

Global Anti-Bribery and Anti-Corruption Policy

Rule Number: RER-DB04

Establishment: September 15, 2023

Latest Revision: -

Managed By: Legal Division

1. PURPOSE

Renesas Electronics Group (hereinafter, "Renesas". Renesas refers to Renesas Electronics Corporation and its subsidiaries.) is committed to conducting its business in accordance with the highest ethical standards. The purpose of this policy is to ensure that Renesas business is conducted in compliance with all applicable anti-corruption laws in locations where Renesas operates or does business, including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), and the Japanese Unfair Competition Prevention Act. This policy, supported by the Renesas Global Code of Conduct, details what is required of Employees when directly or indirectly interacting with Government Officials, other persons, and Third Parties acting on Renesas's behalf.

Compliance with these requirements is mandatory. Renesas will not authorize, involve itself in, or tolerate any business practice, even if it is "customary" in a given country, which does not comply with this policy and applicable laws.

2. SCOPE & RESPONSIBILITIES

This policy applies to all employees, directors and executive officers of Renesas (hereinafter, "Employees"). All Employees are responsible for reading, understanding, and complying with this policy, and for promptly reporting any transaction, activity, or request that might violate this policy to their manager and the Legal Division (Compliance Department).

3. PROHIBITED ACTIONS

Renesas will not tolerate bribery or corruption in any form. Employees and any Third Party acting on Renesas's behalf or at Renesas's direction are prohibited from directly or indirectly making or receiving a bribe, improper payment or kickback to or for the benefit of any Government Official or other person.

Specifically, Employees and Third Parties acting on Renesas's behalf or direction are prohibited from:

Bribery of Government Officials*, which includes:

- Offering, promising, authorizing, or paying ***Anything of Value***** to any Government Official knowing that all or some portion of the thing of value will be offered, given, or promised for the purpose of inducing the Government Official to use their influence to obtain, retain, or direct business to

Renasas or to any other individual or entity, or to otherwise secure an improper business advantage;
or

- Agreeing to provide Anything of Value to a Government Official when directly or indirectly requested or demanded by the Government Official in order to act or refrain from acting in relation to their duties.

Commercial bribery, which includes:

- Offering, promising, authorizing, or paying Anything of Value to any non-government employee, agent, or representative of another company, or to another person, in order to induce or reward the improper performance of any function of a public nature or activity connected with business;
or
- Agreeing to provide Anything of Value to another person when directly or indirectly requested or demanded by the other person in order to act or refrain from acting in relation to their duties.

Accepting or receiving a bribe, which includes:

- Requesting, agreeing to receive, or accepting Anything of Value from any individual or entity as an inducement or reward for the improper performance of any function of a public nature or activity connected with business.

This prohibition includes **Facilitation or Expediting Payments***** made to a Government Official to expedite the performance of a government action.

* **Government Official** means any:

- ☐ Official or employee of any government, or any agency, ministry, or department of a government (at any level).
- ☐ Person acting in an official capacity for a government regardless of rank or position.
- ☐ Official or employee of a company wholly or partially controlled by a government (E.g., a state-owned oil company, a public university, or a public hospital).
- ☐ Political party or any official of a political party.
- ☐ Candidate for political office.
- ☐ Officer or employee of a public international organization, such as the United Nations or the World Bank.
- ☐ Family member (interpreted in the broadest meaning to include a spouse, child, parent, grandparent, sibling, cousin, uncle, aunt, niece, nephew or household member) of any of the above.

** **Anything of Value** - Any goods, services, funds, credits, or other item, to be interpreted in the broadest possible sense. Without limitation, examples might include: cash and cash equivalents of any amount (e.g., gift cards); gifts; meals, travel, and other hospitality; training; in-kind services; business, employment, or investment opportunities; contractual rights or interests; discounts or credits; commissions, brokerages, kickbacks, rebates,

loans, or other compensation; assistance to or support of Family Members; employment of Family Members; payment of medical or any other related expenses; political donations; and charitable contributions.

***** Facilitation or Expediting Payments-** *A small bribe made to secure or expedite the performance of a routine or necessary action to which the payer already has legal or other entitlement.*

Employees may not do something in their "personal capacity" that is otherwise prohibited by this policy. For example, in relation to any Renesas business activity, Employees may not make a prohibited payment with their personal funds (i.e., funds for which they will not seek reimbursement from Renesas).

4. POTENTIALLY PERMISSIBLE ACTIONS

Unlike the prohibited conduct above, the following types of transactions and activities may, under the appropriate circumstances, be permissible. Such transactions and activities are only permissible if they are conducted in accordance with this policy, and applicable laws:

- **Gifts, meals, travel, and other hospitality for Government Officials and other persons;**
- **Charitable contributions;**
- **Government Officials or Family Members of a Government Official as customers;**
- **Hiring of Government Officials or Family Members of a Government Official;**
- **Obtaining government licenses, permits, and regulatory approvals; and**
- **Settling disputes with government agencies or departments.**

4.1 Gifts, Meals, Travel, and Hospitality for Government Officials and other persons

In certain limited circumstances, providing gifts, meals, travel, or hospitality, to or for the benefit of a Government Official or another person, either directly or in connection with sponsored training programs, conferences, and other events, may be permissible, provided that advance approval is obtained in accordance with the criteria below:

Advance approval: Advance approval from the Legal Division (Compliance Department) must be obtained before providing or promising a gift, including meals, entertainment, or other items of value, to a Government Official. All requests will be assessed to confirm that the expenditure meets the following criteria:

- **Of nominal value.** The value of the gift or entertainment is nominal and appropriate to the circumstances. Gifts or entertainment with value in excess of US\$200 per person may only be considered appropriate in rare and unusual circumstances. Discuss any gifts or entertainment with a value approaching US\$200 per person with your Senior Vice President, or if you are a Senior Vice President, with Renesas's CEO or Chief Legal Officer;
- **Customary.** The item is a customary business gift and would not embarrass Renesas if publicly disclosed. Before offering a gift or entertainment, check with the person or their organization to

determine whether doing so violates their policies or any applicable integrity agreements. **Cash is never an acceptable gift. Giving or receiving cash is generally viewed as a bribe or kickback, and is always against Renesas policy;**

- **Not involving favored treatment.** The purpose of the gift is not to obtain special or favored treatment;
- **Transparent.** The gift is presented openly with complete transparency;
- **Legal.** Giving or accepting the gift is legal in the Government Official's or other person's location and under the circumstances where given, and local tax requirements are met;
- **Reasonable in frequency.** What is reasonable should be judged based on common sense and the specific circumstances, however, the giving of gifts or entertainment semi-annually or annually would be preferable to a cadence of weekly, quarterly or monthly expenditures. We do not want a situation to develop where the regularity of gift and/or entertainment giving creates an impression from the recipient that such gifts and/or entertainment are virtually obligatory or to be expected;
- **Directly related to:** the promotion, demonstration or explanation of Renesas products and services; the execution or performance of a contract; or another bona fide business activity of Renesas;

The following types of expenses are prohibited. Under no circumstance may Employees offer, promise, authorize, pay, reimburse or provide:

- Gifts, meals, travel, or any other hospitality for a Family Member or guest of a Government Official;
- First-class airfare, limousine services, or sightseeing trips for a Government Official;
- Per Diems to a Government Official; or
- Any otherwise prohibited gift or business entertainment (e.g., a gift of cash or a cash equivalent).

Cash is never an acceptable gift. Giving or receiving cash is generally viewed as a bribe or kickback, and is always against Renesas policy

Record-Keeping for Government Official Expenditures:

Employees are responsible for ensuring that all expenses involving Government Officials are accurately and fully recorded in Renesas's books and records, and that the entirety of a transaction is honestly recorded.

4.2 Charitable Contributions

Neither Renesas nor its Employees may make a charitable contribution to or for the benefit of a Government Official or another person in order to obtain an unlawful business advantage or based on the level of actual or anticipated business with a particular Government Official or other person.

4.3 Government Officials as Customers

When Government Officials or Family Members of Government Officials seek to become, or are, customers of Renesas, Employees and Third Parties acting on Renesas's behalf shall treat them the same as non-Government Official customers and shall not provide them with benefits, credits, discounts, or services that are not otherwise available to non-Government Official customers. Neither Renesas nor Employees may provide Anything of Value to a Government Official customer in order to improperly obtain or retain business. Employees receiving a request to directly or indirectly provide a Government Official customer with Anything of Value must promptly report it to their manager, and to the Legal Division (Compliance Department).

4.4 Hiring Government Officials

All hiring at Renesas must be based solely on a candidate's qualifications and ability to perform the duties of the intended role. No hiring decisions should be made to improperly influence a Government Official. Any hiring of a Government Official or Family Member of a Government Official must be pre-approved, in writing, by the Renesas Chief Legal Officer. Neither Renesas nor Employees may provide special treatment or favors to any individual because he or she is a Government Official or a Family Member of a Government Official.

4.5 Obtaining Government Licenses, Permits, and Regulatory Approvals

Renesas may be required to obtain and maintain certain government licenses, permits, and other regulatory approvals in countries in which Renesas operates or does business. Local laws and regulations in a given country may require Renesas to pay certain official fees to the relevant Government agency or department in order to obtain such a license, permit, or regulatory approval. Payment of official fees directly to the Government agency or department is permissible. However, offering, promising, or providing Anything of Value, directly or indirectly, to a Government Official in exchange for the Government Official's assistance in obtaining a government license, permit, or regulatory approval is prohibited as Government Official bribery.

4.6 Settling Government Disputes

On occasion, disputes with local government agencies or departments may arise in jurisdictions in which Renesas operates or does business. Offering, promising or paying Anything of Value, directly or indirectly, to a Government Official in exchange for their assistance in settling the dispute with a local government agency or department is prohibited as Government Official bribery.

4.7 Third Parties

Renesas and its Employees may be liable for any improper acts or payments made by Third Parties acting on Renesas's behalf, including agents, distributors, brokers, suppliers, contractors, and consultants etc., (even where Renesas may not have directed such action or payment).

Neither Renesas nor its Employees may expressly or implicitly direct or otherwise cause a Third Party to provide or offer to provide Anything of Value to a Government Official or other person, for or on behalf of Renesas, for the purpose of improperly obtaining or retaining business or securing an improper advantage. Employees who engage Third Parties must ensure that Third Party actions made on Renesas's behalf are done in accordance with the Law and this policy.

4.8 Mergers, Acquisitions, Joint Ventures, and Investments

As part of our business, Renesas undertakes due diligence for a variety of strategic transactions, including mergers, acquisitions, joint ventures and investments, which potentially pose legal and business risk to Renesas from an anti-corruption legislation perspective. In doing so, we strive to decrease the risk that Renesas is held liable for any bribery and corruption committed by either target companies, or joint ventures & other investment partners.

5. COMPLIANCE & EXCEPTIONS

Requests for exceptions to this policy must be sent to the Legal Division (Compliance Department). No exception will be valid until the receipt of written approval of such exception.

Violating this policy could lead to civil and criminal liability for both the individuals involved and Renesas. Failing to comply with this policy may be grounds for disciplinary action, up to and including termination.

6. CONTACT INFORMATION

Employees may ask questions, raise concerns, or report non-compliance with this policy by contacting the areas below. Please seek advice before engaging in any conduct that may violate this policy.

- **Renesas Legal Division (Compliance Department)** by email at compliance@renesas.com.
- **Renesas Compliance Hotline** at <http://renesas.ethicspoint.com>.

Communications to this Hotline may be made anonymously, subject to local laws.

Renesas prohibits retaliation against any Employee for making a good faith report of actual or suspected violations of laws, regulations, or Renesas Global and Company Rules, including this policy.

End

【Related Rules】

Parent Rules	REL	-
Previous Rules	REL	-
Relevant Rules	REL	RER-AA07 “Renesas Global Code of Conduct”

【Revision History】

Revision	Date of Issue	Points of Revision
1	September 15, 2023	Established