

(TRANSLATION)
ARTICLES OF INCORPORATION
OF
RENESAS ELECTRONICS CORPORATION

Historical Note

Promulgated on November 1, 2002

Partially amended on November 15, 2002

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Deletion of the Supplement Provision on July 27, 2015

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Deletion of the Supplement Provision on January 1, 2017

Partially amended on March 30, 2022

Deletion of the Supplement Provision on March 2, 2023

Partially amended on March 26, 2024

ARTICLES OF INCORPORATION
OF
Renesas Electronics Corporation

CHAPTER I
GENERAL PROVISIONS

Article 1. (Trade Name)

The Company is called Renesas Electronics Kabushiki Kaisha. Its English expression shall be Renesas Electronics Corporation.

Article 2. (Object)

The object of the Company is to carry on the following businesses:

- (1) To research, develop, design, manufacture, sell or otherwise dispose of, electronic components such as semiconductor devices and integrated circuits;
- (2) To research, develop, design, manufacture, sell or otherwise dispose of, parts and materials for use in or in connection with electrical equipment, electronic equipment or communications equipment;
- (3) To develop, design, produce, sell or provide maintenance services for, software relating to any of the preceding items;
- (4) To provide consultation services in association with the activities mentioned in any of the preceding items;
- (5) To engage in any and all businesses incident to or associated with any of the preceding items; and
- (6) To invest in businesses mentioned in any of the preceding items that are under the administration of others.

Article 3. (Location of Principal Office)

The Principal Office of the Company shall be located at Koto-ku, Tokyo.

Article 4. (Corporate Organization)

In addition to general meetings of shareholders and Directors, the Company shall have the following organizations:

- (1) The Board of Directors;
- (2) Nomination Committee, Audit Committee and Compensation Committee;
- (3) Executive Officers; and
- (4) Accounting Auditors.

Article 5. (Method of Giving Public Notices)

The method of giving public notices of the Company shall be electronic public notices; provided, however, that in cases where an electronic public notice is impracticable due to an accident or other unavoidable reason, the Company shall give its public notice in the Nihon Keizai Shimbun.

CHAPTER II SHARES

Article 6. (Total Number of Shares Authorized to Be Issued)

The total number of shares authorized to be issued by the Company shall be three billion four hundreds million (3,400,000,000).

Article 7. (Number of Shares Constituting One Unit of Shares)

The number of shares constituting one unit of shares of the Company shall be one hundred (100).

Article 8. (Additional Purchase of Shares Constituting Less Than One Unit)

A Shareholder of the Company who holds shares constituting less than one unit may claim the Company to sell it such number of shares as may, together with the number of such shares constituting less than one unit, constitute the number of shares constituting one unit.

Article 9. (Rights for Shares Constituting Less Than One Unit)

A shareholder of the Company who holds shares constituting less than one unit may not exercise any rights, except for the following rights, with respect to the shares constituting less than one unit held by that shareholder:

- (1) The rights provided for in each Item of Paragraph 2, Article 189 of the Companies Act;
- (2) The right to claim as provided for in Paragraph 1, Article 166 of the Companies Act;
- (3) The right to receive an allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held; and
- (4) The right to claim as provided for in the preceding article.

Article 10. (Handling Regulations of Shares)

Handling relating to shares as well as fees thereof, shall be governed by the Share Handling Regulations established by the Board of Directors or Executive Officer(s) delegated by a resolution of the Board of Directors, as well as the applicable laws and regulations or these Articles of Incorporation.

Article 11. (Transfer Agent)

1. The Company shall appoint a Transfer Agent for shares.
2. The Transfer Agent and its office shall be designated by the Board of Directors or Executive Officer(s) delegated by a resolution of the Board of Directors.
3. The Transfer Agent shall prepare and keep the Register of Shareholders and the Register of Stock Acquisition Rights, and shall handle other business pertaining to the Register of Shareholders and the Register of Stock Acquisition Rights, with no such businesses being handled by the Company.

CHAPTER III
GENERAL MEETINGS OF SHAREHOLDERS

Article 12. (Convocation)

1. An ordinary general meeting of shareholders shall be convened within three months after the end of each business year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.
2. The Company may hold a general meeting of shareholders with no designated location.

Article 13. (Record Date for Ordinary General Meetings of Shareholders)

The record date for voting rights for the ordinary general meetings of shareholders of the Company shall be December 31 of each year.

Article 14. (Convener and Chairman)

1. The Director previously determined by the Board of Directors shall convene a general meeting of shareholders and act as chairman thereat.
2. In case where the Director stipulated in the preceding paragraph is unable to act as convener and chairman, other Director(s), in accordance with an order previously determined by the Board of Directors, shall convene such meeting and/or act as chairman thereat.

Article 15. (Measures for Electronic Provision of Materials, Etc.)

1. In convening a general meeting of shareholders, the Company may take measures for the electronic provision of information contained in the reference documents etc. for the general meeting of shareholders.
2. The Company may refrain from describing all or part of the matters for which electronic provision measures are to be taken as prescribed by the applicable Ordinance of the Ministry of Justice in the document to be delivered to the shareholder who has requested delivery of the document by the record date of voting rights.

Article 16. (Requirements for Resolution)

1. The resolutions of general meetings of shareholders shall be passed by a majority of votes of the attending shareholders entitled to exercise their voting rights.
2. The resolution of general meetings of shareholders provided for in Paragraph 2, Article 309 of the Companies Act shall be passed by not less than two-thirds of votes of shareholders present at a general meeting at which shareholders having not less than one-third of the total number of voting rights of shareholders entitled to exercise their voting rights are present.

Article 17. (Exercise of Voting Rights by Proxy)

A shareholder may exercise his/her voting rights by a proxy, who shall be a shareholder having voting rights of the Company, provided that a document establishing his/her power of representation must be filed with the Company prior to the opening of the general meeting of shareholders.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

Article 18. (Number)

The Company shall have Directors not exceeding fifteen in number.

Article 19. (Election)

1. A resolution electing Directors shall be adopted by a majority of votes of the shareholders present at a general meeting of shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present.
2. No cumulative voting shall be used for the resolution mentioned in the preceding paragraph.

Article 20. (Term of Office)

The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one year following his/her election.

Article 21. (Board of Directors)

1. In addition to the provisions of law or ordinance and of these Articles of Incorporation, the Rules of the Board of Directors established by the Board of Directors shall apply to matters relating to the Board of Directors.
2. In convening a meeting of the Board of Directors, notice shall be issued to each Director at least three days before the meeting date. Provided, however, in case of an urgency, this period may be shortened.

Article 22. (Deemed Resolution of Board of Directors)

In cases where a Director proposes a matter to be resolved by the Board of Directors, if all Directors who are entitled to participate in votes with regards to such matter unanimously express their consent to such matter in writing or digitally, it shall be deemed that such matter is adopted by a resolution of the Board of Directors.

Article 23. (Release of Directors' Liability)

1. The Company may, pursuant to the provision of Paragraph 1, Article 426 of the Companies Act, release the Directors (including those who had been Directors) of their liability for damages arising from negligence of their duties by a resolution of the Board of Directors, to the extent permitted by the applicable laws and regulations.
2. The Company may, pursuant to the provision of Paragraph 1, Article 427 of the Companies Act, enter into a contract with its Directors (excluding executive Directors and the like) to limit their liabilities to the Company for damages arising from negligence of their duties; provided, however, that the liability amount of the outside Director under such contract shall be limited to the minimum liability amount stipulated in the applicable laws and regulations.

CHAPTER V THREE COMMITTEES

Article 24. (Method of Selection of Committee Members)

The members of the Nomination Committee, the Audit Committee and the Compensation Committee shall be selected from among Directors by a resolution of the Board of Directors.

Article 25. (Rules of Committees)

In addition to the provisions of law or ordinance and of these Articles of Incorporation, the rules of each Committee established by the Board of Directors shall apply to matters relating to the Nomination Committee, the Audit Committee and the Compensation Committee.

CHAPTER VI EXECUTIVE OFFICERS

Article 26. (Election of Executive Officers)

Executive Officers shall be elected by a resolution of the Board of Directors.

Article 27. (Term of Office)

1. The term of office of an Executive Officer shall expire at the conclusion of the first meeting of the Board of Directors held after the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one year following his/her election.
2. The term of office of an Executive Officer elected to fill a vacancy shall expire at the expiration of the remaining term of office of the retired Executive Officer and the term of office of an Executive Officer elected to increase the number of Executive Officers shall expire at the expiration of the remaining term of office of the other current Executive Officers.

Article 28. (Representative Executive Officer)

The Board of Directors shall elect Representative Executive Officer(s) by its resolution.

Article 29. (Release of Executive Officers' Liability)

The Company may, pursuant to the provision of Paragraph 1, Article 426 of the Companies Act, release the Executive Officers (including those who had been Executive Officers) of their liability for damages arising from negligence of their duties by a resolution of the Board of Directors, to the extent permitted by the applicable laws and regulations.

CHAPTER VII
ACCOUNTS

Article 30. (Business Year)

The Company's business year shall be from January 1st to December 31st of each year.

Article 31. (Organization to Determine Distributions of Dividends from Surplus, Etc.)

The Company may determine distributions of dividends from surplus and other matters provided for in each Item of Paragraph 1, Article 459 of the Companies Act by a resolution of the Board of Directors, unless otherwise provided for in the applicable laws or regulations.

Article 32. (Record Date for Distributions of Dividends from Surplus)

1. The record date for distribution of dividends from surplus is March 31st, June 30th, September 30th and December 31st of each year.
2. In addition to the preceding paragraph, the Company may distribute dividends from surplus by designating a record date.

Article 33. (Limitation of Payment Period)

1. In cases where dividends shall remain unclaimed after the lapse of three years from the day on which payment thereof was commenced, the Company shall be exonerated from the responsibility of payment thereof.
2. Accrued dividends shall not bear any interest.

(Supplementary Provision)

Article 1.

Regarding (i) exemptions from Corporate Auditors' liability provided for in Paragraph 1, Article 423 of the Companies Act, concerning actions of Corporate Auditors (including those who had been Corporate Auditors) conducted before the conclusion of the ordinary general meeting of shareholders held with respect to the business year ended December 31st, 2023 and (ii) contracts already entered into with Corporate Auditors to limit such liability, Paragraphs 1 and 2, Article 33 of these Articles of Incorporation prior to the amendments made by the resolution of the said ordinary general meeting of shareholders shall remain applicable.