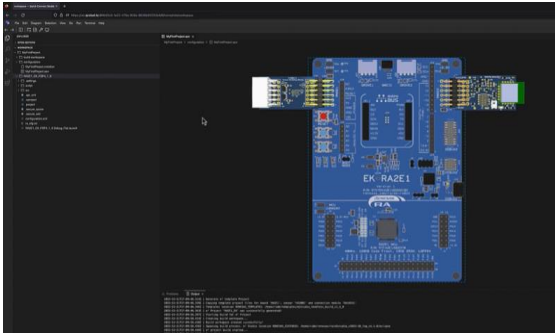
By participating in this Presentation and/or accepting any copies hereof you agree to be bound by the foregoing restrictions and the other terms of this disclaimer

DIGITALIZATION TRAJECTORY



Three grey rectangular boxes containing icons and text. The first box has a chip icon and the text "Top 3". The second box has a hand holding a coin icon and the text "\$20+bn". The third box has an upward arrow icon and the text "6x".

2030 Aspiration



Quick-Connect Studio



Dedicated team



ALTIUM AT-A-GLANCE



San Diego, CA
Global headquarters



850+
Employees



US\$263M @19% YoY
FY23 revenue & growth



~77%
Recurring revenue






36.5%
FY23 EBITDA margin

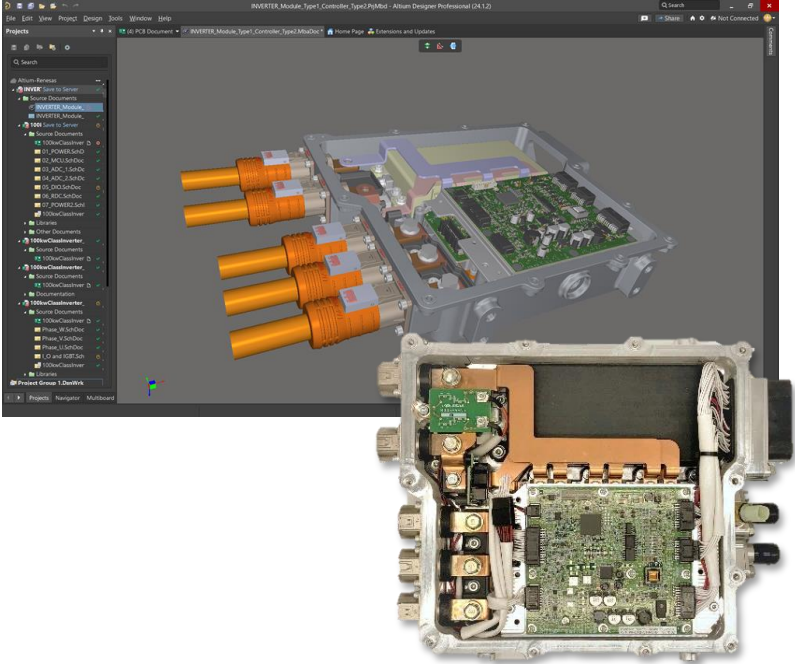
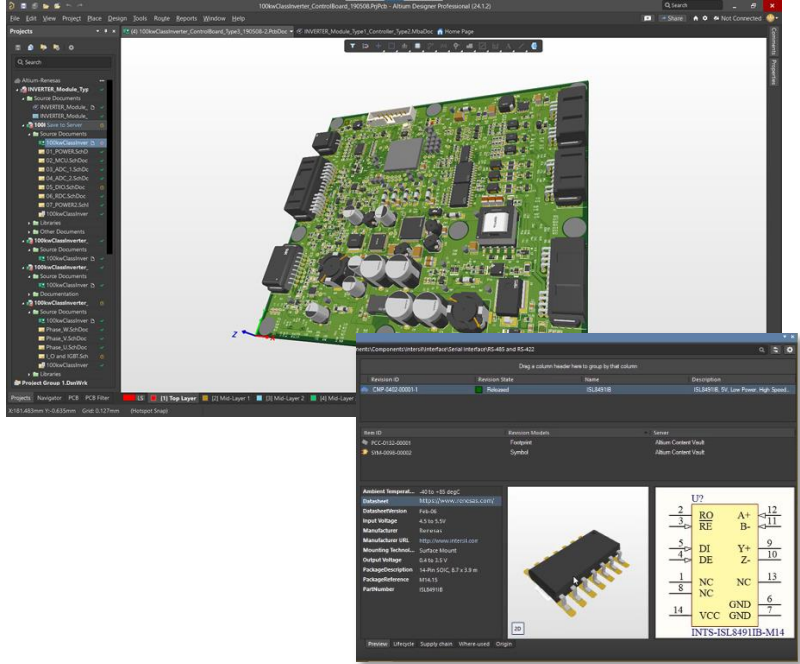


61,000+
Global subscriptions

Altium®

Design software	Cloud platform	
 Leading design software for PCBs	 Leading cloud platform for electronics hardware development	 Leading independent search platform for electronics components

COLLABORATION HISTORY



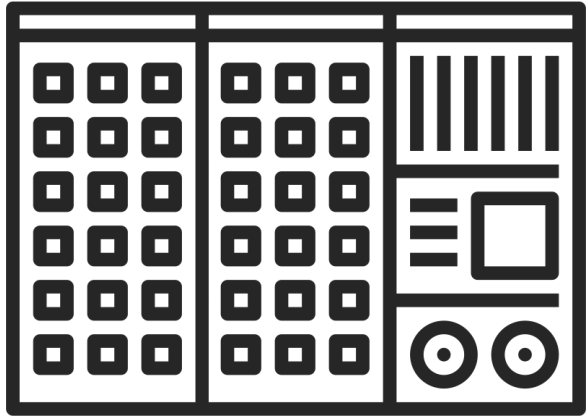
Partnership Certified symbols Digital twins

VISION

**To make electronics design accessible to
broader market to allow more innovation**

by creating an Electronics System Design & Lifecycle Management platform
together with **Altium**

ACCESS TO TECHNOLOGY

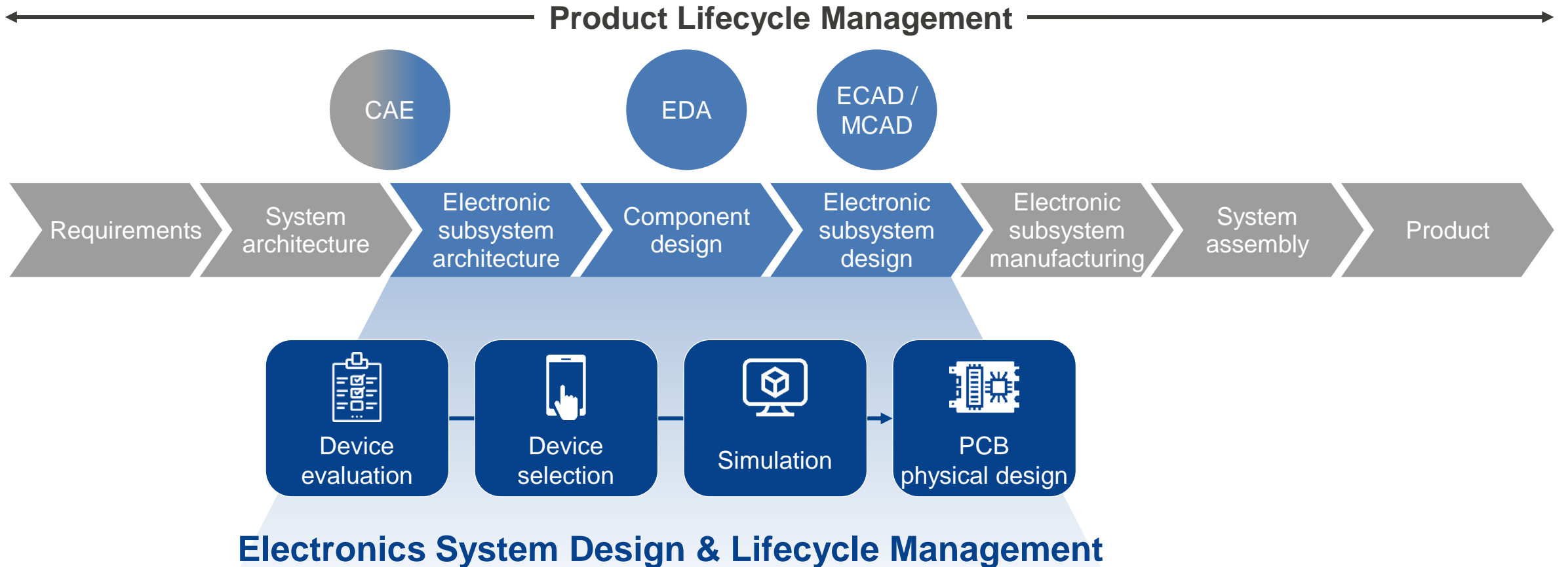


Mainframe / server



PC

WHERE WE FIT



CAE: Computer Aided Engineering EDA: Electronic Design Automation ECAD: Electrical CAD MCAD: Mechanical CAD

INDUSTRY-FACING CHALLENGES



Fragmented resources



Design complexity



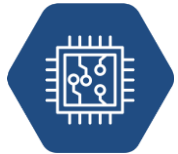
Time to market

SOLUTIONS WE WILL BRING

Data



M / ECAD data of integrity



Standardized library



Reusable system-level designs

Components



BOM management



Device search



Inventory / EOL management

Development



Evaluation



Simulation



Development

Collaboration



PLM / CAE / EDA



Manufacturing





Components & distributors

IMMEDIATELY BETTER TOGETHER




 Components	<ul style="list-style-type: none">▪ Extensive MCU footprint and broadest product portfolio▪ 400+ winning combinations
---	--


 Platform(s)	<ul style="list-style-type: none">▪ Leading collaboration platform▪ Leading parts search platform
--	--

 Complementary customers	<ul style="list-style-type: none">▪ Intimacy with enterprises▪ Skilled support workforce
--	---



 Complementary customers	<ul style="list-style-type: none">▪ Most popular PCB software▪ Instantly usable functionalities
--	--

 Financial capacity	<ul style="list-style-type: none">▪ Scale for bolt-ons
---	--

 Digital expertise	<ul style="list-style-type: none">▪ 850+ headcount well versed in cloud and software technology
--	---



LONGER-TERM BENEFIT

To Renesas



Broader user base



Easier-to-use solutions & devices



Enriched ecosystem

To industry



More innovation



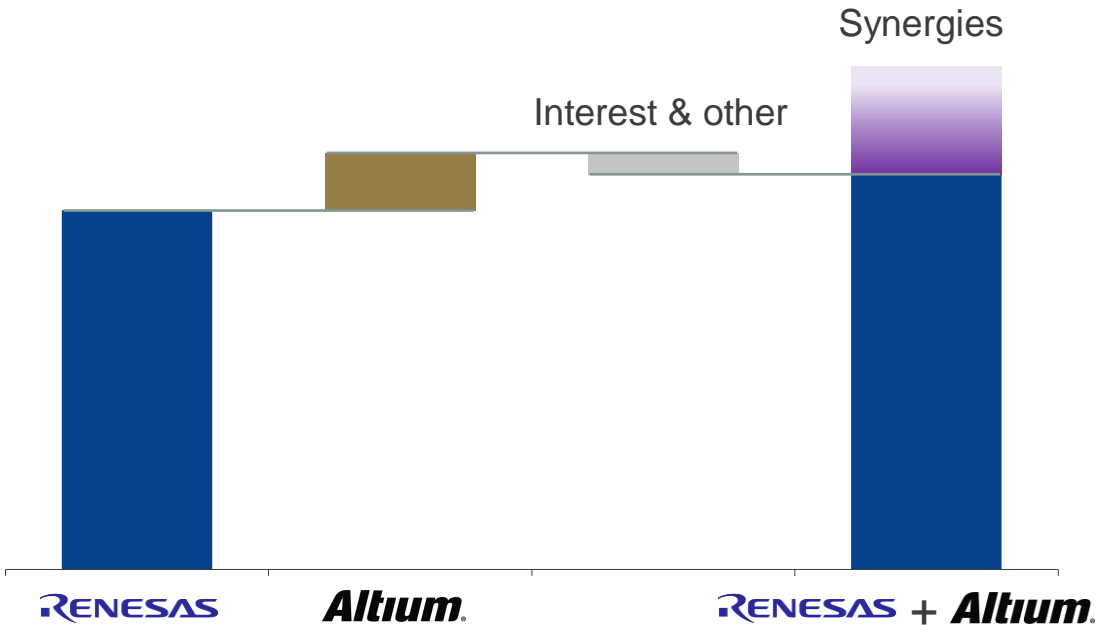
More electronics



Easier access to technology

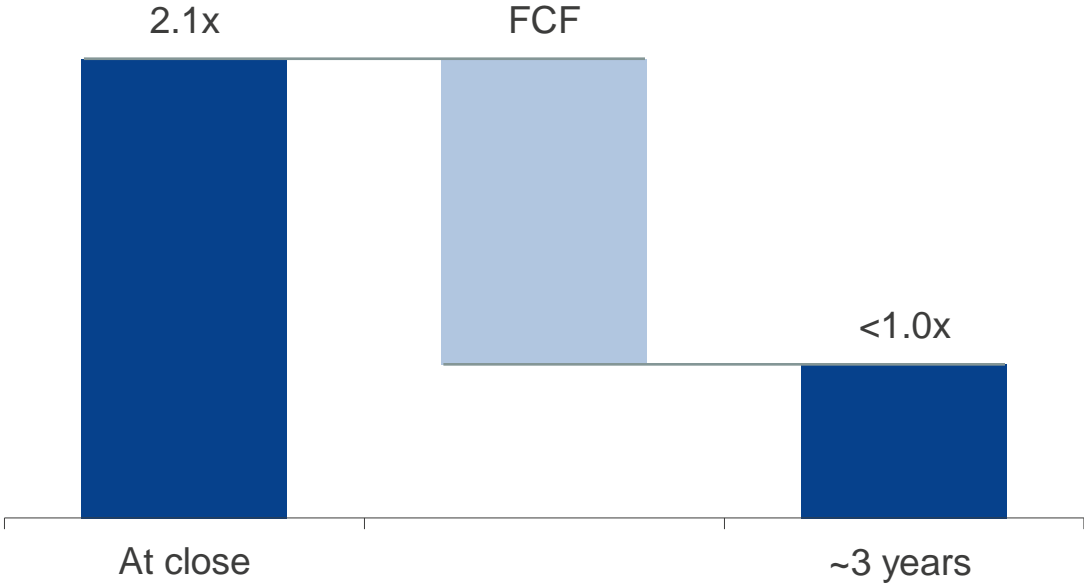
FINANCIALS

EPS accretion



Immediately accretive to earnings without synergies

Deleveraging



Quick deleveraging as demonstrated in past acquisitions

Note: Deleveraging figures represent pro forma net leverage of the combined company, non-GAAP EBITDA basis

TRANSACTION OUTLINE

Consideration

- A\$68.50 per share
- Equity value of A\$9.1 billion*¹ / Enterprise value of A\$8.8 billion*²
- Premium of 34% to February 14 and 39% to one-month VWAP
- To be paid in cash

Funding

- Financed with bank loans and cash on hand
- Not subject to any financing conditions

Closing

- Subject to customary closing conditions including approvals by Altium shareholders, Australian court and regulators
- To be closed in 2H, subject to timing of required regulatory approvals

Integration

- Altium to be a wholly-owned subsidiary of Renesas
- Business operations to be run at arm's length
- Support functions to be integrated

*1: Approximately ¥887.9 billion at an exchange rate of ¥97 to the A\$ *2: Approximately ¥859.3 billion at an exchange rate of ¥97 to the A\$

The Renesas logo is displayed in a bold, blue, sans-serif font. The letter 'R' is stylized with a sharp, curved tail that extends downwards and to the left. The remaining letters 'E', 'N', 'E', 'S', 'A', and 'S' are in a clean, blocky font with a slight slant to the right.

RENESAS

THANK YOU