

# Renesas Global Code of Conduct

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At Renesas Electronics Group (“Renesas”)\*, we conduct business ethically, honestly, and in full compliance with applicable laws and regulations. This applies to every business decision in every area of Renesas worldwide. This document is Renesas’s Global Code of Conduct (the “Code”), which covers basic legal and ethical requirements and principles for conducting our professional relationships.

Renesas’s principles of business conduct define the way we do business worldwide. These principles are:

- **Honesty.** Demonstrate openness, integrity, and high ethical standards in all business dealings.
- **Respect.** Treat customers, suppliers, employees, and others with respect and courtesy.
- **Confidentiality.** Protect the confidentiality of Renesas’s information and the information of our customers, suppliers, and employees.
- **Compliance.** Ensure that business decisions comply with applicable laws, rules, and regulations.

As part of this, you are expected to:

- **Comply** with Renesas’s Code, our principles, and all applicable legal requirements.
- **Use good judgment.** Apply this Code, review our policies, review legal requirements, seek advice, and then decide what to do.
- **Speak up.** If you have knowledge of a possible violation of Renesas’s Code, other Renesas policies, or legal or regulatory requirements, you must notify one or more of the following (depending on the situation): your manager, any member of leadership, Human Resources (“HR”), Finance, or Legal, or contact the Renesas Electronics Group Hotline (the “Group Hotline”).
- **Ask questions.** When in doubt about how to proceed, discuss it with your manager or their manager, your HR representative, Finance, or Legal.

Renesas’s Code applies to all employees, directors, independent contractors, consultants, suppliers, joint venture partners, and others who do business with Renesas. If you are a line manager, we expect you to be a role model for the Code, ensure your team members are familiar with it, and hold them accountable for complying with it.

\* “Renesas Electronics Group” refers collectively to Renesas Electronics Corporation and its subsidiaries.

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No Code could ever anticipate every ethical decision we may face in business. This Code identifies the channels and procedures that we have established to help answer your questions about matters that may have ethical implications. This Code is not intended to replace any of Renesas’s corporate policies that have been developed for specific topics.

Failure to comply with Renesas’s Code may result in disciplinary action up to and including termination of employment or the end of your working relationship with Renesas.

Renesas will not retaliate—and will not tolerate retaliation—against any individual for filing a good-faith complaint with management, HR, Legal, Finance, or the Group Hotline, or for participating in the investigation of any such complaint.

**Sincerely,**

**Hidetoshi Shibata, President and CEO**

# 1. Conflicts of Interests

## Is it OK to....?

*... invite a family member or relative to apply for a job at Renesas?*

*Yes, we encourage employee referrals, but they need to go through the normal recruitment process. Hiring them directly is not allowed.*

## Is it OK to....?

*... invite people you know to bid or pitch to Renesas for contracts?*

*Yes, but you need to ensure that they go through an appropriate procurement process to ensure openness and transparency. You should always make sure that there is an approved contract in place. Depending on the circumstances, you may also need to recuse yourself from the procurement process if you have significant personal or financial ties to the individuals bidding or pitching to Renesas for contracts.*

# 2. Outside Employment and Inventions

## Is it OK to....?

*... do occasional contract work for another company in an unrelated field while working at Renesas if my employment agreement does not prohibit it?*

*Yes, provided you comply with the Code restrictions and applicable law, and notify your manager and Human Resources.*

A conflict of interest is any personal or professional activity that is inconsistent with or opposed to Renesas's best interests, or that gives the appearance of impropriety or divided loyalty. Conflicts of interest erode trust, may put Renesas at risk, and could damage reputations.

Avoid any situation that creates a real or perceived conflict between your personal interests and those of Renesas. Even when nothing wrong is intended, the appearance of a conflict can have negative effects. Consider how your actions might look to others. Use good judgment, and if you are unsure about a potential conflict, talk to your manager or contact Legal.

Do not conduct Renesas business with family members, relatives, or others with whom you have a significant personal relationship or entities in which you have a significant financial position. In rare cases where exceptions may be appropriate, written approval from the Senior Vice President of your business area, Legal, and HR is required.

You should never use your position at Renesas to obtain favored treatment for yourself, family members, or others with whom you have a significant relationship or entities in which you have a significant financial position. This applies to purchases or sales; investment opportunities; hiring, promoting, or selecting contractors or suppliers; and any other business matter. If you believe you have a potential conflict involving a family member or other individual or entity, disclose it to your manager and Legal. In addition, please inform Legal if you hold an elected or appointed public office while employed at Renesas.

All Renesas employees must notify their manager and HR before taking any employment outside of Renesas (if other employment is permitted by your employment agreement and local policies). Employees must not serve as directors, officers, or consultants of any organization that might supply goods or services to Renesas, buy goods or services from Renesas, or compete with Renesas, without prior approval from Legal.

Any employee (full-time or part-time) who obtains additional outside employment, has or is providing services to an outside business, or is working on an invention must not:

- Use any time at work or any Renesas assets for your other job, outside business, or invention. This includes Renesas workspace, email, phones, computers, internet access, printers, and any other Renesas assets.
- Use your position at Renesas to solicit work for your outside business or other employer, to obtain favored treatment, or to pressure others to assist you in working on your invention or buying or selling your products or services.

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### 3. Workplace Relationships

*Is it OK to....?*

*... be in an intimate relationship with another Renesas employee?*

*Yes. But if there is the potential for conflict of interest (or the appearance of conflict of interest) you must notify HR.*

### 4. Buying and Selling Shares

*Is it OK to....?*

- Participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at Renesas.
- Use confidential Renesas information to benefit your other employer, outside business, or invention.

Before participating in inventions or businesses that are in the same area as your work for Renesas or that compete with or relate to Renesas's present or reasonably anticipated business, products, or services, you must have written approval from a) your manager, b) the Senior Vice President of your business area, c) Legal, and d) HR.

Personal relationships in the workplace may present actual or perceived conflicts of interest when one individual in the relationship is in a position to make or influence employment or business decisions regarding the other. There may be situations where immediate family members, close friends, or those with whom we are in an intimate relationship are employed by Renesas, its suppliers, or competitors. In these situations, transparency is essential, so it is important to disclose such situations to a manager, HR, or Legal as soon as you become aware of them. Renesas can then evaluate and take appropriate steps to avoid even the appearance of a conflict of interest.

Furthermore, an immediate family member of an active employee may not occupy a position that will be working directly within the same department as, for, or supervising the employee. An individual involved in an intimate relationship with a current employee may also not occupy a position that will be supervising the employee. If an immediate family member relationship or intimate relationship is established between two employees in a reporting situation described above during employment, it is the responsibility and obligation of the supervisor involved in the relationship to disclose the existence of the relationship to management.

Renesas reserves the right to take prompt action if an actual or potential conflict of interest arises involving immediate family members or individuals involved in an intimate relationship who occupy positions at any level (higher or lower) in the same line of authority. Appropriate actions may include but are not limited to an agreed upon transfer, a change in work schedule, or a change in reporting structure.

Never buy or sell shares if you know of information that has not been publicly announced and that may significantly impact an investor's decisions ("Material Facts"). Material Facts include but are not limited to important matters decided by the company (e.g., issuance of shares of a certain size, acquisition of treasury stock, merger, and transfer/acquisition of important business); important matters that have arisen within the company (e.g., serious damage from disasters or in the course of

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*... use my knowledge of Renesas to buy or sell, or advise my friends to buy or sell, Renesas stock?*

*In general, the answer to this is no.*

*Is it OK to....?*

*... sell shares in a closed period if I really need the money?*

*It depends. It is your responsibility to be aware of Renesas's closed period and the requirements for buying or selling shares during a closed period.*

## 5. Harassment and Discrimination

*Is it OK to....?*

*...make jokes with sexual innuendo or racial stereotypes even if everyone listening laughs?*

*No, jokes or comments with sexual innuendo or racial stereotypes are not appropriate.*

operations); financial information of the company; and other items that may have a significant influence on investment decisions.

This policy applies to decisions to buy or sell Renesas shares or third-party shares, such as the shares of a Renesas supplier, vendor, customer, or acquisition target. It is also against Renesas policy and may be illegal to give others, such as friends and family, tips on when to buy or sell shares when you are aware of material, non-public information concerning those shares. Violations may result in disciplinary action up to and including termination of employment, as well as criminal prosecution which may result in fines and/or imprisonment.

In addition, you are not allowed to invest in derivatives of Renesas shares, including hedging transactions and transactions involving options, warrants, puts, or calls or similar instruments related to Renesas shares. (This excludes employees holding, exercising, or selling option or RSU/PSU grants from Renesas.)

Certain Renesas employees and directors may be subject to closed periods during which certain requirements must be met before they are allowed to buy or sell Renesas shares. Renesas may announce additional requirements on an individual, group, or company-wide basis under specific circumstances. Even if you are not in a closed period, it is illegal to buy or sell shares based on or when you are aware of material, non-public information. Please review the Insider Q&A and your company's policy on Buying and Selling Shares, where applicable, for more information and refer specific questions on buying and selling shares to Legal.

We value diversity in our workforce, as well as in our customers, suppliers, and others. We provide equal employment opportunity for all applicants and employees. We do not discriminate on the basis of race, ethnicity, religion, sex, national origin, marital status, age, sexual orientation, gender identity characteristics or expression, genetic information, physical or mental disability, pregnancy, medical condition, or any other basis protected by law or regulation. We also make reasonable accommodations for disabled employees and applicants, and for the religious beliefs and practices of employees and applicants, as required by law.

We follow these principles in all areas of employment including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

We are also committed to providing a workplace free of harassment based on personal characteristics such as race, ethnicity, religion, sex, national origin, marital status, age, sexual orientation, gender identity characteristics or expression, genetic information, physical or mental disability, pregnancy, medical condition, or any other basis protected by law or regulation. We do not tolerate harassment against Renesas employees or non-employees with whom we have a business, service, or professional relationship. Harassment

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## 6. Confidential Personal Information

### Is it OK to....?

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*...share personal information regarding other Renesas employees?*

*Generally, no. Personal information about other employees is confidential and should only be shared with those with a business need to know the information.*

## 7. Workplace Privacy

### Is it OK to....?

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*...use my Renesas laptop to read personal email at lunch?*

*Yes, you can use our electronic equipment for incidental personal matters. But because you are using Renesas equipment, we may have the right to monitor or intercept that communication, subject to applicable law. Employees in Germany must sign a User Consent Form to use Renesas systems or network for personal reasons*

can include slurs, offensive remarks, jokes, and non-verbal, electronic, or physical conduct that could create an intimidating, hostile, or offensive work environment. This applies to interactions with employees, customers, suppliers, and applicants for employment, and any other interactions where you represent Renesas.

If you feel that you have been harassed or discriminated against or have witnessed such behavior, report the incident to any member of HR, any supervisor or manager, up to and including the CEO, Legal, or the Group Hotline, as appropriate.

As part of your job, you may have access to personal information regarding other Renesas employees or applicants, including information regarding their employment history, personal contact information, compensation, or performance and disciplinary matters. You may also have access to individual data, such as personal contact information, for people employed by customers or suppliers. This information is confidential and should be shared only with those who have a business reason to know the information. It should not be shared outside Renesas unless there is a legal or business reason to share the information, you have approval from your manager, and any applicable legal requirements are met.

As a Renesas employee, it's important you understand (subject to local law and regulation as well as Renesas's internal review process) that Renesas may take the following steps when you access Renesas's network or systems or use any device, regardless of ownership, to conduct Renesas business:

- Access, search, monitor, and archive all data and messages sent, accessed, viewed, or stored (including voicemail and personal accounts).
- Conduct physical, video, or electronic surveillance, search your workspace (such as file cabinets, desks, and offices, even if locked), review phone records, or search any non- Renesas property (e.g. backpacks, purses) on company premises, subject to applicable law.
- Inspect and review the contents of your Renesas equipment.
- Disclose to law enforcement or third parties without prior notice information discovered during any search that indicates possible unlawful behavior or matters subject to litigation.

## 8. External Communication, Public Speaking, and Press Inquiries

### *Is it OK to....?*

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*...write an article or present on a topic related to Renesas's products or services?*

*Yes, provided you have advance approval from the Senior Vice President of your business area and, if applicable, Corporate Communications.*

## 9. Protecting Renesas's Confidential Information and Information-Related Systems

As a publicly traded company, Renesas must comply with a variety of regulations that govern public communications to investors and the public and promote transparency in financial markets. Therefore, all public speaking engagements that relate to Renesas's business or products must be pre-approved by the Senior Vice President of your business area and, if there is potential for media coverage, Corporate Communications.

If you author or co-author an article or publication (including publication on websites or social media) that relates to Renesas's products and services, do not identify yourself in the publication as a Renesas employee without prior approval from Corporate Communications. In addition, in some cases where the content relates to Renesas's technology, such publications may require Senior Vice President and Legal approval. If you are writing or speaking in a personal capacity, make it clear that you are not speaking on behalf of Renesas.

When representing Renesas, never officially endorse a product or service of another business or an individual unless the endorsement has been approved by your manager and Corporate Communications.

If you receive approval to make a public presentation at a business meeting or conference, you may not request or accept any form of financial compensation, except expenses approved by your manager. Sometimes you may be given a small gift as a "thank you." Provided this does not contravene our gift guidelines (see "Giving and Receiving Business Gifts" in Section 21 below), you may accept. All inquiries from the media or the financial analyst community must be referred to Corporate Communications or Investor Relations. You must not post messages to any public discussions such as chat rooms, blogs, bulletin boards, or similar open public forums on the internet of information which is confidential to Renesas or likely to influence the share price.

One of Renesas's greatest assets is information about our technology, methodology, products, and our customers' products and plans. Do not disclose confidential, operational, financial, trade secret, or other business information without verifying with your manager that such disclosure is appropriate. Typically, disclosure of this information is very limited, and the information may be shared with customers, vendors, suppliers, or other third parties only after a non-disclosure agreement is in place. Avoid consulting or advisory requests by third parties for expert "industry" information or advice that relate to Renesas's business or technology. Never post Renesas's confidential information on personal social media



### Is it OK to....?

*...do my work, or talk about work in a train, airplane, or taxi, etc.?*

*When in doubt, don't. You should only do this if you are confident that no one can see or overhear what you are working on or discussing. You should not do confidential work in a place where you can be overheard or your computer can be seen by others. Consider use of privacy laptop screens as appropriate.*

## 10. Renesas Identity and Trademarks

sites. Even within Renesas, confidential information should be shared only on a need-to-know basis.

Renesas will implement the necessary security measures to protect its information systems and computer networks (“Information-Related Systems”) from computer viruses, as well as information leakage and information system failure caused by unauthorized access.

In addition, we each have an obligation to protect Renesas’s Information-Related Systems, property, and confidential information and to abide by the following guidelines:

- Watch what you say. Being aware of who is around you and what they might learn from you is an important way to protect Renesas’s business and technology secrets and our customers’ confidential information. Don’t let Renesas’s or our customers’ secrets fall into the wrong hands.
- Protect our assets. Keeping track of Renesas assets and information entrusted to you, and preventing opportunities from loss, misuse, waste, or theft of Renesas property is everyone’s responsibility. Take precautions to safeguard Renesas’s Information-Related Systems. For example, maintain secrecy of your company passwords, be careful of emails from unfamiliar sources, control access to your IT devices, avoid using personal accounts or devices for Renesas business, and double check distribution lists and attachments before sending emails containing confidential information.
- Set the example. Behaviors are contagious. Be a model for your co-workers and our partners. For example, use Renesas’s Information-Related Systems only for legal and ethical purposes and not for any private or personal purposes. Do not access the Information-Related Systems through any unjust or inappropriate means. Contact Information Systems or Legal if you become aware of unauthorized disclosure or loss of confidential information.

For more information see your company’s policy on Confidential Information, and the confidentiality provisions of your employment agreement or related agreements as applicable.

The Renesas name, names of products, and logos collectively create the Renesas identity. Before publicly using the Renesas name, trademarks, product names, service names, taglines, or the Renesas logo, review your company’s policy on how names and logos can be used and presented. Before using the product names, service names, taglines, or logos of third parties, check with Corporate Communications or Legal.

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*Is it OK to....?*

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*...use the Renesas name or logo on news releases and advertisements?*

*Yes, provided such usage complies with your company's rules on marks and emblems.*

## 11. Renesas Inventions, Patents, & Copyrights

*What should I do if I want to patent an invention that I am working on for Renesas....?*

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*Contact Renesas's Intellectual Property Group. Renesas will generally patent its employees' inventions, even if they are not ultimately implemented in actual products.*

## 12. Activities Related to Technical Standards

*Is it OK to....?*

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*...join an organization that develops or promotes technical standards?*

*Yes, provided you receive advance approval from your Senior Vice President and Legal has reviewed any related membership or contribution agreements.*

Renesas's practice is to consider patenting the inventions of its employees, regardless of whether the inventions are implemented in actual products. If you are involved in technology, methodology, or product development, you should contact Renesas's Intellectual Property group regarding the patentability of your innovations without delay after completing the invention. Be alert to possible infringement of Renesas's patents and bring any possible infringements directly to Legal.

See your company's policy on Intellectual Property, where applicable, for more information and refer any questions to Renesas's Intellectual Property group or Legal.

There are numerous organizations that develop or promote technical standards (such as IEEE). Joining or contributing to such groups can put Renesas's intellectual property at risk of disclosure and implicit or explicit licensing obligations associated with technical standards and standards setting organizations. Before engaging in activities related to technical standards, including, for example, joining a standards organization or working group, contributing technology to a standard, or using a standard in the development of a Renesas technical product, employees should receive approval from their Vice President or Senior Vice President as appropriate and request Legal review of any related membership or contribution agreements.

## 13. Accuracy of Records and Reports

### *Is it OK to....?*

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*...misstate or misrepresent information in Renesas's records or reports?*

**No. All Renesas records and reports must be full, fair, accurate, timely, and understandable.**

## 14. Fraud and Deception

### *What is fraud?*

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*Fraud, in general terms, is an intentional act committed to secure dishonest gain and/or cause loss to another.*

## 15. Records, Information Management, and Legal Hold

### *What is a "legal hold"?*

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*A "legal hold" specifies those documents that cannot be altered, destroyed, deleted, or modified in any manner.*

### *Is it OK to....?*

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*...delete my emails after receiving a "legal hold"?*

**No. Records subject to a "legal hold" can only be deleted after you are**

Accurate records are critical to meeting Renesas's legal, financial, and management obligations. Ensure that all records and reports, including timecards, customer information, technical and product information, correspondence, and public communications are full, fair, accurate, timely, and understandable. Never misstate facts, omit critical information, or modify records or reports in any way to mislead others, and never assist others in doing so.

All employees and directors who are involved in public communication or regulatory filing of information regarding Renesas's financial and business condition must follow Renesas's disclosure controls and procedures and take appropriate steps to ensure such information is full, fair, accurate, timely, and understandable.

All employees should be alert to risks of fraud, misappropriation, and other irregularities such as fraudulent financial reporting, misappropriation of assets, expenditures, and liabilities for improper purposes, fraudulently obtained revenue or assets, or avoided costs or expenses. You should report any suspected fraud immediately to your manager, Finance, Legal, or the Group Hotline and adhere to Renesas's standards, policies, procedures, and controls to provide an environment that will minimize the opportunity for fraud.

As a Renesas employee, you have a responsibility to manage records and information. The definition of "records and information" is extremely broad. Information includes all documents and data. A "record" is anything that has enduring business value. Records must be kept according to Renesas's policies for legal, accounting, and other regulatory requirements.

At times, Renesas may need to retain records and information beyond the period they would normally be kept. The most common reasons are litigation, other legal matters, or audits.

In these situations, retention and preservation of records and information is critical. If you have records and information that may be required for litigation or other legal matters, Legal will place those documents on a "legal hold," meaning the records and information cannot be altered, destroyed, deleted, or modified in any manner. Legal will notify the individuals most closely identified with the records and information about the legal hold and will provide instructions for retaining the records and information. Recipients of a legal hold must ensure that these instructions are followed. A legal hold remains in effect until you are notified by Legal in writing.

*informed by Legal that the hold is no longer in effect.*

## 16. Customer Focus

Every product we make and every service we provide is for our customers. We focus on providing innovative, high-quality products and demonstrating integrity in every business interaction.

We will provide products and services with full consideration for their safety, reliability, and quality. Products and services supplied to customers must meet all legally mandated product safety and quality standards and internal company regulations.

We will also strive to provide customers with all relevant information needed to use and handle our products and services (e.g. product specifications, usage conditions, and correct usage environment etc.) safely and confidently. If a safety or quality problem should occur with a Renesas product or service, we will quickly identify the root cause, implement corrective measures, and take action to prevent a recurrence.

## 17. Non-Disclosure / Third-Party Information

*Is it OK to....?*

*...share information that may be confidential with vendors you are working with?*

*Before sharing any potentially confidential information outside Renesas, make sure that an NDA is in place and sent to Legal.*

Customers, suppliers, and others disclose confidential information to Renesas for various business purposes. It is the responsibility of every Renesas employee to protect and maintain the confidentiality of this information.

When dealing with a customer, supplier, vendor, or other third party, never share confidential information without your manager's approval unless the information has already been classified for disclosure. Also, never share confidential information outside Renesas (for example, with vendors, suppliers, or others) unless a non-disclosure or confidentiality agreement is in place. These agreements document the need to maintain the confidentiality of the information. Limit the amount of confidential information shared to the minimum necessary to address the business need.

## 18. Obtaining and Using Business Intelligence

Renesas legitimately collects information on customers and markets in which we operate. Renesas does not seek business intelligence by illegal or unethical means. Sometimes information is obtained accidentally or is provided to Renesas by unknown sources. In such cases, it may be unethical to use the information, and you should immediately contact your manager or Legal to determine how to proceed.

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## 19. Third-Party Intellectual Property

## 20. Copyright- Protected Content

## 21. Giving and Receiving Business Gifts

### *Is it OK to ...?*

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*...give a favored customer a Christmas or New Year present?*

*Yes, provided the conditions on the right column are met.*

### *Is it OK to ...?*

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*... take a customer or potential customer out to dinner? Please exercise caution when providing hospitality to government officials (see "Governments as Customers" in Section 27 below).*

*Yes, provided the conditions on the right are met.*

### *Is it OK to ...?*

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*...give a customer \$20 in advance for a taxi back to the airport?*

It is Renesas's policy not to knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that Renesas may be infringing or misappropriating an intellectual property right, including patents, copyrights, trademarks, or trade secrets owned by a third party, you should contact Legal.

Never use or copy software, music, videos, publications, or other copyright-protected content at work or for business purposes unless Renesas is legally permitted to do so. Never use Renesas facilities or equipment to make or store unauthorized copies.

Employees may not give or receive gifts or entertainment to or from current or potential vendors, suppliers, customers, or other business associates unless all the following conditions are met:

- **Nominal value.** The value of the gift or entertainment is nominal and appropriate to the circumstances. Gifts or entertainment with value in excess of US\$200 per person may only be considered appropriate in rare and unusual circumstances. Discuss any gifts or entertainment with a value approaching US\$200 per person with your Senior Vice President, or if you are a Senior Vice President, with Renesas's CEO or Chief Legal Officer.
- **Customary.** The item is a customary business gift and would not embarrass Renesas if publicly disclosed. Before offering a gift or entertainment, check with the person or their organization to determine whether doing so would violate their policies or any applicable integrity agreements. Cash is never an acceptable gift. Giving or receiving cash is generally viewed as a bribe or kickback and is always against Renesas policy.
- **No favored treatment.** The purpose of the gift is not to obtain special or favored treatment.
- **Transparency.** The gift is presented openly with complete transparency.
- **Legal.** Giving or accepting the gift is legal in the location and under the circumstances where given, and local tax requirements are met.
- **Recipient is not a government official.** Never provide a gift, including meals, entertainment, or other items of value, to a government official without advance approval from Legal.

This policy does not preclude Renesas as an organization from receiving, providing, or evaluating complimentary products or services, or from making charitable donations. It is not intended to preclude Renesas from

*No, but you can reimburse them once they send you the receipt.*

## 22. Business Expenses

## 23. Competition and Trade Practices

*Remember: Always consult Legal whenever you have a question.*

giving or lending equipment to a company or organization, provided the gift or loan is openly given, consistent with legal requirements, and in Renesas's business interests. This policy also does not preclude the attendance of Renesas employees at business-related social functions if attendance does not create a conflict of interest.

See "Anti-Bribery and Anti-Corruption" in Section 24 below and your company's policy on Anti-Financial Crime, where applicable, for more information. Please refer any questions to your manager or Legal.

All employees must observe policies and procedures regarding business expenses, such as meal and travel expenses, and submit accurate expense reimbursement requests. Please see your company's policy on Corporate Travel, where applicable, and refer any questions to HR or Finance.

Anti-competitive activities are strictly prohibited. Agreements and exchange of information with competitors are subject to rigorous scrutiny in all countries. Competitors are expected to compete, and compete aggressively on all terms. Agreements and exchange of information with our resellers, distributors, and suppliers can also give rise to scrutiny, particularly if Renesas has a leading position in the market. You should not:

- Agree with competitors or exchange information with competitors on price, policies, contract terms, costs, inventories, marketing plans, capacity plans, or other competitively significant terms.
- Engage in any action that could be interpreted as forming or participating in a cartel (for example, participating in gatherings or conversations with competitors that may be construed as an attempt to restrict competition).
- Engage in any action that could exclude or control the business activities of other companies or prevent new entrants to the business areas in which we operate.
- Agree with competitors to divide sales territories, products, or assign customers.
- Agree with resellers on the resale pricing of Renesas products without Legal approval, or unjustly restrain the business of sales partners (for example, placing restrictions on resale prices). Resellers must be free to determine their own resale prices.
- Violate fair bidding practices or provide information to benefit one vendor over other vendors.
- Engage in pricing or practices that could defraud a supplier or others (for example, forcing mutual dealings, delaying subcontract payments, unreasonably returning goods, or demanding unjust price reductions).

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## 24. Anti-Bribery and Anti-Corruption

### *Is it OK to ...?*

*Accept a small payment or a small gift from a new business partner if your refusal will result in a loss of business to Renesas?*

*No. Any bribes, no matter the value, are strictly prohibited. This prohibition on bribery applies to giving or receiving anything of value, not only money. This includes business opportunities, jobs, favorable contracts, donations, travel, gifts, and hospitality.*

Renesas will comply with the anti-bribery and anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act (FCPA) and the United Kingdom (UK) Bribery Act, both of which apply to global business. You should not, directly or indirectly, offer or make a payment or offer anything of value to any persons for the purpose of influencing an official act or decision in order to assist Renesas in obtaining or retaining business or otherwise obtaining a business advantage.

In most of the countries where Renesas does business, “facilitation payments” are considered a form of bribery and are illegal. A facilitation payment is any payment made to facilitate or expedite decisions or actions by government agencies or government officials. As part of our zero-tolerance approach to bribery and corruption, Renesas prohibits the making of facilitation payments no matter how small the amounts, whether or not they are permitted by local or other laws.

Renesas’s prohibition against offering, promising, or paying bribes also applies to third parties (including but not limited to new business partners and suppliers) who provide services or act on Renesas’s behalf, such as suppliers, agents, contractors, consultants, and distributors. This principle applies to Renesas transactions everywhere in the world, even where the practice may be widely considered “a way of doing business.” Under some statutes (such as the FCPA), these are criminal actions that can lead to prosecution.

A high degree of risk exists when we interact with government officials who may be in an actual or perceived position of influence which could affect our business. For such reasons, any direct or indirect dealings with government officials that involve the provision of anything of value to a government official, including but not limited to the provision of any gift or favor, must be approved in advance by Legal. You must also refrain from making charitable donations or sponsorships if it confers a personal benefit on a government official or if the donation is part of an exchange of favors with the official. In addition, do not hire an official or someone suggested by, or related to, an official to help Renesas obtain or keep business, or if the official offers to give a benefit to Renesas or threatens to act in a way that harms Renesas if the requested hiring decision is not taken. Always use Renesas’s normal hiring process. See “Governments as Customers” in Section 27 below for more information.

To ensure that agents and representatives acting on Renesas’s behalf are not themselves offering or receiving bribes or kickbacks, all such arrangements must be pursuant to a written agreement, documented in accordance with all applicable legal and accounting requirements, and in compliance with Renesas’s policies on ethical business practices. The compensation to be provided in the written agreement must be clearly commensurate with the activities the agent or representative has

## 25. Side Deals or Side Letters

### *Is it OK to ...?*

#### *Change a contract once agreed?*

*Yes, provided the changes are in writing and agreed by both parties. Where relevant, you may also need your manager or Renesas's legal team to approve the change.*

## 26. Money Laundering

### *Is it OK for ...?*

#### *Customers or vendors to make large payments in cash?*

*Generally, no. Acceptance of cash as a form of payment by Renesas is strongly discouraged. Cash payments are often used by money launderers and leave very little in the way of audit trails. If no other option is available, then steps must be taken to verify that payment is being received from a valid Renesas business partner*

undertaken. See “Side Deals or Side Letters” in Section 25 below and your company’s policy on Anti-Financial Crime, where applicable, for more information and refer specific questions to Finance or Legal.

If you have a question or concern about possible corruption, contact Legal or our third-party hotline provider’s website: <http://renesas.ethicspoint.com>. You will not suffer adverse consequences for refusing to pay or take a bribe or kickback, even if this results in the loss of business to Renesas. Renesas will not tolerate any retribution or retaliation against anyone for raising a concern in good faith about a potential violation of this policy, or for cooperating with an investigation. When you raise a concern, we will maintain your confidentiality to the extent permitted by the local law in your country.

All the terms and conditions of agreements entered into by Renesas must be formally documented. Contract terms and conditions define the key attributes of Renesas’s rights, obligations, and liabilities and can also dictate the accounting treatment given to a transaction. Making business commitments outside of the formal contracting process, through side deals, side letters, or otherwise, is unacceptable.

You should not make any oral or written commitments that create a new agreement or modify an existing agreement without approval through the formal contracting process. See your company’s policy on General Authorization, where applicable, for more information and refer any specific questions to Finance or Legal.

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited only to cash-based transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation, and can expose Renesas to severe sanctions.

Renesas forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion of funds. Anti-money laundering laws of the U.S, other countries, and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

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*and that controls for handling cash are in place.*

## 27. Governments as Customers

*Is it OK to ...?*

*Place a bid on a government contract?*

*Yes, provided that any special requirements on the contract opportunities are met and you consult with Legal in advance.*

## 28. Supply Chain

*What if...?*

*I am involved in a supplier selection process and one of the suppliers sends me a nice gift as show of goodwill. The gift doesn't change my opinion and I still plan to make my decision based solely on Renesas's best interests. May I keep the gift?*

*No. Especially during the selection process, receiving such a gift creates the appearance of impropriety. We should decline any gifts given in such a situation and should report the matter to a manager. Although you may be prepared to make an objective*

If you deal directly with customers or vendors, the following examples may be indications of potential money laundering:

- Attempts to make large payments in cash.
- Payments by someone who is not a party to the contract.
- Requests to pay more than provided for in the contract.
- Payments made in currencies other than specified in the contract.
- Payments from an unusual, non-business account.
- Transactions forming an unusual pattern such as many repetitive cash payments.

Please refer any specific questions to Finance or Legal.

Governments often place special bidding, pricing, disclosure, and certification requirements on firms with which they do business. Discuss these requirements with Legal before bidding for government business.

It may be illegal to give a gift, even an inexpensive meal or a T-shirt, to a government employee. The rules vary depending on the location and job position of the government employee. To prevent violations, obtain approval from Legal for any gifts or hospitality to government officials before giving a gift or providing hospitality.

See "Anti-Bribery and Anti-Corruption" in Section 24 above for more information.

Responsible supply chain management is particularly important given Renesas's business model and customer requirements. This not only includes operational and commercial aspects, but also labor, human rights, health, safety, environmental, legal compliance, and business ethics. Renesas requires our major suppliers to comply with the Responsible Business Alliance (formerly Electronics Industry Citizenship Coalition) Code of Conduct. We also support the United Nations Global Compact and are committed to preventing practices such as forced labor and human trafficking and we expect our suppliers to do likewise.

Child labor is not to be used in any stage of manufacturing Renesas products. The term "child" refers to any person employed under the age of 15, under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 should not perform work that is likely to jeopardize their health or safety. Renesas regularly conducts self-checks such as surveys and investigations on child labor to confirm that our operations are not illegal or inappropriate.

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*decision, this gift could still give the appearance of the potential supplier having won our favor over another.*

## 29. No Relations with Antisocial Forces

### *What are antisocial forces?*

---

*Any group or individual who seeks economic gains through violence, power, or fraud.*

### *Is it OK to....?*

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*...make an agreement with antisocial forces?*

*No. Renesas is committed to ensuring that the company has no relationship whatsoever with antisocial forces.*

## 30. Donations and Contributions

### *Is it OK to...?*

---

*... volunteer for political office?*

*Yes, provided a) you do it on your own time, b) you do not use Renesas assets or resources, and c) you are clear that*

Labor, human rights, health, safety, environmental, legal, or business ethics violations by Renesas's suppliers or vendors can result in significant reputational, contractual, or commercial harm to Renesas and Renesas's customers. If you become aware of potentially illegal or unethical practices by Renesas's suppliers or vendors, notify the Renesas employee responsible for the relationship (or their manager) and Legal.

Always conduct supplier and vendor negotiations, selection, and management transparently and in Renesas's best interests. Notify your manager or Legal if you have concerns about whether a supplier or vendor relationship is being managed inappropriately or other than strictly on business considerations. See your company's policy on Corporate Procurement/Purchasing and General Authorization, where applicable, for more information.

Renesas does not have any relations with groups or individuals who pursue economic gains by using violence, power, and fraudulent methods (so-called antisocial forces).

Renesas is committed to taking an uncompromising, company-wide approach against antisocial forces and their associates. We do not have any relationship with any antisocial forces or their associates, and we do not accept any demands from an antisocial force or their associates. We also do not make any hidden deals with antisocial forces, nor do we fund antisocial forces.

Renesas will work with external specialist organizations, as appropriate, to defend against demands from antisocial forces. Moreover, we will take civil and criminal legal measures against illegitimate demands and other pressures or approaches from antisocial forces and their associates.

Renesas complies with all laws and internal company regulations related to making donations and will carefully consider the necessity and appropriateness of any proposed donation. Renesas also complies with all laws and internal company regulations related to political contributions, elections, and political activities, and will only participate in such activities, including making contributions, as permitted by law. Any amount of donations or political monetary contributions will be disclosed.

Employees are encouraged to support charitable causes as long as that support is provided without the use of Renesas assets (including employee work time or Renesas's premises, equipment, or funds). Approval for any

*you are doing this in a personal capacity and not on behalf of Renesas.*

## 31. Trade Restrictions and Export Controls

## 32. Environment, Health, and Safety (EHS)

*Is it OK to....?*

*...make threats to other employees even if you are joking?*

**No. Renesas takes all reports of threats seriously, even if an employee made the threat in jest. Renesas will**

charitable donations involving Renesas assets will be made on an individualized basis.

Renesas also encourages individual political engagement. But you must take part in your personal capacity, not as a Renesas representative. This means you should not make or promise any political or campaign contributions, including in-kind contributions, on behalf of, or as a representative of Renesas. You may not make any political contributions intended to influence corruptly any Renesas business relationship or contract award. (See “Anti-Bribery and Anti-Corruption” in Section 24 above for more information.) You may not use Renesas assets (including employee work time and Renesas’s premises, equipment, or funds) to personally support political candidates or campaigns.

Many countries periodically impose restrictions on exports and other dealings with certain countries, persons, or groups. Export laws may control trading of commodities or technologies that are considered strategically important because they have the potential to be used for military purposes or for other reasons. Laws may cover travel to or from a sanctioned country, imports or exports, new investments, and other related topics. Certain laws also prohibit support of boycott activities.

Violations, even inadvertent ones, could result in significant fines, civil and criminal penalties, denial of export licenses, loss of export privileges, mandatory audits, and/or customs inspections and delays. Because these laws and regulations are complex and unique in each country, Renesas provides trainings to employees on trade restrictions and export controls.

If your work involves the sale or shipment of products, technologies, or services across international borders, check with Legal (Global Trade Compliance) to ensure compliance with all applicable laws or restrictions.

Renesas incorporates environmental considerations into all stages of its products’ life cycle, including research and development, design, procurement, production, sale, logistics, use, and disposal. Renesas is committed to preventing pollution as well as minimizing the impact of our products on the environment. See your company’s EHS policy, where applicable, for more information.

Renesas is also committed to providing a safe workplace for employees, customers, vendors, contractors, and others on Renesas property. We comply with the safety laws, standards, and guidelines that apply to our business. Sound safety practices are important in all of our workplaces.

To protect our employees, the public, and our communities, we do not conduct any activity without the proper safety precautions, and we do not

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*investigate and take appropriate action, including but not limited to informing the local authorities and disciplining the offending employee.*

### 33. Alcohol, Drugs, and a Smoke Free Workplace

*Is it OK to....?*

*...take non-prescription or prescription medicines at work?*

*Yes, you can take non-prescription medications such as headache tablets, anti-allergy, insulin as well as other medications prescribed to you by your doctor at work provided you do so under safe conditions.*

### 34. Community Activities

#### Your Obligation to Take Action

*Who should I contact if I want to report a concern?*

*There are several avenues for you to raise a concern, including but not limited to your direct manager, any other Renesas manager, Human Resources, Legal, or the Group Hotline.*

produce any product without the proper safeguards. We believe workplace injuries and illnesses are preventable. We communicate our expectations and safety protocols to employees and suppliers and explain the potential health and safety risks and implications of not following these requirements.

Moreover, Renesas will not tolerate threats of any kind to its employees, whether explicit or implicit, threatening behavior, stalking, or acts of violence. We take all reports of threatening behavior or violence seriously, look into the matter, and take appropriate action.

Employees are prohibited from manufacturing, distributing, dispensing, possessing, using, or being under the influence of illegal drugs in the workplace or during work hours. Use of alcohol or medications on the job or before work can cause safety issues, damage customer relations, and hurt productivity and innovation. Consumption of alcohol during work hours is prohibited, unless at an organized work social function or business meal. Use good judgment and keep in mind that you are expected to comply with all laws and perform to your full ability when working for Renesas.

Renesas is committed to a smoke free and vape free working environment. Smoking and vaping are not permitted in Renesas work areas, except as may be permitted in limited designated areas according to local policies and regulations.

We comply with applicable laws and regulations and strive to operate in ways that benefit the communities in which we conduct business. Renesas encourages you to do the same.

Always apply these principles of business conduct, follow Renesas policies, and comply with all laws and regulations. Because the Code cannot address every situation, you should seek guidance whenever you are unsure about the correct course of action. There are many ways to ask questions about the Code or report concerns:

- In accordance with Renesas's open door policy, you can ask questions and report concerns about the Code with any manager, such as your direct manager, a department head, a division general manager, or another manager up to and including the Chief Executive Officer;
- You can ask questions or report concerns with internal groups who specialize in handling such issues, including Human Resources and Legal; and

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## The Renesas Electronics Group Hotline

*Renesas will not retaliate—and will not tolerate retaliation—against any individual for reporting a concern in good faith with the Group Hotline.*

*Information on contacting the Group Hotline by toll-free telephone or web access is available on posters in office locations and at <http://renesas.ethicspoint.com>*

- You can report an ethics or compliance or safety concern online or by phone through the Group Hotline, which is hosted by a third party and allows anonymous reporting where permitted by law.

The Group Hotline is available 24/7 to all employees worldwide to help answer your questions on business conduct issues, policies, regulations, and compliance with legal requirements. It also allows you to advise Renesas of situations that may require investigation or management attention. It is also available to third parties such as customers or suppliers to register concerns or possible violations.

The Group Hotline is committed to keeping your issues and identity confidential. If you would be more comfortable doing so, you may contact the Group Hotline anonymously. Your information will be shared only with those who have a need to know, such as those involved in answering your questions or investigating and correcting the issues you raise. If your information involves accounting, finance, or auditing, that information may be shared with Renesas's Internal Control Promotion Committee and/or the Board of Corporate Auditors.

Due to legal restrictions, anonymous use of the Group Hotline is not encouraged in certain countries. The Group Hotline allows for anonymous reporting, but anonymous reports may make it more difficult for Renesas to take action to resolve the situation. For more information, refer to our third party hotline provider's website: <http://renesas.ethicspoint.com>.

Questions regarding this Code can be addressed to Legal.

***Renesas's Global Code of Conduct does not form part of any employee's contract of employment or create an employment relationship where one does not otherwise exist. We may amend it at any time without prior notice. Application of this Global Code of Conduct is subject to local law and works council or similar required consultations and endorsements.***