

The following is an English translation of the Notice of the 24th Annual General Meeting of Shareholders of Renesas Electronics Corporation to be held on March 25, 2026. This English translation is provided for your reference and convenience only. If there is any inconsistency between this translation and the official Japanese Original, the latter shall prevail.



Voting Deadline 5:30 P.M.
March 24, 2026 (Tuesday)

24th Annual General Meeting of Shareholders
Convocation Notice

January 1st, 2025 ▶ December 31st, 2025

- Date Time** **March 25, 2026 (Wednesday)**
9:00 A.M. (Japan Standard Time)
- Online streaming will start from **8:30 A.M.**
- How to hold** **Shareholders Meeting without a Designated Location (Virtual-Only Shareholders' Meeting)**
- The shareholders' meeting will be held entirely online. Please note that there is no physical venue where you can attend.

Guide to the Virtual-Only Shareholders' Meeting



You can watch this general meeting via internet broadcast and exercise your voting rights online.
[For details, see page 9]



[Deadline for questions in advance]
Until March 19, 2026 (Thursday)



Matters to be voted.

Proposal 1

Distribution of Dividends from Surplus

Proposal 2

Election of Seven (7) Directors



The convocation notice and attendance manual can also be accessed from your laptop, smartphone, or tablet.



<https://www.renesas.com/en/about/investor-relations/event/meeting>

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- Business Report
- Consolidated Financial Statements
- Non-consolidated Financial Statements
- Audit Report

Sent to shareholders in booklet form

Posted on our website

** Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and Audit Report are sent to shareholders who have requested delivery of those documents with some exceptions.*

<Purpose>

To Make Our Lives Easier

Our group aims to build a sustainable future through technologies that make people's lives easier.

<Renesas Culture>

Our group promotes "Renesas Culture," which consists of "Transparent, Agile, Global, Innovative, and Entrepreneurial" (TAGIE), as a set of action guidelines for the group organization and employees all over the world to respond swiftly and flexibly to the ever-changing environment.



To Our Shareholders

Reflecting on Fiscal Year 2025

Fiscal year 2025 (January 1 – December 31) was characterized by continued geopolitical risks and heightened uncertainty in the global economy.

In the semiconductor market, demand for AI-driven data center products began to expand rapidly. We expect this momentum to persist, and we are committed to capturing this growth opportunity. In contrast, end-market demand in other sectors remained uneven. In the Industrial segment, weaker demand and prolonged inventory corrections caused the adjustment phase to extend longer than anticipated, although a recovery trend emerged in the latter half of the year. In the automotive segment, structural growth driven by automation and electrification slowed. Additionally, the rapid rise of Chinese competitors led traditional OEMs to reconsider their platform strategies, delaying transitions and resulting in softer demand. Meanwhile, China continued to demonstrate strong demand, particularly in AI, EVs, and robotics, further solidifying its market significance.

Despite these conditions, we maintained disciplined operations and viewed this extended adjustment period as preparation for the next phase of growth. By reinforcing our foundations, we accelerated investments in strategic growth areas to realize long-term, sustainable growth that is resilient to external fluctuations.

In line with the evolving business environment, we designated 2025 as our “Year of Pivot” toward sustainable and significant long-term growth. In June, we extended the target timeline for our “2030 Aspiration” to 2035 and refined our Non-GAAP operating margin target from 30% to a range of 25–30%. This adjustment provides the flexibility needed to strengthen our organizational and financial foundations and to advance long-term growth initiatives.

To remain flexible and adaptive and drive continuous innovation, we advanced our “Back to Basics” strategy with a strong focus on three priorities: productivity improvement, purposeful investment, and the acceleration of our UX & Digitalization strategy.

As a result, while revenue and operating income declined slightly year-over-year, gross profit increased modestly, allowing us to maintain a certain level of profitability. We proposed a year-end dividend of 28 yen per share, the same as the prior year, reaffirming our commitment to stable shareholder returns.

Key Initiatives in Fiscal Year 2025 and Ongoing Focus Areas

- **Productivity Improvement**

Across the company, we identified operational challenges and implemented improvements to enhance productivity and value creation. To promote collaboration, we introduced the “Back to Office” policy, rolling it out first in Japan and expanding it globally from January 2026.



柴田英利

Hidetoshi Shibata

Director,
Representative Executive Officer,
President and CEO

- **Purposeful Investment**

To support mid- to long-term growth, we sharpened our strategic priorities and focused our resources more heavily on our strategic areas. These include our core embedded semiconductor solutions, UX & Digitalization, and our “Vertical” businesses, which steer our technology roadmap and deliver significant added value.

We also reinforced investments in our Secular Growth domains—Software-Defined Vehicles, AI infrastructure & compute, and Intelligence at the Edge—to further strengthen our competitiveness and profitability.

As part of these efforts, in February 2026, we signed a definitive agreement to transfer our timing business to SiTime in the U.S. for \$3 billion (approx. 468 billion yen). The transfer was decided based on a determination that integration with an industry leader would create more value than continuing to invest independently in-house. Concurrently, we signed an MoU with SiTime to explore joint development of integrated solutions combining Renesas’ embedded semiconductor expertise with SiTime’s MEMS timing technology. The resulting solutions could unlock new possibilities in many applications in AI data centers, industrial equipment including robots, ADAS systems in cars, and wearables, where performance, energy efficiency and miniaturization are particularly critical. Proceeds from the transfer will be used for growth investments, shareholder returns, or both.

- **UX & Digitalization Strategy Acceleration**

In UX, we advanced initiatives to make customers’ development processes easier and focused on gaining earlier visibility into customer requirements to drive design-ins of our technologies. At the time of new product launches, we strengthened our ability to provide a complete “Whole Product” offering that includes not only hardware, but also application notes, manuals, software, and all other elements customers need to use our products more easily — reflecting our Purpose of making our customers’ lives easier.

In addition, we collaborated with MathWorks to integrate our products with MathWorks’ development tools, enabling users to simulate and verify the behavior of our MCUs before evaluating on actual hardware, thereby shortening the time required for system bring-up. This allows users to accelerate their development while focusing more on initiatives that enhance product quality.

In Digitalization, Altium began offering an integrated platform for electronic system design through lifecycle management. Strengthened by the acquisitions of Part Analytics and Duro Labs, this platform forms the foundation of “Renesas 365 Powered by Altium,” an industry-first platform that streamlines electronics development from semiconductor selection to lifecycle management. We are preparing for its general release at an exhibition in Germany in March.

Other key initiatives included strengthening our “India for India” strategy. We signed an MoU with the Government of India and industry and academic partners to support local startups and academic institutions and cultivate next-generation engineering talent. Additionally, through our joint venture with CG Power and Industrial Solutions and Stars Microelectronics, construction and operation of an OSAT factory in Gujarat is progressing, with the pilot line facility complete and mass production scheduled to start by the end of 2026. Construction of the mass production facility is also in progress as scheduled. We expanded the India workforce to approximately 1,000 and reinforced R&D centers in Bengaluru and Noida, positioning India—alongside China—as a key growth market.

On the product front, we advanced product development and expanded adoption with a strong focus on our Secular Growth domains.

Key customer design-wins include the R-Car V4H SoC for automotive ADAS, which was selected for Denso's TSS control unit in Toyota's new RAV4 launched in December 2025, alongside our MCUs and power devices. We will continue to support the advancement of Software-Defined Vehicles through our intelligent in-vehicle technologies.

For AI infrastructure, we launched our first 650V GaN power semiconductors optimized for AI servers and charging systems. By leveraging Transphorm's SuperGaN technology acquired in June 2024, we achieved lower-loss, higher-efficiency power conversion that surpasses conventional Si and SiC solutions.

For edge AI, we introduced the RA8 series of 32-bit MCUs featuring 22nm NVM technology and launched four products including the RA8P1, which integrates an AI accelerator to enable "AI on MCUs." These products further advance "Intelligence at the Edge" by supporting the implementation of physical AI in industrial equipment and IoT applications.

Under our "Pivot" and "Back to Basics" initiatives, we achieved meaningful progress during fiscal year 2025; however, our journey is still ongoing. In the short term, demand in the AI and other sectors is expected to continue expanding and recovering. At the same time, the broader business environment remains highly volatile, making visibility challenging. We will remain steadfast and continue to reinforce our "Back to Basics" initiatives and accelerate investments in our Secular Growth domains, maintaining resilience amid changes in the external environment.

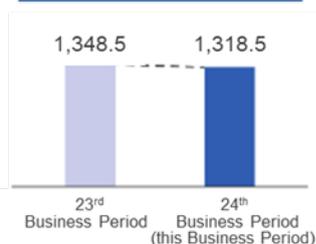
As we pursue our "2035 Aspiration" and our Purpose, "To Make Our Lives Easier," we appreciate your continued support as Renesas advances and grows.

Financial Highlights

Non-GAAP

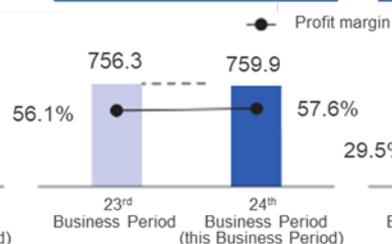
Revenue

(Billions of yen)

1,318.5 billion yen

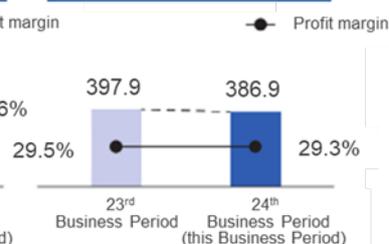
Gross Profit

(Billions of yen)

759.9 billion yen

Operating Profit

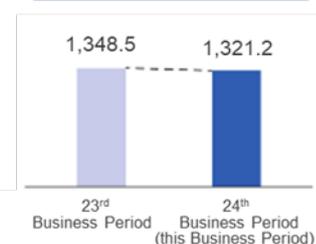
(Billions of yen)

386.9 billion yen

IFRS

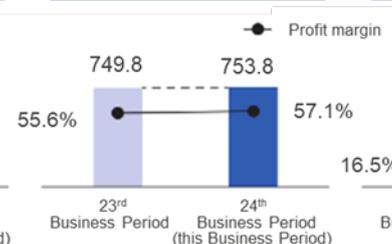
Revenue

(Billions of yen)

1,321.2 billion yen

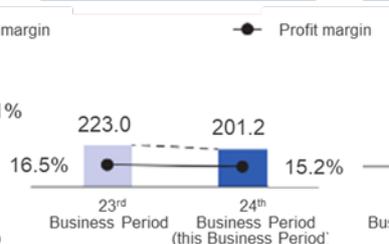
Gross Profit

(Billions of yen)

753.8 billion yen

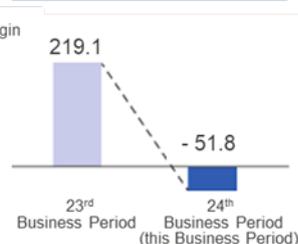
Operating Profit

(Billions of yen)

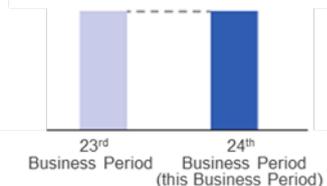
201.2 billion yen

Profit Attributable to Owners of Parent

(Billions of yen)

- 51.8 billion yen

Dividends

28 yen 28 yen

(*) This Distribution of dividends from surplus is proposed as the first resolution item at this Annual General Meeting of Shareholders (March 25, 2026) and will be implemented upon approval.

(Translation)

Renesas Electronics Corporation

Securities Code: 6723
3-2-24 Toyosu, Koto-ku, Tokyo

Hidetoshi Shibata
Director, Representative Executive Officer, President and CEO

March 5, 2026
(Commencement Date of Electronic Provision: February 27, 2026)

To Our Shareholders:

NOTICE OF THE 24th ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Twenty-Fourth Annual General Meeting of Shareholders (the “General Meeting”) of Renesas Electronics Corporation (the “Company”) will be held as follows.

The General Meeting will be held online as a “Shareholders Meeting without a Designated Location” (so-called Virtual-Only Shareholders’ Meeting) pursuant to the provisions of the laws and regulations and the Company’s Articles of Incorporation. Since there is no physical venue where you can attend, we request your attendance via the Internet.

In convening the General Meeting, we have posted, as electronic provision of the materials, etc., the matters that may be provided in electronic format (i.e., information contained in the Reference Documents for the General Meeting, etc.) on the following our website with the title “Notice of the 24th Annual General Meeting of Shareholders”.

<Our website>

<https://www.renesas.com/en/about/investor-relations>



These matters have also been posted on Tokyo Stock Exchange’s website at the following link, and can be viewed by entering or searching for an issue name (company name) or securities code, and selecting “Basic information,” and then selecting “Documents for public inspection/PR information.”

< Tokyo Stock Exchange website >

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



You may, and are recommended to, exercise your voting rights via the Internet or in writing in advance if you are unable to attend the General Meeting, or, even if you plan to attend the General Meeting, as a precaution against communication problems or other difficulties. If you plan to exercise your voting rights by these methods, please exercise your voting rights no later than 5:30 P.M. on March 24, 2026 (Tuesday) (Japan Standard Time), after reviewing the Reference Documents for the General Meeting below and in accordance with the guidance on page 12 of this notice.

1. **DATE AND TIME:** March 25, 2026 (Wednesday) at 9:00 A.M. (Japan Standard Time)
 - * Online streaming will start from 8:30 A.M. (JST).
 - * In the event it becomes difficult to hold the General Meeting on the date and time above due to communication problems or other reasons, the meeting will be postponed to March 27, 2026 (Friday) at 9:00 A.M. (JST). In such a case, we will make an announcement to that effect on our website. (<https://www.renesas.com/en/about/investor-relations>)

2. **METHOD OF HOLDING:** Shareholders Meeting without a Designated Location (Virtual-Only Shareholders' Meeting).
 - * To attend the meeting, please login to the dedicated website for the General Meeting (<https://web.sharely.app/login/renesas24>).
 - For more information, please refer to "Guide to the Virtual-Only Shareholders' Meeting" on page 9 onward.
 - * Since the General Meeting will be held entirely online, **there is no physical venue where you can attend.**

3. **AGENDA OF THE GENERAL MEETING:**

MATTERS TO BE REPORTED ON:

Report on the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, and report on the results of the audit conducted on the Consolidated Financial Statements by the independent auditors and the Audit and Sustainability Committee with respect to the 24th Business Period from January 1, 2025 to December 31, 2025.

MATTERS TO BE VOTED ON:

Proposal 1: Distribution of Dividends from Surplus

Proposal 2: Election of Seven (7) Directors

- The communication method used for sending and receiving information in the proceedings of the General Meeting will be via the Internet.
- In the event that a shareholder who has exercised voting rights via the Internet or in writing in advance attends the General Meeting, if the shareholder exercises voting rights in duplicate, the vote exercised at the General Meeting will be regarded as effective, and, if the shareholder does not exercise the voting rights at the General Meeting, the vote exercised in advance will be regarded as effective. If a shareholder who has not exercised voting rights in advance logs into the dedicated website for the General Meeting on the day of the meeting, but the exercise of voting rights by that shareholder cannot be confirmed, that shareholder will be treated as absent.
- A resolution will be adopted at the beginning of the General Meeting to grant the chairperson the authority to decide to postpone or adjourn the General Meeting in the event the proceedings of the General Meeting are significantly impeded due to communication problems or other reasons. If the chairperson decides to postpone or adjourn the General Meeting in accordance with such resolution, the meeting so postponed or adjourned will be held on March 27, 2026 (Friday) at 9:00 A.M. (JST). In such case, we will promptly make an announcement to that effect on our website (<https://www.renesas.com/en/about/investor-relations>).

- For shareholders who have not made a request for delivery of documents in paper-based format, we have sent the Reference Documents for the General Meeting together with related documents. For shareholders who have made a request for delivery of documents in paper-based format, we have sent documents containing the matters that may be provided in electronic format except for the matters that may be omitted in accordance with the laws and regulations and the Company's Articles of Incorporation.
- Any corrections or amendments made to the matters that may be provided in electronic format, etc. will be posted on the respective websites where they are posted.
- In order to strengthen its sustainability initiatives, the Company refers to the "Audit Committee" under the Companies Act as the "Audit and Sustainability Committee."
- Please note that Company officers, etc. in attendance will be dressed in business-casual attire.
- We would like to invite you to attend a shareholder roundtable session, which will be held via the Internet after the closing of the General Meeting. In order to facilitate a closer exchange of opinions, we ask that shareholders ask questions orally, while projecting your face on the screen. The language used during this session will be Japanese only. For more information, please refer to the information accessible by clicking on the "Handout" button at the bottom of the screen of the dedicated website for the General Meeting.

Guide to the Virtual-Only Shareholders' Meeting

The General Meeting will be held in the form of a Virtual-Only Shareholders' Meeting using the Internet communication only.

- There is no venue (including a viewing room) for shareholders to attend.
- Attendance at a Virtual-Only Shareholders' Meeting is treated as "attendance" at a general shareholders' meeting under the Companies Act.
- At the Virtual-Only Shareholders' Meeting, you can ask questions and exercise your voting rights in respect of each proposal presented at the General Meeting, while viewing the proceedings of the General Meeting live on the Internet.

- Access the following URL or QR code to join the General Meeting.

<https://web.sharely.app/login/renesas24>

Note: "QR code" is a registered trademark of DENSO WAVE INCORPORATED



- Reasons for Adoption of Virtual-Only Shareholders' Meeting

The Company's Board of Directors has considered the method of holding the General Meeting by considering, among others, the circumstances surrounding the Company, the proposals presented at the General Meeting, as well as shareholders' opinions, and has decided to hold the General Meeting in the form of a Virtual-Only Shareholders' Meeting for the following reasons:

- (i) **Providing participation opportunities:** Although the Company currently has about 100,000 shareholders, this approach removes limitations related to venue size and ensures that shareholders have equal opportunity to join the General Meeting, reducing the impact of geographical or timing barriers as much as possible.
- (ii) **Revitalization of General Meeting of Shareholders:** Reducing the physical and time burdens required for shareholders to attend a general meeting of shareholders will lead to a more active, efficient, and smooth general meeting of shareholders, and in turn, contribute to the interests and convenience of our shareholders. In fact, the average number of attendees at the Company's Virtual-Only Shareholders' Meetings has increased several times compared with attendance at the Company's former hybrid (virtual and in-person) general meetings of shareholders.
- (iii) **Equality among attendees:** By selecting a Virtual-Only Shareholders' Meeting instead of a hybrid one, which tends to create a sense of inequality in terms of participation awareness between shareholders who attend the Company's general meeting of shareholders in person and those who attend online, it is possible to operate the Company's general meeting of shareholders in a more equitable manner.
- (iv) **Promoting dialogue with overseas officers:** As the Company has many overseas directors and officers, it is appropriate to have overseas directors and officers participate in the General Meeting in the same manner as other domestic directors and officers, and provide answers to shareholders' questions, from the perspective of promoting dialogue with shareholders.
- (v) **Shareholder endorsement:** Since introducing Virtual-Only Shareholders' Meetings, the Company has conducted shareholder surveys every year at the Company's annual general meetings of shareholders, and many shareholders continued to express favorable views of the Virtual-Only Shareholder's Meeting in the latest survey as well.
- (vi) **Other circumstances:** There are no special circumstances, such as shareholder proposals, that would render it more desirable to hold the General Meeting at a physical venue.

Prior to the General Meeting



Access the Virtual Shareholders' Meeting System (Sharely).

- Check whether you can log in to the system in advance.
- Update your browser to the latest version. (The browser list is on page 11)

◎ Login screen: <https://web.sharely.app/login/renesas24>

The page will appear in Japanese.

Please click the button below to switch to English.



Look at materials.

- Confirm from our website.
<https://www.renesas.com/en/about/investor-relations/event/meeting>
- Confirm from the Virtual Shareholders' Meeting System (Sharely).
<https://web.sharely.app/login/renesas24>



Ask a question in advance.

- You can ask a question in advance from the Virtual Shareholders' Meeting System (Sharely).
- We will provide a response at the General Meeting regarding matters of common interest to many shareholders.



Acceptance period

9:00 A.M., March 5, 2026 (Thu.), to 5:00 P.M., March 19, 2026 (Thu.) (JST)

- * Up to three questions per person
(up to a maximum of 250 characters per question)
- * Japanese or English only



Exercise voting rights.

Voting rights can be exercised in advance in two ways. Shareholders who plan to attend the General Meeting are also kindly requested to exercise their voting rights in advance in case of unexpected communication problems, etc. (Instructions are on page 12.)

Exercising voting rights via the Internet



Deadline 5:30 P.M., on March 24, 2026 (Tue.) (JST)



Exercise of voting rights in writing

Deadline 5:30 P.M., on March 24, 2026 (Tue.) (JST) (Time of receipt)

The Meeting

March 25 (Wed.)
Starts 9:00 A.M.

After the Meeting



Attend the virtual shareholders' meeting.

Streaming will start from 8:30 A.M.
<https://web.sharely.app/login/renesas24>



We will post the following information on our website as it becomes available.

<https://www.renesas.com/en/about/investor-relations/event/meeting>



Date and Time 9:00 A.M., on March 25, 2026 (Wed.) (JST)



Ask a question.

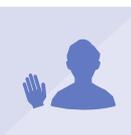
Questions may be submitted either by text or voice, in Japanese or English only.
For details, please follow the guidance at the meeting.

[Text]

- Up to three questions per person (up to a maximum of 250 characters per question).

[Voice]

- Up to three questions per person. Please speak briefly.
- To provide more shareholders with the opportunity to ask questions, you may be asked to summarize your remarks if they take a long time. Thank you for your cooperation.
- If you are unable to respond in a timely manner or if there are severe sound problems, your speaking permission may be revoked.



Propose a motion.

- Motions may be proposed either by text or voice, in Japanese or English only.
- For details, please follow the guidance at the meeting.
- For text, please use 250 characters once as a guide for maximum.



Exercise voting rights.

- Exercise your voting rights in accordance with the direction of the chairperson.
- Voting rights can be exercised again within a predetermined time.



View on-demand distribution

We will make a recording of the General Meeting available on demand after the event.



Confirm the results of exercising voting rights.

We will post the "Extraordinary Report" that we will submit to the Financial Services Agency.



Confirm answers to questions at the meeting.

In addition to questions we responded at the meeting, we also plan to respond to all questions received, in principle, with the exception of those that are inappropriate to answer.



Contact the call center

+ 81-3-6683-7661 *In Japanese only

10:00 A.M.- 5:00 P.M. on weekdays after March 5 (Thu.) (JST)

From 8:00 A.M. on the day (March 25, JST) until the closing of shareholder roundtable session

Recommended environment for using the Virtual Shareholders' Meeting System (Sharely)

- ◇ Google Chrome latest version
- ◇ Microsoft Edge latest version
- ◇ Safari latest version

We have not confirmed operation in usage environments other than those listed above.

Note that even in the above usage environments, you may not be able to use the system depending on your computer, network environment, etc.

Guidance for Exercising Voting Rights

Voting rights at a general meeting are **important rights for shareholders**.

- ✓ We request that you exercise your voting rights after reviewing the Reference Documents for the General Meeting below.
- ✓ Shareholders who plan to attend the General Meeting are also kindly requested to exercise the voting rights in advance in case of unexpected communication problems, etc.

1. Exercise in advance (For those who will exercise voting rights in advance)

Exercise of voting rights in writing



Please indicate your vote for or against in respect of each proposal in the enclosed voting right exercise form and return it in time for it to be delivered to us by the voting deadline below.

If you return the voting exercise form with no indication of approval or disapproval of any proposal, your vote will be regarded as having indicated approval.

Voting deadline: 5:30 P.M., March 24, 2026 (Tue.) (JST) (Time of receipt)

Exercise of voting rights via the Internet



Please input your vote for or against each proposal by using the “Smart Vote” method, through which you scan the QR code printed on the voting right exercise form with your smartphone, or by accessing the voting right exercise website (<https://www.web54.net>) maintained by the Company’s transfer agent via a PC, etc., and entering the “voting right exercise code and password” printed on the enclosed voting right exercise form.

By Using Smartphones

- Scan the QR code on the lower right of the enclosed voting right exercise form and you can easily exercise your voting rights without entering the voting right exercise code and password.



- Follow the guidance on the screen and enter your vote for or against.

“For” all the Company’s proposal.

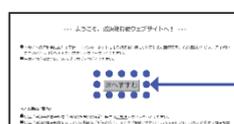
Vote each proposal.



Notice: If you wish to change your vote after exercising your voting rights, you will need to scan the QR code again and enter your “voting right exercise code” and “password” printed on the enclosed voting right exercise form.

By Accessing the Website to Exercise Voting Rights

- Access the website: <https://www.web54.net>



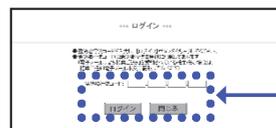
Click



- Login

Enter the “voting right exercise code” printed on the enclosed voting right exercise form.

Next, Close



Click

Login, Close

- Enter the password

Enter the “password” printed on the enclosed voting right exercise form.



Follow the guidance on the screen and enter your approval or disapproval.

Voting deadline: 5:30 P.M., March 24, 2026 (Tue.) (JST)

*** Institutional investors who applied in advance to use the “electronic voting platform” operated by ICJ, Inc. may exercise their voting rights via said platform.**

<Handling of Duplicate Voting Rights>

- (1) If you exercise your voting rights in duplicate, via the Internet and in writing, we will only accept as effective the exercise of your voting rights via the Internet.
- (2) If you exercise your voting rights more than once via the Internet, we will only accept as effective the last exercise of your voting rights.

2. Exercise of voting rights at the General Meeting

Please log in to the Virtual Shareholders' Meeting System below (Sharely) and exercise your voting rights as directed by the chair.

<https://web.sharely.app/login/renesas24>



You can check the image of the screen from the following.

<https://www.renesas.com/en/document/oth/manual-24th-annual-general-meeting-shareholders>



Contact Information

1. Exercise voting rights in advance (How to operate your PC or smartphone to exercise voting rights via the Internet)

Sumitomo Mitsui Trust Bank, Limited Agency Web Support

Phone: 0120-652-031 (toll-free only from Japan) * In Japanese only

9:00 A.M. - 9:00 P.M. on weekdays (JST)

2. Exercise of voting rights at the General Meeting

System operating company

Phone: + 81-3-6683-7661 * In Japanese only

10:00 A.M.- 5:00 P.M. on weekdays after March 5 (Thu.) (JST)

From 8:00 A.M. on the day (March 25, JST) until the closing of shareholder roundtable session

3. For inquiries in English, please email us at the address below.

Administration Office of the General Meeting, Renesas Electronic Corporation

agm@lm.renesas.com

In the event that a shareholder who has exercised the voting rights via the Internet or in writing in advance attends the General Meeting

- If the shareholder exercises their voting rights in duplicate:
The voting rights exercised at the General Meeting will be regarded as effective.
- If the shareholder has not exercised their voting rights at the General Meeting:
The voting rights exercised in advance will be regarded as effective.
- If a shareholder who has not exercised their voting rights in advance logs into the dedicated website for the General Meeting on the day of the General Meeting, but the exercise of voting rights by that shareholder cannot be confirmed:
The shareholder will be treated as absent.

Handling of Communication Problems, etc.

- If, due to communication problems or other reasons, it becomes difficult to accept questions from shareholders by voice, we may limit the method of submitting questions to text only. We appreciate your understanding in advance.
- A resolution will be adopted at the beginning of the General Meeting to grant the chairperson the authority to decide to postpone or adjourn the General Meeting in the event the proceedings of the General Meeting are significantly impeded due to communication problems or other reason. If the chairperson decides to postpone or adjourn the General Meeting in accordance with such resolution, the meeting so postponed or adjourned will be held on March 27, 2026 (Fri.) at 9:00 A.M. (JST). In such case, we will promptly make an announcement to that effect on our website (<https://www.renesas.com/en/about/investor-relations>).

Outline of the policy of considering ensuring the interests of shareholders who have difficulties using the Internet as a method of communication for sending and receiving information in the proceedings for the General Meeting

We request that you exercise your voting rights in writing in advance, if you wish to exercise your voting rights but have difficulties using the Internet.

How to attend the meeting by proxy

You may exercise your voting rights by appointing another shareholder with voting rights as your proxy at the General Meeting.

Shareholders who wish to attend the meeting by proxy are required to submit a “document stating intention of appointing a proxy” (power of attorney) to the Company prior to the General Meeting, by sending it to the address below. Please refer to the materials accessible via the “Handout” button at the bottom of the screen of the dedicated website for the General Meeting for the form of a power of attorney.

[Required Documents]

- 1) Power of Attorney
 - * Please sign or affix the seal of the shareholder exercising the voting rights by proxy.
- 2) A copy of the voting right exercise form of the shareholder exercising voting rights by proxy

- 3) A copy of the voting right exercise form of the shareholder acting as a proxy

[Address for submission]

E-mail: agm@lm.renesas.com
Mail: 3-2-24, Toyosu, Koto-ku, Tokyo 135-0061, Japan
To the Administration Office of the General Meeting, Legal Division, Renesas Electronic Corporation

[Submission deadline]

March 18, 2026 (Wed.) at 5:00 P.M. (JST) (time of receipt)
* If the required documents have not been received by the submission deadline, attendance by proxy will not be permitted
* If the required documents are incomplete, attendance by proxy may not be permitted.

Other points to note

1. The language used during the General Meeting will be Japanese; however, for the convenience of shareholders, it is possible to view the meeting and exercise voting rights in English by way of simultaneous interpretation by logging in to the dedicated website for the General Meeting and selecting “English”. Please note that in the event of any discrepancy between the Japanese content and English content, the Japanese content will prevail.
2. In order to attend the General Meeting, please prepare your own location of attendance and communication environment/equipment. All expenses such as connection charges and communication charges for attending the meeting are to be borne by the shareholder. You may not be able to attend the General Meeting or exercise your voting rights due to problems with the communications equipment you are using, such as a PC, or with the Internet environment, or with your communication environment.
3. Due to the communication environment or other technical reasons, there is a possibility of communication problems or other problems, such as interference with webcast image and sound, temporary interruption and the like, and time lag in transmission and reception, and you may not be able to attend the General Meeting or exercise your voting rights. In convening the General Meeting, we will take measures against communication problems and other problems to the extent reasonable. However, we are not responsible for any detriment suffered by shareholders who attend the General Meeting due to such measures.
4. It is strictly prohibited to share the URL and ID/password for attending the General Meeting with a third party, or to record, videotape, or disclose to the public the proceedings of the General Meeting.
5. In the event we determine that it is unavoidable, the contents of the General Meeting may be partially changed, or the General Meeting may be canceled.
6. If there are any changes in the operation of the General Meeting, such as responses to system failures or other emergencies or changes in circumstances, we will make an announcement on our website (<https://www.renesas.com/en/about/investor-relations>).

Reference Documents for the General Meeting

Proposal 1 **Distribution of Dividends from Surplus**

From the perspective of maximizing enterprise value, in order to respond to rapid changes in the business environment and thrive in the global marketplace, the Company aims to achieve a durable financial structure by appropriating retained earnings for strategic investments, such as research and development of new products and technologies as well as capital expenditures, and to distribute part of its earnings to shareholders.

The amount of the year-end dividend for this Business Period (24th Business Period) is proposed to be 28 yen per share as follows, in line with the above policy and with consideration of the state of consolidated and non-consolidated retained earnings, the state of consolidated profits, the profit outlook for the next business period and beyond, cash flow status and other factors. This amount per share is the same as the year-end dividend amount for the previous Business Period (23rd Business Period).

The Company will continue to drive our “Back to Basics” strategy and focus on achieving its group’s medium to long-term management goal of “2035 Aspiration”, in which we set our target to: “Become a Top 3 embedded semiconductor solution supplier,” “Achieve revenues of US\$20 billion or more,” and “Raise the equity value by up to 6 times the market capitalization compared to 2022” by 2035, in order to realize continuous and stable shareholder returns.

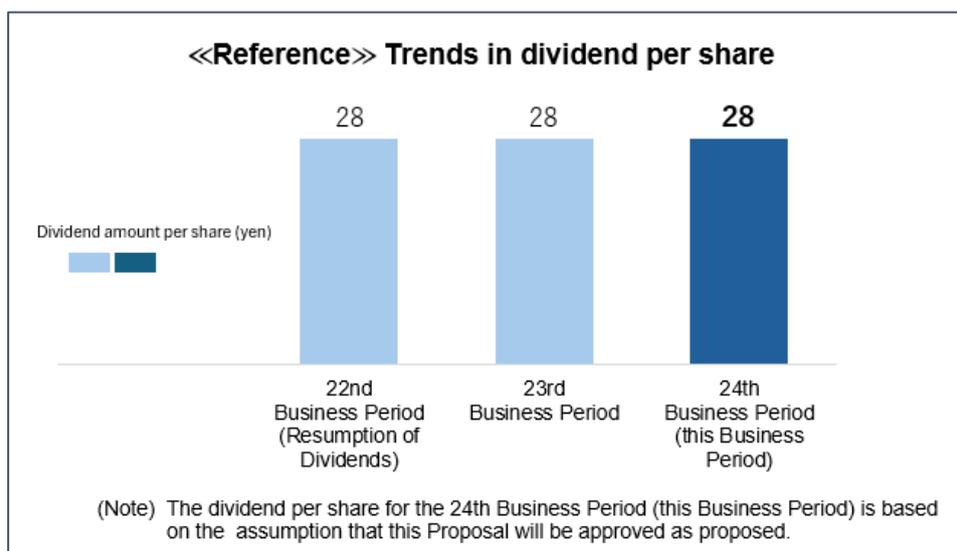
We would like to thank you for your continued understanding and support.

1. Items relating to Allotment of Dividend Property and its Total Amount

28 yen per share of our common stock / a total of 50,813,773,752 yen

2. Effective Date of Dividend from Surplus

March 30, 2026 (Monday) (JST)



Proposal 2 Election of Seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of the General Meeting. In order to enrich the composition of the Board of Directors and further enhance its diversity and transparency, thereby strengthening its monitoring function, the Company proposes the election of seven (7) Directors at the General Meeting by adding one (1) Outside Director to the incumbent Directors.

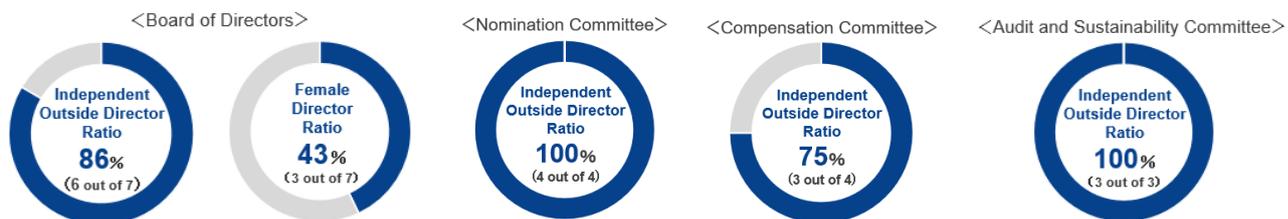
The Company adopts the structure of a Company with Nomination Committee etc., and each of candidates for Director has been nominated by the Nomination Committee, all members of which are Independent Outside Directors.

The candidates for Director, based on the decision of the Nomination Committee, are as follows.

No.	Name (Age)	Current Position and Responsibilities at the Company	Years Served as Director	Attendance Status of Meetings (Number of Meetings Attended / Number of Meetings Held)				
				Board of Directors	Nomination Committee	Compensation Committee	Audit and Sustainability Committee	
1	Reappointment Male	Hidetoshi Shibata (53)	Director Representative Executive Officer, President and CEO Compensation Committee Member	10 years and 8 months	5/5 (100%)	—	4/4 (100%)	—
2	Reappointment Male Outside Independent Officer	Jiro Iwasaki (80)	Outside Director Lead Independent Outside Director Nomination Committee Member (Chair) Audit and Sustainability Committee Member	9 years and 9 months	5/5 (100%)	6/6 (100%)	—	7/7 (100%)
3	Reappointment Female Outside Independent Officer	Selena Loh Lacroix (61)	Outside Director Compensation Committee Member (Chair) Nomination Committee Member	6 years	5/5 (100%)	6/6 (100%)	4/4 (100%)	—
4	Reappointment Male Outside Independent Officer	Noboru Yamamoto (63)	Outside Director Compensation Committee Member Audit and Sustainability Committee Member ESG Sponsor	5 years	5/5 (100%)	—	4/4 (100%)	7/7 (100%)
5	Reappointment Male Outside Independent Officer	Takuya Hirano (55)	Outside Director Nomination Committee Member	3 years	5/5 (100%)	6/6 (100%)	—	—
6	Reappointment Female Outside Independent Officer	Tomoko Mizuno (55)	Outside Director Audit and Sustainability Committee Member (Chair) Compensation Committee Member	2 years	5/5 (100%)	—	4/4 (100%)	7/7 (100%)
7	New Female Outside Independent Officer	Kimberly Mathisen (53)	—	—	—	—	—	—

- (Note) 1. “Years Served as Director” for Mr. Hidetoshi Shibata indicates the total period served as Director.
2. Ms. Selena Loh Lacroix and Ms. Kimberly Mathisen are foreign national Director candidates.
3. In order to strengthen its sustainability initiatives, the Company refers to the “Audit Committee” under the Companies Act as the “Audit and Sustainability Committee.”

< Composition ratio of Board of Directors and each committee if this Proposal is approved >



Skill (Expertise and Experience)							Committee Member to be appointed		
Executive Leadership	International Business	Semiconductor / Technology Industry	Software / Digital	Finance	Risk Management / Governance	Human Capital Management	Nomination	Compensation	Audit and Sustainability
●	●	●		●	●			○	
●	●			●	●	●	○ (Chair)		○
	●	●			●	●	○	○ (Chair)	
●	●			●	●			○	○
●	●		●		●		○		
●	●				●			○	○ (Chair)
●	●		●		●		○		

(Note) 4. Appointments as members of the above committees will be resolved at the Board of Directors meeting to be held after the close of the General Meeting.

5. Please refer to the next page for the details of each "Skill (Expertise and Experience)" item.

«Details of Skills (Expertise and Experience) »»

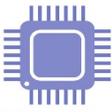
Skill	Expected Contributions
Executive Leadership	<ul style="list-style-type: none"> • Experience in corporate management or in managing business and organizational operations enables directors to effectively oversee, provide guidance, and contribute to decision-making on a wide range of issues and challenges related to the company's management and operations.
International Business	<ul style="list-style-type: none"> • The company operates globally and competes in international markets. • It is essential to engage effectively with employees, suppliers, customers, and other stakeholders worldwide. • Experience in globally operated businesses enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.
Semiconductor / Technology Industry	<ul style="list-style-type: none"> • In the semiconductor industry, where the company operates, technological innovation and advancement occur rapidly, and competition is intense. • Experience in the semiconductor industry or other technology sectors with similar characteristics, including innovation experience, enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.
Software / Digital	<ul style="list-style-type: none"> • The company advances its digitalization strategy by delivering software solutions and platforms that enable semiconductor design and utilization. • Experience in the software industry or in digitalization fields enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.
Finance	<ul style="list-style-type: none"> • The company continues to pursue strategic investments and M&A activities to drive future growth while simultaneously building and maintaining a solid financial foundation. • Specialized knowledge of, or experience in, M&A, capital allocation, corporate finance, or financial accounting enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.
Risk Management / Governance	<ul style="list-style-type: none"> • The company faces a wide range of risks, from regulatory challenges to geopolitical issues, in its global operations. • Rapid identification and appropriate mitigation of these risks, under effective governance, are critical. • Specialized knowledge of, or experience in, risk management, legal and compliance (including sustainability and ESG), as well as service on boards of directors or committees of public companies, enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.
Human Capital Management	<ul style="list-style-type: none"> • To succeed in the highly competitive global market and continue growing through transformation, it is essential to recruit, develop and retain exceptional talent and implement effective human capital strategies and initiatives. • Experience in talent and human capital management enables directors to effectively oversee, provide guidance, and contribute to decision-making on these matters.

«Reference: Overview of Standards for determining the Independence of Outside Directors»

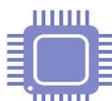
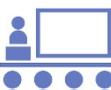
Only individuals who meet the requirements of the Companies Act and the independence standards set forth by the Tokyo Stock Exchange and who do not fall under any of the following categories are considered to be sufficiently independent to serve as Outside Directors of the Company.

1. Business relationship as an Important Customer of the Company:
He/she is an officer or employee of an important customer of the Company (a customer to whom the Company's sales (on a consolidated basis) exceeds 2% of the Company's consolidated revenue, on average over the past three years, or a direct or indirect purchaser or user of the Company's products who is deemed to have a similar level of importance).
2. Business relationship where the Company is an Important Customer of the Business Partner
He/she is an officer or employee of a business partner of which the Company is an important customer (a business partner whose revenue from the Company (on a consolidated basis) exceeds 2% of the business partner's consolidated revenue, on average over the past three years).
3. Business relationship as an Important Fund Provider:
He/she is an officer or employee of a financial institution or other fund provider which provides the Company with funds greater than 2% of the Company's consolidated total assets (as of the end of the last fiscal year).
4. Business relationship providing Professional Services:
He/she provides, or is an officer or employee of an organization that provides, professional services (including, but not limited to, accounting, legal, consulting services) to the Company ((i) if the services are provided by an organization, the remuneration (on a consolidated basis) for services exceeds 2% of the organization's consolidated revenue, on average over the past three years, or (ii) if the services are provided by an individual, the average remuneration (on a consolidated basis) over the past three years is greater than 10 million yen).
5. Capital relationship as a Major Shareholder or Investee:
He/she either holds, or is an officer or employee of an organization which holds, directly or indirectly, 10% or more of the total shareholder voting rights of the Company; or
The Company or its subsidiaries are among the major shareholders or investors (holding 10% or more of the total shareholder voting rights or total investment) of the organization in which he/she serves as an officer.
6. Other significant relationship as an Employee:
He/she is an employee of the Company or its subsidiaries.
7. Other significant relationship as Accounting Auditor:
He/she is an employee or partner of the Company's Accounting Auditor, or a member of the Company's Accounting Auditor in charge of conducting an accounting audit of the Company.
8. Other significant relationship as the recipient of a Donation:
He/she has received donations from the Company or its subsidiaries in excess of 10 million yen in any of the past three years, or is an officer or employee of an organization that has received such donations.
9. Other significant relationship as a Close Relative:
He/she is the spouse, relative within two degrees of kinship, or living in the same household as persons having management control of the Company (senior vice president level or above).

Categories 1 through 5, 7 and 8, apply to those persons who meet said criteria at any given point in the past three years;
Category 6 applies to those persons who meet said criteria at any given point in the past ten years.

No.1	<u>Hidetoshi Shibata</u>		<div style="text-align: center;"> Reappointment Compensation Date of Birth: November 16, 1972 (Age 53) </div>																			
 <p>Years Served as Director 10 years and 8 months</p> <p>Number of Company's Shares Held 820,800 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Compensation Committee 4 out of 4 (100%)</p>	<p>Brief Biography, Position and Responsibilities</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; padding: 5px;">April 1995</td> <td style="padding: 5px;">Joined Central Japan Railway Company</td> </tr> <tr> <td style="padding: 5px;">August 2001</td> <td style="padding: 5px;">Joined MKS Partners Limited as Principal</td> </tr> <tr> <td style="padding: 5px;">August 2004</td> <td style="padding: 5px;">Partner, MKS Partners Limited</td> </tr> <tr> <td style="padding: 5px;">October 2007</td> <td style="padding: 5px;">Joined Global Private Equity, Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.) as Managing Director</td> </tr> <tr> <td style="padding: 5px;">September 2009</td> <td style="padding: 5px;">Joined Investment Group, Innovation Network Corporation of Japan (currently, Japan Investment Corporation) as Managing Director</td> </tr> <tr> <td style="padding: 5px;">June 2012</td> <td style="padding: 5px;">Executive Managing Director, Investment Group, Innovation Network Corporation of Japan (currently, Japan Investment Corporation)</td> </tr> <tr> <td style="padding: 5px;">October 2013</td> <td style="padding: 5px;">Member of the Board of Directors, the Company</td> </tr> <tr> <td style="padding: 5px;">November 2013</td> <td style="padding: 5px;">Executive Vice President, Member of the Board of Directors and CFO, the Company</td> </tr> <tr> <td style="padding: 5px;">July 2019</td> <td style="padding: 5px;">Representative Director, President and CEO, the Company</td> </tr> <tr> <td style="padding: 5px;">March 2024</td> <td style="padding: 5px;">Director, Representative Executive Officer, President and CEO, the Company (present)</td> </tr> </table>		April 1995	Joined Central Japan Railway Company	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 of Directors, the Company	November 2013	Executive Vice President, Member of the Board of Directors and CFO, the Company	July 2019	Representative Director, President and CEO, the Company	March 2024	Director, Representative Executive Officer, President and CEO, the Company (present)
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<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center; text-align: center;"> <div style="width: 15%;">  <small>Executive Leadership</small> </div> <div style="width: 15%;">  <small>International Business</small> </div> <div style="width: 15%;">  <small>Semiconductor / Technology Industry</small> </div> <div style="width: 15%;">  <small>Finance</small> </div> <div style="width: 15%;">  <small>Risk Management / Governance</small> </div> </div> <p>Reasons for selection as a candidate for Director</p> <p>Mr. Hidetoshi Shibata has rich experience, insights and achievements cultivated through global and various corporate management experiences.</p> <p>He has been engaged in the management of the Company since October 2013. In particular, he has led the overall management of the Company and achieved a sustained growth of the Company as the Representative Director, President and CEO since July 2019, and afterward, as the Representative Executive Officer, President and CEO since March 2024.</p> <p>The Company selected him as a candidate for Director with the expectation that he will achieve further enhancement of the corporate value of the Company by continuing to demonstrate his leadership based on his experiences, insights and achievements.</p>																						

No.2	<u>Jiro Iwasaki</u>	Reappointment <input type="checkbox"/> Outside <input checked="" type="checkbox"/> Independent Officer Nomination <input checked="" type="checkbox"/> Audit <input type="checkbox"/> Date of Birth: December 6, 1945 (Age 80)
 <p>Years Served as Director 9 years and 9 months</p> <p>Number of Company's Shares Held 0 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Nomination Committee 6 out of 6 (100%)</p> <p>Audit and Sustainability Committee 7 out of 7 (100%)</p>	Brief Biography, Position and Responsibilities	
	April 1974 June 1996 June 1998 June 2006 March 2008 June 2009 March 2011 April 2011 March 2015 March 2016 June 2016	Joined Tokyo Denki Kagaku Kogyo K.K. (currently, TDK Corporation) Director, General Manager of Human Resources, TDK Corporation Director and Senior Vice President, Executive Officer of Recording Media & Solutions Business Group, TDK Corporation Director and Executive Vice President, Senior Executive Officer of Administration Group, TDK Corporation Audit and Supervisory Board Member, GCA Savvian Corporation (currently, HOULIHAN LOKEY Corporation) Director and Senior Vice President, Executive Officer of Strategic Human Resources and Administration Division, JVC KENWOOD Holdings, Inc. (currently, JVC KENWOOD Corporation) Audit and Supervisory Board Member, SBS Holdings, Inc. Professor at Teikyo University, Faculty of Economics Outside Director, SBS Holdings, Inc. (present) Outside Director (Full-time Audit and Supervisory Committee Member), GCA Savvian Corporation (currently, HOULIHAN LOKEY Corporation) Outside Director, the Company (present)
Important Concurrent Position Outside Director, SBS Holdings, Inc.		<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  Executive Leadership </div> <div style="text-align: center;">  International Business </div> <div style="text-align: center;">  Finance </div> <div style="text-align: center;">  Risk Management / Governance </div> <div style="text-align: center;">  Human Capital Management </div> </div> <p>Reasons for selection as a candidate for Outside Director and overview of the expected roles</p> <p>Mr. Jiro Iwasaki has years of experience as an executive director at multiple companies in the electrical and electronic component industry, and also has rich experience as an outside officer at listed companies.</p> <p>By utilizing his rich experience and deep insight gained through it, he has been appropriately overseeing the Company's overall management as an Outside Director of the Company since June 2016, and is currently serving as the Lead Independent Outside Director. He is also leading the Nomination Committee as the chair, as well as contributing to strengthening the function of the Audit and Sustainability Committee as a committee member.</p> <p>The Company selected him as a candidate for Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of the Company.</p>

No.3	<u>Selena Loh Lacroix</u>		Reappointment Outside Independent Officer Nomination Compensation Date of Birth: November 18, 1964 (Age 61)
 <p>Years Served as Director 6 years</p> <p>Number of Company's Shares Held 61,278 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Nomination Committee 6 out of 6 (100%)</p> <p>Compensation Committee 4 out of 4 (100%)</p>	Brief Biography, Position and Responsibilities		
	1988 August 1992 June 1995 December 2004 May 2010 December 2016 June 2017 November 2017 December 2019 March 2020	Joined a Singaporean law firm as an associate Joined Gray Cary Ware & Freidenrich LLP (currently, DLA Piper) as an associate Senior Counsel, Texas Instruments Incorporated Vice President & General Counsel, Asia Pacific, Honeywell International Inc. Global Semiconductor Practice Leader & Global Legal, Regulatory and Compliance Practice Leader, Egon Zehnder Outside Director, Integrated Device Technology, Inc. (resigned in March 2019) Global Technology & Communication Practice Leader, Egon Zehnder Board Member (part-time), National Association of Corporate Directors - North Texas Chapter (present) Vice Chair, Technology Practice, Korn Ferry (present) Outside Director, the Company (present)	
<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <small>International Business</small> </div> <div style="text-align: center;">  <small>Semiconductor / Technology Industry</small> </div> <div style="text-align: center;">  <small>Risk Management / Governance</small> </div> <div style="text-align: center;">  <small>Human Capital Management</small> </div> </div>	Important Concurrent Position		
	Vice Chair, Technology Practice, Korn Ferry Board Member (part-time), National Association of Corporate Directors - North Texas Chapter		
<p>Reasons for selection as a candidate for Outside Director and overview of the expected roles</p> <p>Ms. Selena Loh Lacroix has rich global experience and deep insights in the fields of corporate legal, corporate governance, and human resources gained through years of experience including those in the semiconductor and executive talent consulting industries.</p> <p>She has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2020. Also, she is currently leading the Compensation Committee as the chair, as well as contributing to strengthening the function of the Nomination Committee as a committee member.</p> <p>The Company selected her as a candidate for Outside Director with the expectation that she will continue to contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company.</p>			

No.4	<u>Noboru Yamamoto</u>	<div style="display: flex; justify-content: space-between; align-items: center;"> Reappointment Outside Independent Officer </div> <div style="display: flex; justify-content: space-between; align-items: center;"> Compensation Audit </div> <p>Date of Birth: November 21, 1962 (Age 63)</p>																										
 <p>Years Served as Director 5 years</p> <p>Number of Company's Shares Held 0 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Compensation Committee 4 out of 4 (100%)</p> <p>Audit and Sustainability Committee 7 out of 7 (100%)</p>	<p>Brief Biography, Position and Responsibilities</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">April 1986</td> <td>Joined Mazda Motor Corporation</td> </tr> <tr> <td>May 1989</td> <td>Joined Daiwa Securities Co. Ltd.</td> </tr> <tr> <td>February 2002</td> <td>Joined PricewaterhouseCoopers Financial Advisory Service Ltd. (currently, PwC Advisory LLC) as Managing Director</td> </tr> <tr> <td>April 2003</td> <td>Joined Lazard Frères K.K. as Managing Director</td> </tr> <tr> <td>October 2006</td> <td>Joined Nikko Citigroup Securities Co., Ltd. (currently, Citigroup Global Markets Japan Inc.), Investment Banking Unit, as Managing Director</td> </tr> <tr> <td>October 2011</td> <td>Joined BNP Paribas, Tokyo Branch, Investment Banking Division, as Co-head</td> </tr> <tr> <td>June 2016</td> <td>Outside Director, Hitachi Koki Co., Ltd. (currently, Koki Holdings Co., Ltd.) (present)</td> </tr> <tr> <td>September 2016</td> <td>Representative Director, Representative Partner & CEO, XIB Capital Partners Inc. (currently, XIB Inc.) (present)</td> </tr> <tr> <td>March 2018</td> <td>Outside Director, Tsubaki Nakashima Co., Ltd.</td> </tr> <tr> <td>March 2018</td> <td>Outside Corporate Auditor, the Company</td> </tr> <tr> <td>March 2021</td> <td>Outside Director, the Company (present)</td> </tr> <tr> <td>April 2023</td> <td>Outside Director, Chairperson of the Board of Directors, Tsubaki Nakashima Co., Ltd. (present)</td> </tr> <tr> <td>April 2024</td> <td>Outside Director, Marelli Corporation (present)</td> </tr> </table> <p>Important Concurrent Position</p> <p>Representative Director, Representative Partner & CEO, XIB Inc. Outside Director, Chairperson of the Board of Directors, Tsubaki Nakashima Co., Ltd. Outside Director, Koki Holdings Co., Ltd. Outside Director, Marelli Corporation</p>		April 1986	Joined Mazda Motor Corporation	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 Citigroup Securities Co., Ltd. (currently, Citigroup Global Markets Japan Inc.), Investment Banking Unit, as Managing Director	October 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.) (present)	September 2016	Representative Director, Representative Partner & CEO, XIB Capital Partners Inc. (currently, XIB Inc.) (present)	March 2018	Outside Director, Tsubaki Nakashima Co., Ltd.	March 2018	Outside Corporate Auditor, the Company	March 2021	Outside Director, the Company (present)	April 2023	Outside Director, Chairperson of the Board of Directors, Tsubaki Nakashima Co., Ltd. (present)	April 2024	Outside Director, Marelli Corporation (present)
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October 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.) (present)																											
September 2016	Representative Director, Representative Partner & CEO, XIB Capital Partners Inc. (currently, XIB Inc.) (present)																											
March 2018	Outside Director, Tsubaki Nakashima Co., Ltd.																											
March 2018	Outside Corporate Auditor, the Company																											
March 2021	Outside Director, the Company (present)																											
April 2023	Outside Director, Chairperson of the Board of Directors, Tsubaki Nakashima Co., Ltd. (present)																											
April 2024	Outside Director, Marelli Corporation (present)																											
<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  Executive Leadership </div> <div style="text-align: center;">  International Business </div> <div style="text-align: center;">  Finance </div> <div style="text-align: center;">  Risk Management / Governance </div> </div> <p>Reasons for selection as a candidate for Outside Director and overview of the expected roles</p> <p>Mr. Noboru Yamamoto has rich experience and deep insights in the fields of corporate management and finance gained through his abundant experiences. He worked at multiple global finance and security firms, and currently he is serving as the representative of an M&A advisory company. He has also served as an outside director at multiple listed companies.</p> <p>He has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2021, after serving as an Outside Corporate Auditor. Also, he is currently contributing to strengthening the function of the Compensation Committee and the Audit and Sustainability Committee as a committee member, while also serving as an ESG Sponsor of the Board of Directors.</p> <p>The Company selected him as a candidate for Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of the Company.</p>																												

No.5	<u>Takuya Hirano</u>	<div style="display: flex; justify-content: space-between; align-items: center;"> Reappointment Outside Independent Officer </div> <div style="display: flex; justify-content: space-between; align-items: center;"> Nomination </div> <p>Date of Birth: August 11, 1970 (Age 55)</p>																																		
 <p>Years Served as Director 3 years</p> <p>Number of Company's Shares Held 0 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Nomination Committee 6 out of 6 (100%)</p>	<p>Brief Biography, Position and Responsibilities</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">December 1995</td> <td>Joined Kanematsu USA</td> </tr> <tr> <td>February 1998</td> <td>Joined Hyperion Solutions Corporation (currently, Oracle Corporation)</td> </tr> <tr> <td>February 2001</td> <td>President, Hyperion Solutions Japan</td> </tr> <tr> <td>August 2005</td> <td>Senior Director, Business & Marketing Division, Microsoft Co., Ltd. (currently, Microsoft Japan Co., Ltd.)</td> </tr> <tr> <td>February 2006</td> <td>General Manager, Enterprise Service, Microsoft Co., Ltd.</td> </tr> <tr> <td>July 2007</td> <td>General Manager, Enterprise Business & Enterprise Service, Microsoft Co., Ltd.</td> </tr> <tr> <td>March 2008</td> <td>General Manager, Enterprise Business, Microsoft Co., Ltd.</td> </tr> <tr> <td>September 2011</td> <td>General Manager, Multi-country, Microsoft Central and Eastern Europe</td> </tr> <tr> <td>July 2014</td> <td>Executive Vice President, Marketing & Operations, Microsoft Japan Co., Ltd.</td> </tr> <tr> <td>March 2015</td> <td>Representative Officer, Executive Deputy President, Microsoft Japan Co., Ltd.</td> </tr> <tr> <td>July 2015</td> <td>President, Microsoft Japan Co., Ltd.</td> </tr> <tr> <td>September 2019</td> <td>Vice President, Global Service Partner Business, Microsoft Corporation</td> </tr> <tr> <td>June 2022</td> <td>Outside Director, Yokogawa Electric Corporation (present)</td> </tr> <tr> <td>October 2022</td> <td>Outside Director, Yayoi Co., Ltd.</td> </tr> <tr> <td>March 2023</td> <td>Outside Director, the Company (present)</td> </tr> <tr> <td>April 2023</td> <td>Chairman (part-time), Yayoi Co., Ltd. (present)</td> </tr> <tr> <td>June 2024</td> <td>Outside Director, Fujitsu Limited (present)</td> </tr> </table> <p>Important Concurrent Position Outside Director, Yokogawa Electric Corporation Chairman (part-time), Yayoi Co., Ltd. Outside Director, Fujitsu Limited</p>		December 1995	Joined Kanematsu USA	February 1998	Joined Hyperion Solutions Corporation (currently, Oracle Corporation)	February 2001	President, Hyperion Solutions Japan	August 2005	Senior Director, Business & Marketing Division, Microsoft Co., Ltd. (currently, Microsoft Japan Co., Ltd.)	February 2006	General Manager, Enterprise Service, Microsoft Co., Ltd.	July 2007	General Manager, Enterprise Business & Enterprise Service, Microsoft Co., Ltd.	March 2008	General Manager, Enterprise Business, Microsoft Co., Ltd.	September 2011	General Manager, Multi-country, Microsoft Central and Eastern Europe	July 2014	Executive Vice President, Marketing & Operations, Microsoft Japan Co., Ltd.	March 2015	Representative Officer, Executive Deputy President, Microsoft Japan Co., Ltd.	July 2015	President, Microsoft Japan Co., Ltd.	September 2019	Vice President, Global Service Partner Business, Microsoft Corporation	June 2022	Outside Director, Yokogawa Electric Corporation (present)	October 2022	Outside Director, Yayoi Co., Ltd.	March 2023	Outside Director, the Company (present)	April 2023	Chairman (part-time), Yayoi Co., Ltd. (present)	June 2024	Outside Director, Fujitsu Limited (present)
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<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>Executive Leadership</p> </div> <div style="text-align: center;">  <p>International Business</p> </div> <div style="text-align: center;">  <p>Software / Digital</p> </div> <div style="text-align: center;">  <p>Risk Management / Governance</p> </div> </div> <p>Reasons for selection as a candidate for Outside Director and overview of the expected roles</p> <p>Mr. Takuya Hirano held multiple senior leadership positions in Japan and other regions at Microsoft Corporation and has rich experience and deep insights in the software and technology sector, business transformation and cross-cultural leadership. He has also served as an outside director at multiple listed companies.</p> <p>He has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2023. Also, he is contributing to strengthening the function of the Nomination Committee as a committee member.</p> <p>The Company selected him as a candidate for Outside Director with the expectation that he will continue to contribute to strengthening the function of the Board of Directors by demonstrating his capabilities of supervising and monitoring the overall management of the Company.</p>																																				

No.6	<u>Tomoko Mizuno</u>	<table border="0" style="width: 100%;"> <tr> <td style="background-color: #cccccc;">Reappointment</td> <td style="background-color: #cccccc;">Outside</td> <td style="background-color: #cccccc;">Independent Officer</td> </tr> <tr> <td style="background-color: #cccccc;">Compensation</td> <td style="background-color: #cccccc;">Audit</td> <td></td> </tr> </table> Date of Birth: September 1, 1970 (Age 55)	Reappointment	Outside	Independent Officer	Compensation	Audit													
Reappointment	Outside	Independent Officer																		
Compensation	Audit																			
<div style="text-align: center;">  </div> <p>Years Served as Director 2 years</p> <p>Number of Company's Shares Held: 0 shares</p> <p>Attendance at Meetings Board of Directors 5 out of 5 (100%)</p> <p>Compensation Committee 4 out of 4 (100%)</p> <p>Audit and Sustainability Committee 7 out of 7 (100%)</p>	<p>Brief Biography, Position and Responsibilities</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">July 1994</td> <td>Joined Bain & Company Japan, Inc.</td> </tr> <tr> <td>September 2001</td> <td>Joined Eli Lilly & Company as Marketing Associate</td> </tr> <tr> <td>January 2003</td> <td>Joined Eli Lilly Japan K.K. as Senior MR</td> </tr> <tr> <td>June 2005</td> <td>Joined Novartis Pharma K.K. as Brand Manager, New Product Planning</td> </tr> <tr> <td>January 2009</td> <td>Group Manager, Equa Marketing Group, Novartis Pharma K.K.</td> </tr> <tr> <td>April 2011</td> <td>Joined MSD K.K. as Brand Leader, Gardasil Marketing Group</td> </tr> <tr> <td>April 2013</td> <td>Joined Japan Automatic Machine Co., Ltd. as Director (present)</td> </tr> <tr> <td>March 2021</td> <td>Outside Corporate Auditor, the Company</td> </tr> <tr> <td>March 2024</td> <td>Outside Director, the Company (present)</td> </tr> </table> <p>Important Concurrent Position Director, Japan Automatic Machine Co., Ltd.</p>		July 1994	Joined Bain & Company Japan, Inc.	September 2001	Joined Eli Lilly & Company as Marketing Associate	January 2003	Joined Eli Lilly Japan K.K. as Senior MR	June 2005	Joined Novartis Pharma K.K. as Brand Manager, New Product Planning	January 2009	Group Manager, Equa Marketing Group, Novartis Pharma K.K.	April 2011	Joined MSD K.K. as Brand Leader, Gardasil Marketing Group	April 2013	Joined Japan Automatic Machine Co., Ltd. as Director (present)	March 2021	Outside Corporate Auditor, the Company	March 2024	Outside Director, the Company (present)
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<p>Skill (Expertise and Experience)</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  Executive Leadership </div> <div style="text-align: center;">  International Business </div> <div style="text-align: center;">  Risk Management / Governance </div> </div> <p>Reasons for selection as a candidate for Outside Director and overview of the expected roles</p> <p>Ms. Tomoko Mizuno has rich experience and deep insights in the fields of corporate planning, human resources and other areas, gained through years of experience in business management at a machinery and electronic component company as well as working at a global consulting firm and pharmaceutical companies.</p> <p>She has been appropriately overseeing the Company's overall management as an Outside Director of the Company since March 2024, after serving as an Outside Corporate Auditor. Also, she is currently leading the Audit and Sustainability Committee as the chair, as well as contributing to strengthening the function of the Compensation Committee as a committee member.</p> <p>The Company selected her as a candidate for Outside Director with the expectation that she will continue to contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company.</p>																				

No.7	<u>Kimberly Mathisen</u>		New	Outside	Independent Officer																														
Date of Birth: May 24, 1972 (Age 53)																																			
 <p>Years Served as Director –</p> <p>Number of Company's Shares Held: 0 shares</p> <p>Attendance at Meetings Board of Directors –</p>	Brief Biography, Position and Responsibilities																																		
<table border="1"> <tr> <td data-bbox="497 340 703 371">July 1994</td> <td data-bbox="703 340 1506 371">Joined Procter & Gamble Company</td> </tr> <tr> <td data-bbox="497 371 703 403">June 2000</td> <td data-bbox="703 371 1506 403">International Business Development Associate, ASK Jeeves Inc.</td> </tr> <tr> <td data-bbox="497 403 703 434">July 2000</td> <td data-bbox="703 403 1506 434">Co-Founder, Appear Networks Systems AB</td> </tr> <tr> <td data-bbox="497 434 703 465">October 2001</td> <td data-bbox="703 434 1506 465">Joined Eli Lilly and Company</td> </tr> <tr> <td data-bbox="497 465 703 497">September 2007</td> <td data-bbox="703 465 1506 497">General Manager in Germany, Eli Lilly and Company</td> </tr> <tr> <td data-bbox="497 497 703 528">January 2011</td> <td data-bbox="703 497 1506 528">Outside Director, NHST Holding AS</td> </tr> <tr> <td data-bbox="497 528 703 560">March 2011</td> <td data-bbox="703 528 1506 560">Vice President and Global Alliance Leader in USA, Eli Lilly and Company</td> </tr> <tr> <td data-bbox="497 560 703 591">June 2013</td> <td data-bbox="703 560 1506 591">CEO, Orkla Home & Personal Care AS</td> </tr> <tr> <td data-bbox="497 591 703 622">September 2016</td> <td data-bbox="703 591 1506 622">General Manager in Norway, Microsoft Corporation</td> </tr> <tr> <td data-bbox="497 622 703 654">May 2019</td> <td data-bbox="703 622 1506 654">Outside Director, Yara International ASA</td> </tr> <tr> <td data-bbox="497 654 703 685">May 2020</td> <td data-bbox="703 654 1506 685">Vice-Chair of the Board of Directors (part-time), Yara International ASA</td> </tr> <tr> <td data-bbox="497 685 703 716">January 2022</td> <td data-bbox="703 685 1506 716">CEO, HUB Ocean (present)</td> </tr> <tr> <td data-bbox="497 716 703 748">May 2022</td> <td data-bbox="703 716 1506 748">Outside Director, Aker BioMarine ASA (scheduled to retire in April 2026)</td> </tr> <tr> <td data-bbox="497 748 703 779">September 2022</td> <td data-bbox="703 748 1506 779">Supervisory Board member, Bayer AG (present)</td> </tr> <tr> <td data-bbox="497 779 703 810">May 2023</td> <td data-bbox="703 779 1506 810">Outside Director, Aker Horizons ASA</td> </tr> </table>						July 1994	Joined Procter & Gamble Company	June 2000	International Business Development Associate, ASK Jeeves Inc.	July 2000	Co-Founder, Appear Networks Systems AB	October 2001	Joined Eli Lilly and Company	September 2007	General Manager in Germany, Eli Lilly and Company	January 2011	Outside Director, NHST Holding AS	March 2011	Vice President and Global Alliance Leader in USA, Eli Lilly and Company	June 2013	CEO, Orkla Home & Personal Care AS	September 2016	General Manager in Norway, Microsoft Corporation	May 2019	Outside Director, Yara International ASA	May 2020	Vice-Chair of the Board of Directors (part-time), Yara International ASA	January 2022	CEO, HUB Ocean (present)	May 2022	Outside Director, Aker BioMarine ASA (scheduled to retire in April 2026)	September 2022	Supervisory Board member, Bayer AG (present)	May 2023	Outside Director, Aker Horizons ASA
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<p>Ms. Kimberly Mathisen has held multiple senior leadership positions at global software and pharmaceutical companies in the United States, Germany, and Norway. She brings extensive experience and deep industry insight in the software and technology sector, together with a proven track record of multicultural leadership across global enterprises.</p> <p>In addition, she currently serves as Chief Executive Officer of a non-profit organization focused on ocean data and has served as an outside director at several listed companies in Europe.</p> <p>The Company selected her as a candidate for Outside Director with the expectation that she will contribute to strengthening the function of the Board of Directors by demonstrating her capabilities of supervising and monitoring the overall management of the Company.</p>																																			

- (Note) 1. None of the candidates have any special interest in the Company.
2. The above number of shares held by each candidate is as of December 31, 2025.
 3. Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Noboru Yamamoto, Mr. Takuya Hirano, Ms. Tomoko Mizuno and Ms. Kimberly Mathisen are candidates for Outside Director.
 4. Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Noboru Yamamoto, Mr. Takuya Hirano, Ms. Tomoko Mizuno and Ms. Kimberly Mathisen satisfy the requirements as Independent Officers stipulated by the Tokyo Stock Exchange and the “Standards for determining the Independence of Outside Directors” established by the Company. The Company has notified the Tokyo Stock Exchange in respect of Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Noboru Yamamoto, Mr. Takuya Hirano and Ms. Tomoko Mizuno as Independent Officers. If their reappointments are approved, the Company will continue this notification. In addition, if the appointment of Ms. Kimberly Mathisen is approved, the Company will notify the Tokyo Stock Exchange in respect of her as Independent Officer.
 5. Each candidate for Director to be a member of the Audit and Sustainability Committee has considerable knowledge of finance and accounting as follows.
 - (1) Ms. Tomoko Mizuno has worked at a global consulting firm and pharmaceutical companies in fields of corporate planning and others, and is currently engaged in business management as an executive director at a machinery and electronic component company. She has also experience in auditing as an Outside Corporate Auditor of the Company in the past.
 - (2) Mr. Jiro Iwasaki has served as an outside director (including full-time audit committee member) and outside corporate auditor for several listed companies, after being engaged in business management as an executive director at multiple major electronic component and electrical appliance companies.
 - (3) Mr. Noboru Yamamoto worked at global financial and securities firms, and he is currently serving as the representative of an M&A advisory firm. He has served as an outside director (including chairperson of the Audit & risk committee) at listed companies. He has also experience in auditing as an Outside Corporate Auditor of the Company in the past.
 6. The Company has entered into liability limitation agreements with Mr. Jiro Iwasaki, Ms. Selena Loh Lacroix, Mr. Noboru Yamamoto, Mr. Takuya Hirano and Ms. Tomoko Mizuno, limiting their liability as defined in Paragraph 1, Article 423 of the Companies Act to the minimum liability amount specified in the Company’s Articles of Incorporation, and if their reappointments are approved, the Company will continue such liability limitation agreements with them. In addition, if the appointment of Ms. Kimberly Mathisen is approved, the Company will enter into a liability limitation agreement with her similar to such agreements.
 7. The Company has executed a contract for Directors and Officers Liability (D&O) insurance with an insurance company, and it is expected to be renewed in the future. Under such insurance, damages and costs incurred by each candidate in connection with their performance of duties for the Company are indemnified, and the insurance premium is borne by the Company.

Notes for our Shareholders

● Business Period	January 1st to December 31st each year
● Annual General Meeting of Shareholders	Within 3 months from the next day of the last date of each business period
● Record date (each year)	March 31, June 30, September 30, December 31
● Number of shares constituting one unit of shares	100 shares
● Share Transfer Agent and Administrator of Special Account	1-4-1 Marunouchi, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited
	Share Handling office: 1-4-1 Marunouchi, Chiyoda-ku, Tokyo Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department
	(Postal Address) 2-8-4, Izumi, Suginami-ku, Tokyo 168-00063, Japan Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department
	(Phone number) 0120-782-031 * Toll free dial only available in Japan
	(Website) https://www.smtb.jp/personal/procedure/agency/
	* Only Japanese page is available
● Listed Stock Exchange	Tokyo Stock Exchange



[Matters regarding Special Account]

For shareholders who have not used Japan Securities Depository Center (JASDEC or so-called “Hofuri” in Japan), we opened your accounts at Sumitomo Mitsui Trust Bank, Limited., our transfer agency above (“Special Account”). If you have any questions regarding the Special Account or any procedures regarding Special Account including change of your address, please contact above contact (only Japanese is available)