

Notice Concerning Filing of Shelf Registration Statement for Issuance of New Shares or Disposal of Treasury Shares

TOKYO, Japan, July 18, 2025 — Renesas Electronics Corporation (“Renesas”, TSE:6723), a premier supplier of advanced semiconductor solutions, today announced that Renesas filed the Shelf Registration Statement for the issuance of new shares or the disposal of treasury shares in connection with the restricted stock units (“RSUs”) to be granted on August 1, 2025 under the stock compensation plan (the “Plan”).

(1) Purpose of Shelf Registration	To grant the RSUs to the employees of Renesas and its subsidiary based on the Plan
(2) Class of Securities to be Offered	Shares of common stock of Renesas
(3) Scheduled Issue Period	For the period from the scheduled effective date of the Shelf Registration to the date that is two years after such scheduled effective date (From July 26, 2025 to July 25, 2027)
(4) Scheduled Issue Amount	Up to 300 million yen
(5) Use of Proceeds	Shares of common stock of Renesas will be allotted to the relevant employees in exchange for the contribution of the monetary compensation receivables provided to each relevant employee, and no proceeds will be gained by Renesas

(Details of the Plan)

(1) Eligible Grantees

Directors, executive officers, executive corporate officers and employees of Renesas and its subsidiaries.

(2) Overview of RSU

The RSUs granted under the Plan are stock compensation in which Renesas grants the number of units predetermined by Renesas to the Eligible Grantees in advance, and then delivers shares of its common stock to the Eligible Grantees in accordance with the number of units that vest based on the service continuation period. In principle, in the case of Eligible Grantees other than outside directors, one-third of the number of units granted (corresponding to three years) will be vested for every one year has passed, and, in the case of outside directors, the total number of units granted (corresponding to one year) will be vested for one year has passed.

With respect to the RSUs that may be granted in connection with any special situation, such as when RSUs are granted to executives and employees of an acquired company where stock compensation granted by the acquired company are extinguished, or when RSUs are granted in connection with a reduction in the basic salary, Renesas may vest the units in a period different from above.

(3) Method and Timing of Delivery of Shares of Renesas

On each vesting date, Renesas, pursuant to determination of the Representative Executive Officer, will allot to the Eligible Grantees the shares of Renesas' common stock corresponding to the number of vested units (one share per unit) in exchange for the contribution in kind by such Eligible Grantees of all of the monetary compensation receivables provided to such Eligible Grantees, by way of issuance of new shares of Renesas' common stock or transfer of existing shares.

The payment amount per share delivered under RSUs under the Plan is the closing price of the shares of Renesas' common stock on the Tokyo Stock Exchange on the business day immediately prior to the date of the resolution of the determination of the Representative Executive Officer for the delivery of Renesas' common stock (or, if no transaction is effected on the same day, the closing price on the most recent trading day prior thereto).

(4) Handling at the time of retirement

The vesting of the units shall be made, in principle, subject to the condition that the Eligible Grantees are directors, executive officers, executive corporate officers, or employees, etc., of Renesas or its subsidiaries at the time of the vesting. However, even if the Eligible Grantees lose their position prior to the vesting of the units, in the event of losses of positions due to causes for the employment contract, etc. or other special circumstances, the number of the shares of Renesas' common stock to be delivered and the timing of the delivery may be adjusted by the method provided by Renesas.

About Renesas Electronics Corporation

Renesas Electronics Corporation ([TSE:6723](#)) empowers a safer, smarter and more sustainable future where technology helps make our lives easier. A leading global provider of microcontrollers, Renesas combines our expertise in embedded processing, analog, power and connectivity to deliver complete semiconductor solutions. These Winning Combinations accelerate time to market for automotive, industrial, infrastructure and IoT applications, enabling billions of connected, intelligent devices that enhance the way people work and live. Learn more at [renesas.com](https://www.renesas.com). Follow us on [LinkedIn](#), [Facebook](#), [Twitter](#), [YouTube](#), and [Instagram](#).

(FORWARD-LOOKING STATEMENTS)

The statements in this press release with respect to the plans, strategies and financial outlook of Renesas and its consolidated subsidiaries (collectively "we") are forward-looking statements involving risks and uncertainties. Such forward-looking statements do not represent any guarantee by management of future performance. In many cases, but not all, we use such words as "aim," "anticipate," "believe," "continue," "endeavor," "estimate," "expect," "initiative," "intend," "may," "plan," "potential," "probability," "project," "risk," "seek," "should," "strive," "target," "will" and similar expressions to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements discuss future expectations, identify strategies, contain projections of our results of operations or financial condition, or state other forward-looking information based on our current expectations, assumptions, estimates and projections about our business and industry, our future business strategies and the environment in which we will operate in the future.

Known and unknown risks, uncertainties and other factors could cause our actual results, performance or achievements to differ materially from those contained or implied in any forward-looking statement, including, but not limited to, general economic conditions in our markets, which are primarily Japan, North America, Asia, and Europe; demand for, and competitive pricing pressure on, products and services in the marketplace; ability to continue to win acceptance of products and services in these highly competitive markets; and fluctuations in currency exchange rates, particularly between the yen and the U.S. dollar. Among other factors, downturn of the world economy; deteriorating financial conditions in world markets, or deterioration in domestic and overseas stock markets, may cause actual results to differ from the projected results forecast.

This press release is based on the economic, regulatory, market and other conditions as in effect on the date hereof. It should be understood that subsequent developments may affect the information contained in this presentation, which neither we nor our advisors or representatives are under an obligation to update, revise or affirm.

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