

CODE OF CONDUCT

Renesas Electronics America Inc.

Effective July 1, 2018

PREFACE

The aim of this Code of Conduct (“Code”) is to state the standards that should be observed by all Renesas Electronics America Inc. (“Renesas” or the “Company”) employees and employees of the Company’s subsidiaries, as well as all suppliers, consultants, contractors, and others temporarily assigned to provide services to Renesas in order to realize the principles set forth in the Renesas Electronics Group Corporate Social Responsibility (“CSR”) charter.

Renesas and its worldwide subsidiaries conduct business consistent with the highest legal and ethical principles and considerations, and also complies with all applicable laws and regulations. Compliance with these principles is vital to maintain Renesas’ global reputation as a responsible corporate citizen, and to achieve our goal of being among the best and most respected semiconductor companies in the world. Personal responsibility is at the core of our principles and culture. We expect everyone associated with Renesas to not only know right from wrong, but also to always choose right over wrong. In every business decision we make, we must follow the ethics and compliance principles set forth in this Code. Renesas’ management must show a commitment to this Code of Conduct as well as Renesas’ Policies through their actions. They also must promote an environment where compliance is expected and ethical behavior is the norm.

No Code could ever anticipate every ethical decision we may face in business. So whenever you are in doubt about any matter that may have ethical implications, you should seek guidance within your individual department or the Legal Department. This Code identifies the channels and procedures that we have established to help answer your questions. This Code is not intended to replace any of Renesas’ Corporate Policies that have been developed for specific topics.

Violation of this Code is a serious matter and could subject you or Renesas to civil liability or even criminal prosecution. It is important that you read this Code carefully and ask questions about anything you do not understand. Each of us must understand and accept our personal responsibility in preserving and enhancing Renesas’ exceptional reputation and take pride in always doing the right thing. It is also our responsibility to report anything we observe, or know about, that might violate these principles.

This Code incorporates principles contained in the United Nations Universal Declaration of Human Rights, the Social Accountability International (“SAI”) SA8000 standard, the Ethical Trading Initiative, the International Labour Organization (“ILO”) Conventions, the Responsible Business Alliance Code of Conduct (f.k.a. the Electronic Industry Citizenship Coalition (“EICC”)), the United Nations Global Compact (“UNGC”), and the Business Social Compliance Initiative (“BSCI”) Code of Conduct.

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CORPORATE RESPONSIBILITIES

COMMITMENTS TO STAKEHOLDERS

A. Employees

Renesas values the contributions of all of its employees and treats each individual with respect. This includes safeguarding the confidentiality of employee records; respecting employee privacy – refraining from unnecessary intrusions; and supporting, as far as possible, employees’ work-related aspirations. As a corporation, Renesas is committed to informing employees quickly and fully on issues affecting them, and listening to their ideas and concerns.

The Company strives to provide work that is satisfying and a work environment that is safe and pleasant. Wherever it operates in the world, the Company offers salaries and benefits that are competitive and fair. The Company strives to provide employees with opportunities for continuing professional development.

In its hiring practices, Renesas will be fair and equitable. Renesas seeks to create a work force that is a reasonable reflection of the diverse populations of the communities in which it operates. When the realities of the highly competitive global marketplace make it necessary for the Company to downsize or phase out particular areas of business, Renesas will respect the dignity of affected employees and ensure they are treated appropriately.

Renesas is committed to protecting and enhancing the health and safety of its employees.

B. Customers

Renesas’ customers deserve high-quality, safe, and environmentally responsible products. The business focus of all the Company’s daily activities is to attain and maintain market leadership through customer satisfaction, superior value, and product excellence. In order to maintain excellence through continuous improvement, the Company invests substantial resources in research, design, and development activities.

The Company maintains high ethical standards in all of its customer relationships, and conducts all business with honesty and integrity.

C. Suppliers

Renesas is fair in its choice of suppliers and is honest in all business interactions with them. Purchasing decisions are made on the basis of criteria such as competitive price, quality, quantity, delivery, service, and reputation. The ethical and environmental standards and practices of suppliers also influence purchasing decisions, and suppliers are expected to comply with this Code. The objective is to procure materials and services

which will contribute most to the quality of our products and the long-term benefit of the Company.

We believe in doing business with third parties that embrace and demonstrate principles of ethical business behavior. We rely on suppliers, contractors, and consultants to help us accomplish our goals. To create an environment where our suppliers, contractors, and consultants have an incentive to work with Renesas they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. The manner in which we select our suppliers and the character of the suppliers we select reflect on our business.

For additional information see REA's Business Practices Policy.



COMPLIANCE WITH LAWS AND REGULATIONS

Renesas' standards of business conduct serve as an important resource for employees in support of our day-to-day decision making. Our standards represent the core of how we create the solid foundation of trust and success that is reflected in our relationships with customers, suppliers, stockholders, and each other. This Code of Conduct should be used as a resource when questions of legal or ethical appropriateness arise on the job. It is not a comprehensive rulebook, but rather a statement of how we are committed to do business. We all have a personal responsibility to uphold and ensure the letter and spirit of our Code of Conduct in our individual roles, every single day. It is important that you are aware of, and never intentionally violate, relevant laws and regulations.

Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes Renesas to risk, including risk to its reputation, and therefore may result in disciplinary action up to and including termination of your employment. You should understand that violations of laws or regulations may also result in legal proceedings and criminal sanctions including, in some circumstances, civil fines or judgments and criminal penalties or prison time that could affect you personally in addition to causing adverse consequences to Renesas. You should also be alert to changes in the law or new requirements that may affect your business unit, as well as new products or services that may be subject to special legal requirements.



EMPLOYMENT ISSUES

Renesas endeavors to provide all employees with an environment that is conducive to conducting business and allows individuals to excel, be creative, take initiative, seek new ways to solve problems, and generate opportunities. Each employee has responsibility for creating and sustaining a pleasant, secure, and productive working environment in which all employees and contractors are treated fairly and with respect.

We must all strive to communicate our ideas and concerns in an honest and clear manner. We must make sure that our criticisms are both direct and constructive, and we must be willing to accept candid feedback from others in the same spirit. Developing our ability to resolve problems and work effectively as team members is an important and ongoing challenge.

Respect for the differences in backgrounds, experiences, perspectives, and talents that each individual employee brings to the team is a fundamental value. Renesas does not tolerate discrimination, harassment, or demeaning behavior against any individual or group. We recognize that there are differences among individuals and groups that go well beyond race and gender, and we are committed to the principle of inclusiveness in its broadest sense. We all must learn to understand individual differences, and see how together they contribute to the creation of more innovative ideas and better solutions to problems. It is important that we make the effort to discover how our own skills and perspectives can support this process, and to recognize the need for our own personal development.

Our responsibilities to other employees also include ensuring that we do our part in maintaining corporate environmental, health, and safety standards in our own workplace. One important component of health and safety standards concerns illegal drugs. Renesas does not tolerate the use, sale, or possession of illegal drugs on Company property.

Renesas believes that its employees are a valuable resource, and is committed to maintaining a workplace atmosphere that will attract and retain employees who will contribute to the Company's success. Consistent with this philosophy is Renesas' policy to recruit, employ, promote, and take other personnel actions without regard to race, color, religion, sex, age, national origin, disability, or membership in any other group protected by federal, state, or local law.

Renesas does not condone discrimination, nor does it permit retaliation against employees who file or participate in legitimate discrimination complaints filed with applicable investigative agencies. Further, it is Renesas' policy to provide a work environment free from discrimination and harassment, and all employees are expected to comply with this policy. Harassment includes, without limitation, demeaning, insulting, embarrassing, or intimidating behavior directed at any employee because of the employee's gender, race, ethnicity, gender identity, gender expression, physical or mental disability, age, pregnancy, religion, veteran status, national origin, or other legally protected status.

The Company bans unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display of sexually oriented pictures, cartoons, jokes, or other materials. It also prohibits retaliation against any employee who rejects, protests, or complains about sexual harassment.

For additional information see REA's Equal Employment Opportunity Policy as well as REA's Discrimination and Harassment Policy.

CONFIDENTIAL INFORMATION & INTELLECTUAL PROPERTY

Information is a key corporate asset. Inadvertent release of business or technical information to third parties may help our competitors by providing them with the technical solution to an important problem, or by allowing them to avoid costly research and development activities. If competitors gain even a very general sense of what we intend to bring to market, it may give them a head start in countering whatever advantages we might have had with our customers. The receipt of sensitive business or technical information from competitors or other industry players also carries significant risks: our own internal development activities in the area may be foreclosed. Inappropriate handling of sensitive information or original ideas provided by third parties can lead to loss of trust and liability for damages. The Company requires that confidential information belonging to others that has been entrusted to Renesas' care be treated with the same safeguards as Renesas' own confidential information is treated.

For additional information see REA's Information Policy.

A. Non-Disclosure Agreements ("NDA")

Renesas employees must have a non-disclosure agreement signed and in place with any third party to whom any confidential information will be disclosed. The Legal Department must be consulted for assistance with any NDA.

Employees who have access to confidential information -- which may range from engineering designs, to employee records, to data entrusted to us by a customer or competitor -- must take every precaution to keep it confidential. Be very cautious in discussing Company business in public -- in restaurants, on airplanes, or on cellular phones. Use extra care in transmitting confidential materials via fax or Email. Your obligation to protect Renesas' confidential information continues even after you leave the Company.

B. Copyrighted Materials

Many materials used by Renesas employees in the course of their work are protected by copyright laws. Books, software, training materials, audio and videotapes, trade journals, and magazines are a few examples. Reproducing, distributing, or altering copyrighted materials without the permission of the copyright owner or his authorized agent may be prohibited by law. A "fair use" exception exists for purposes such as criticism, comment, news, reporting, teaching, and research, depending on several factors, including whether the use is commercial and how the use affects the market value of the copyrighted work.

C. Patented Products

Unauthorized copying, manufacture, use, sale, or importation of products protected by patent laws of the U.S. and foreign jurisdictions is prohibited.

D. Software

Computer software licensed by Renesas is protected by copyright laws and must not be illegally copied for personal, Company, or customer use.

For additional information see REA's Intellectual Property Policy.



ACCURATE RECORDS, COMMUNICATIONS, AND SOCIAL MEDIA

The laws, regulations, and Renesas policies relating to recordkeeping and communications require that Renesas' financial books, records, and statements properly account for all assets and liabilities in accordance with generally accepted accounting principles ("GAAP"), accurately reflect all transactions of the Company, contain no false or misleading information, and be retained in accordance with Renesas' record retention policy and all applicable laws.

Renesas requires honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, and personnel records, as well as all financial records.

All financial books, records, and accounts must accurately reflect transactions and events, and must conform both to required accounting principles and to Renesas' system of internal controls. No false or artificial entries may be made. When a payment is made, it can only be used for the purpose spelled out in the supporting documentation.

All business records and communications should be clear, truthful, and accurate. Business records and communications often become public through litigation, government investigations, and the media. We will avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including e-mail and "informal" notes or memos. Records should always be retained and destroyed according to Renesas' record retention policies.

For additional information see REA's Record Retention Policy.

All communications with the media, investors, and analysts on behalf of Renesas must be done by the Corporate Communications Department. This includes posts to online forums, social media sites, blogs, chat rooms, and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses, as well as letters to the editor and endorsements of products or services.

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public about our Company. In addition to following all Company policies, a general rule to remember when utilizing social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable, and can affect our Company's reputation and relationships with coworkers and customers. When using social media tools like blogs, LinkedIn, Facebook, Twitter, or wikis, ensure that you do not make comments on behalf of Renesas without proper authorization. Also, you must not disclose our any confidential information about our business, our suppliers, or our customers.



ENVIRONMENTAL, HEALTH AND SAFETY

Renesas' policy is to conduct business operations in a manner consistent with the principles of environmental stewardship. This includes pollution prevention, conservative management of scarce resources, and appropriate disposition of waste materials, emphasizing reuse and recycling. Renesas and its employees are committed to ensuring that the Company's operations comply with both the letter and intent of all applicable environmental laws and regulations to minimize the impact on the environment. We will incorporate environmental considerations into all stages of our product life cycles, including research and development, design, procurement, production, and use. If a safety or quality problem should occur with a Renesas product, we will endeavor to identify the root cause and implement appropriate corrective measures.

It is also Renesas' policy to establish and maintain a safe and healthy work environment. Renesas strives to conduct all business activities in a responsible manner free from recognized hazards and to comply with all applicable health and safety regulations. All Renesas employees are expected to understand their responsibilities for environmental, health and safety ("EHS") compliance and management. Each employee must comply with the letter and intent of this policy and the environmental, health and safety laws and regulations relevant to their respective jobs.

Renesas adheres to the following health and safety standards:

1) Occupational Safety

Worker exposure to workplace safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering, and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained personal protective equipment. Workers are encouraged to promptly raise any and all safety concerns.

- 2) Emergency Preparedness
Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures, including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities, and recovery plans. Such plans and procedures shall focus on minimizing harm to life, the environment, and property.
- 3) Occupational Injury and Illness
Procedures and systems are to be in place to prevent, manage, track, and report occupational injury and illness, including provisions to: encourage worker reporting; classify and record injury and illness cases; provide necessary medical treatment; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of workers to work.
- 4) Industrial Hygiene
Worker exposure to chemical, biological, and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.
- 5) Physically Demanding Work
Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing, and highly repetitive or forceful assembly tasks are to be identified, evaluated, and controlled.
- 6) Machine Safeguarding
Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks, and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.
- 7) Sanitation, Food, and Housing
Workers are to be provided with ready access to clean toilet facilities and potable water. If worker dormitories are provided, they shall be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.
- 8) Health and Safety Communication
The Company shall provide workers with appropriate workplace health and safety training in their primary language. Health and safety related information shall be clearly posted in the facility.

Renasas adheres to the following environmental standards:

- 1) Environmental Permits and Reporting
All required environmental permits (e.g., discharge monitoring) approvals and registrations are to be obtained, maintained, and kept current and their operational and reporting requirements are to be followed.
- 2) Pollution Prevention and Resource Reduction
Waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling, and re-using materials.
- 3) Hazardous Substances
Chemical and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse, and disposal.
- 4) Wastewater and Solid Waste
Wastewater and solid waste generated from operations, industrial processes, and sanitation facilities are to be characterized, monitored, controlled, and treated as required prior to discharge or disposal.
- 5) Air Emissions
Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals, and combustion by-products generated from operations are to be characterized, monitored, controlled, and treated as required prior to discharge.
- 6) Materials Restrictions
The Company shall adhere to all applicable laws, regulations, and agreed upon customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling and disposal.
- 7) Water Management
The Company shall implement a water management program that documents, characterizes, and monitors water sources, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal. The Company shall conduct routine monitoring of the performance of its wastewater treatment and containment systems to ensure optimal performance and regulatory compliance.
- 8) Energy Consumption
The Company shall look for cost-effective methods to improve energy efficiency and to minimize their energy consumption.

For additional information see REA's Environmental, Health & Safety Policy. Reports of actual or potential environmental, health, or safety problems or questions about the employee's responsibility or Company policies should be immediately directed to your manager, the Legal Department, or the local EHS coordinator.



POLITICAL INVOLVEMENT

Renasas does not make any political contributions, directly or indirectly, in support of any party or candidate in any election on the federal, state, or local level. Wherever lawful, Renesas may contribute to an occasional initiative or referendum campaign where Renesas' interests are directly involved. As interested citizens, Renesas employees are free to make individual, personal contributions to candidates of their choice, but may not engage in any political activity on Renesas time.



STOCK TRADING

Any direct or indirect investment in one of Renesas' competitors creates a potential conflict of interest. Renesas employees must not invest in or control an organization that competes with any business or activity of the Company, without prior written permission of Renesas' Legal Department – except in the case of publicly traded shares, when the investment does not exceed five percent of the issued shares. Also prohibited is investment in an organization that is or may be a supplier of goods and/or services to the Company, again with the exception for publicly traded shares, when the investment does not exceed five percent of the issued shares.

“Insider trading” means using confidential material information about Renesas, its customers, or suppliers to achieve an unfair advantage in the buying or selling of shares or other securities. “Material information” is usually defined as “information which, if publicly disclosed, would reasonably be expected to influence the decision of a reasonable investor to buy, hold, or dispose of securities.”

Insider trading is both unethical and illegal. It is also illegal to pass on undisclosed material information to anyone, other than as necessary in the ordinary course of business. Employees who involve themselves in insider trading (either by personally engaging in trading or by disclosing confidential material information to others) are subject to immediate termination and potentially criminal prosecution. For additional information see REA's Business Practices Policy.



ANTITRUST / ANTIBOYCOTT

Renesas expects to compete vigorously but fairly within the industry and to comply with all applicable antitrust laws and regulations. Antitrust involves reducing or inhibiting competition without benefit to customers, such as fixing or controlling prices, or limiting production and sales of certain products among competitors. The Legal Department should be consulted about any transactions which may have antitrust implications.

Renesas will comply with laws that prohibit a wide variety of activities associated with organized foreign economic boycotts, including: refusing to do business with boycotted countries, their nationals, or blacklisted companies; furnishing information about the Company's or any person's past, present, or prospective relationship with boycotted countries or blacklisted companies; furnishing information about membership in or support of charitable organizations supporting a boycotted country; and paying, honoring, or confirming letters of credit containing prohibited boycott provisions. Under U.S. antiboycott legislation, Renesas is required to report the receipt of any request to participate in an international boycott.



EXPORT CONTROL

Renesas complies with all laws and regulations that govern the exportation and importation of products and technical data, including items that are hand-carried as samples or demonstration units in luggage. Under U.S. law, such as U.S. International Traffic in Arms Regulations, the Foreign Assets Control Regulations, and the Export Administration Regulations, certain commercial products, radiation-hardened products, and related technology may not be exported without first being licensed by the United States Government. Failure to comply with these requirements could result in heavy fines or the loss or restriction of Renesas' export or import privileges, which, in turn, could seriously and adversely affect a portion of the Company's business. Questions or issues involving Export Control should be directed to the Global Trade Compliance Department.

For additional information see REA's Import, Export, and Anti-Boycott Policy.



ANTI-BRIBERY AND MONEY LAUNDERING

Renesas will comply with the anti-bribery and anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act, both of which apply to global business. Renesas employees will not

directly or indirectly offer or make a payment or offer anything of value to any persons or government officials, including employees of state-owned enterprises, for the purpose of influencing an official act or decision in order to assist the Company in obtaining or retaining business or otherwise obtain a business advantage. These requirements apply both to Renesas employees and agents, such as third party sales representatives, no matter where they are doing business.

Under no circumstances is it acceptable to offer, give, solicit, or receive any form of bribe, kickback, or inducement. This principle applies to Renesas transactions everywhere in the world, even where the practice may be widely considered “a way of doing business.” Under some statutes (such as the FCPA), these are criminal actions that can lead to prosecution.

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

In some instances, small “facilitation payments” or tips are permissible if they are intended to secure a routine business service such as having a telephone installed or expediting a shipment through customs. These payments must be clearly and accurately reported as a business expense. You should be aware, however, that in some countries like the United Kingdom, such payments are illegal and must never be paid. If you have any doubts or questions, contact your manager or the Legal Department. Appropriate disciplinary action, up to and including termination, may be taken against any employee violating this policy.

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited only to cash-based transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation, and can expose Renesas to severe sanctions. Our Company forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion of funds. Anti-money laundering laws of the United States, other countries, and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

MANAGEMENT SYSTEM

Renesas is committed to corporate social and environmental responsibility, compliance, continual improvement, management accountability and responsibility, compliance with applicable laws and regulations, identification of the environmental, health and safety risks associated with operations, including appropriate procedural and physical controls to ensure regulatory compliance to control the identified risks, identifying and assessing performance objectives, communication of Renesas' policies and procedures, communication about Renesas' performance and practices, solicitation of feedback, self-audits, corrective action processes, and maintenance of records showing regulatory compliance.

Renesas' management system contains the following elements:

- 1) Company Commitment
A corporate social and environmental responsibility policy statement affirming the Company's commitment to compliance and continual improvement, endorsed by executive management, and posted in the local language if reasonably possible.
- 2) Communication
A process for communicating clear and accurate information about Renesas' policies, practices, expectations, and performance to workers, suppliers, and customers.
- 3) Worker Feedback and Participation
A methodology for obtaining feedback on practices and conditions covered by this Code and to foster continuous improvement.
- 4) Corrective Action Process
A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations, and reviews.
- 5) Documentation and Records
Creation and maintenance of documents and records to ensure regulatory compliance and conformity to Company requirements along with appropriate confidentiality to protect privacy.
- 6) Supplier Responsibility
A process to communicate this Code or the RBA Code to the Company's suppliers.

UNIVERSAL HUMAN RIGHTS

ReneSas adheres to the following universal human rights:

1) Freely Chosen Employment

Forced, bonded (including debt bondage), or indentured labor, involuntary prison labor, or slave labor shall not be used by the Company or any of its suppliers. This includes transporting, trafficking in, harboring, recruiting, transferring, or receiving vulnerable persons by means of threat, force, coercion, abduction, or fraud for labor or services. There shall be no unreasonable restrictions on workers' freedom of movement in the facility nor unreasonable restrictions on entering or exiting Company-provided facilities. All work must be voluntary, and workers shall be free to leave work at any time or to terminate their employment. Employers and agents may not hold or otherwise destroy, conceal, confiscate, or deny access by employees to employees' identity or immigration documents, such as government-issued identification, passports, or work permits, unless the holding of work permits is required by law or with the consent of the employee. Workers must not be required to surrender any government-issued identification, passports, or work permits as a condition of employment. Workers shall not be required to pay any recruitment fees or other related fees.

2) Young Workers

Child labor is not to be used in any stage of manufacturing Company products. The term "child" refers to any person employed under the age of 15, under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 should not perform work that is likely to jeopardize their health or safety. There shall be proper management of student workers through proper maintenance of student records, rigorous due diligence of educational partners, and protection of students' rights in accordance with applicable law and regulations.

3) Working Hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover, and increased injury and illness. Work weeks are not to exceed the maximum set by local law. Further, a work week should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers shall be allowed at least one day off per seven-day week.

4) Wages and Benefits

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours, and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary

measure shall not be permitted. For each pay period, workers shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. All use of temporary, dispatch and outsourced labor will be within the limits of the local law.

5) Humane Treatment

There is to be no harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.

6) Non-Discrimination

The Company is committed to a workforce free of harassment and unlawful discrimination and no employee shall engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership, marital status, or other protected factors in hiring and employment practices such as promotions, rewards, and access to training. In addition, workers or potential workers should not be subjected to medical tests that will be used in a discriminatory way.

7) Freedom of Association

Open communication and direct engagement between workers and management is the most effective way to resolve workplace and compensation issues. The rights of workers to associate freely, join or not join labor unions, seek representation, and join workers' councils in accordance with local laws shall be respected. Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.



ETHICS

Renesas strives to comply with all applicable laws and regulations, and if local laws are more restrictive than Renesas' Code, Renesas will comply with the local law. Renesas adheres to the following ethical standards:

1) Business Integrity

The highest standards of integrity are to be upheld in all business interactions. The Company shall have a zero tolerance policy for any and all forms of bribery, corruption, extortion, and embezzlement (promising, offering, giving, or accepting any bribes). All business dealings should be transparently performed and accurately reflected on the Company's books and records. Monitoring and enforcement procedures shall be implemented by the Company to ensure compliance with anti-corruption laws.

- 2) No Improper Advantage
Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted. This prohibition covers promising, offering, authorizing, giving, or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage.
- 3) Disclosure of Information
Information regarding business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.
- 4) Intellectual Property
Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and customer information is to be safeguarded.
- 5) Fair Business, Advertising, and Competition
Standards of fair business, advertising, and competition are to be upheld. Appropriate means to safeguard customer information must be implemented in all cases.
- 6) Protection of Identity and Non-Retaliation
Programs that ensure the confidentiality, anonymity, and protection of employees who report concerns believed to be legitimate about Company business are to be maintained, unless prohibited by law. The Company shall have a communicated process for their personnel to be able to raise any concerns without fear of retaliation.
- 7) Responsible Sourcing of Minerals
The Company shall have a policy to reasonably assure that the tantalum, tin, tungsten, and gold in the products it manufactures do not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Reasonable country of origin inquiry or due diligence, as applicable, may be exercised on the source or chain of custody of these minerals and the results made available to customers upon request.
- 8) Privacy
The Company shall commit to protecting the reasonable privacy expectations of personal information of everyone it does business with, including suppliers, customers, and employees. The Company shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, or shared.



TRUTH IN ADVERTISING

It is our responsibility to accurately represent Renesas and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our vision and mission. Sometimes it is necessary to make comparisons between our products and our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.



EMPLOYEE RESPONSIBILITIES

PROPER USE OF COMPANY RESOURCES

Collectively, we have a responsibility to protect the Company's assets and ensure their efficient use. Theft, carelessness, and unnecessary waste have a direct impact on the Company's profitability and, ultimately, on all of our jobs.

Supplies and equipment purchased by the Company are intended to be used for Renesas business purposes only. Any other use – for after-hours charitable work, for example – must receive prior approval from your manager. Everyone involved in operating equipment bears a responsibility for understanding its proper use and maintaining it in good condition. Use of our Company's computers and networks is both a necessity and a privilege. If you have access to our information systems and computer networks, you are responsible for using the highest standards of behavior in all of your usage and communications. When you access our networks from remote locations (for example, at home or from other non-Company locations), you are subject to the same standards of use as are employees who access our networks while on Company premises. Our networks and information systems are for legitimate Company-related business purposes. Limited personal use may be acceptable if it does not interfere with your job responsibilities and is in accordance with REA's IT Policy.

Protection of Company information also means reporting information completely and accurately – be it environmental impact data, product test results, or sales projections.

Trying to hide bad news through misleading figures undermines trust over the long term, and may in some cases be illegal.

The reputation of the Company, its employees, and its products is also an important asset that you have a responsibility to protect.

For additional information see REA's Protection & Inspection of Employee and Company Property Policy as well as the Mail, Stationery, Equipment, and Property Policy.



SUBSTANCE ABUSE

Renasant strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks. Alcohol and drug abuse can endanger the health, safety, and security of our employees and our customers, adversely affect the quality and effectiveness of our Company operations, and potentially harm fellow employees, the communities we live in, and our Company's reputation. The use, possession, sale, purchase, distribution, manufacture, or transfer of illegal drugs, or unauthorized drugs is prohibited on Renasant's premises. No employee or contractor may report to work or perform any job duties while under the influence of or impaired by alcohol or drugs. We encourage employees who may have an alcohol or drug problem to seek assistance through a local Employee Assistance Program (EAP). Participation in a Company-sponsored EAP is optional unless an employee receives a mandatory referral to the EAP for reasons of alcohol or drug abuse. Employees who receive a mandatory referral must comply with the program designed by the EAP. Refusal to comply will be grounds for discipline up to and including termination of employment.

For more information see REA's Drug & Alcohol Policy.



CONFLICTS OF INTEREST

A "conflict of interest" occurs when our private interests interfere in any way – or even appear to interfere – with the interests of the Company as a whole. A conflict of interest situation can arise when we take on outside work or make a financial investment that makes it difficult for us to perform our work objectively and effectively. Conflicts of interest also arise when we or members of our family receive personal, unearned benefits as a result of our position in the Company.

A. Outside Activities

Renasant employees must not serve as directors or officers of any organization which might supply goods or services to the Company, buy goods or services from the Company, or compete with the Company, without prior approval of the Legal Department. Neither is it permissible for Renasant employees to work as employees of or consultants to any of these organizations. These are clear conflict of interest situations.

There are cases, however, where Renesas employees start their own outside businesses, or take on additional part-time work with organizations that are not competitors, suppliers, nor customers. This in itself does not constitute a conflict of interest. It is the employee's responsibility to ensure that these other activities do not conflict with the interests of Renesas. This means, for example, ensuring that the two activities are strictly separated:

- That you do not perform the other organization's work on Renesas time;
- That customers and colleagues from your outside activity do not contact you at Renesas;
- That you do not use Renesas equipment and supplies, or the time of any Renesas personnel, for your outside work;
- That you do not promote products or services from your outside business to other Renesas employees during working hours; and
- That you do not attempt to sell products or services from your outside work back to Renesas.

In order to avoid any uncertainty, you must let your manager know and approve of the outside activity prior to commencing it.

Becoming a member of a formal or informal group, association, or assembly of professionals (technical or financial) who have expertise in an industry, industry segment, company, or a technology, which we refer to as an "Expert Network" often can create a conflict of interest.

B. Gifts and Entertainment

The guidelines on "gifts and entertainment" apply to anything given as a result of a business relationship, for which the recipient does not pay fair market value. This includes such things as meals and beverages, travel and accommodation for business or vacation purposes, tickets to sporting or cultural events, discounts not available to the general public, cash, art objects, and any other merchandise or services. The guidelines apply at all times: they do not change during traditional gift-giving seasons, or during the planning of a Company event.

Business gifts and entertainment are courtesies designed to build understanding and goodwill among business partners. In some cultures they play an important role in business relationships. The problem arises when they begin to compromise – or even appear to compromise – our ability to make objective and fair business decisions. Offering or receiving any gift, gratuity, or entertainment that might be perceived to unfairly influence a business interaction involves you in a conflict of interest situation. For this reason, Renesas employees must not accept nor give gifts and/or gratuities that are in excess of \$150 (USD) equivalent without first consulting with their manager.

Business entertainment must also be moderately scaled and be clearly intended to facilitate business goals. If, for example, tickets to a sporting or cultural event are offered,

then the person offering the tickets must plan to attend the event as well. As a general guideline, business entertainment in the form of meals and beverages is acceptable, as long as it is modest, infrequent, and as far as possible on a reciprocal basis.

As these guidelines cannot cover every eventuality, the responsibility is on individual employees to use good judgment. “Everyone else does it” is not sufficient justification. If you are having difficulty determining whether a specific gift or entertainment offer lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- Is it solely for the purpose of cultivating or enhancing a business relationship?
- Is it moderate, reasonable, and in good taste?
- Would I feel comfortable admitting to the giving or receipt of this gift in front of other customers and suppliers? Other employees? My manager? My family? The media?
- Do I feel any pressure to reciprocate or grant special favors as a result of this gift? Or, conversely, am I trying to put pressure on someone else to reciprocate or grant favors?
- Am I certain the gift does not violate any law or business regulation?

If you have any concerns or uncertainties, contact your manager. There are some cases where refusal of an inappropriate gift would cause embarrassment and may offend the person offering it. This is particularly true when you are a guest in another country, and the gift is something from that country offered as part of a public occasion. In these cases, the best practice is usually to accept the gift on behalf of the Company, report it to your manager, and turn it over to the Company.

In some circumstances, Renesas may offer a gift as part of a public occasion. Such gifts must be approved in advance, accurately and completely accounted for, and reported on the books and records of the Company as applicable.

Regardless of the amount, you must never accept or give:

- gifts of cash or its equivalent (e.g., stocks, bonds) without management approval; and
- any other gift, entertainment, or thing of value given in an attempt to motivate you or the other party to do anything prohibited by law or by Renesas’ policies.

For additional information see REA’s Business Practices Policy, Conflicts of Interest Policy, and Purchasing Policy.

C. Family and Friends

While conflict of interest guidelines are not intended to unduly interfere with an employee’s family or personal life, there are situations where the actions of family members or close personal friends may constitute a conflict of interest for the employee. For example, any gifts or other benefits offered to family members by suppliers or

potential suppliers of the Company are considered business gifts subject to the gifts and entertainment guidelines. If your spouse, relative, or close personal friend is an employee of or has a substantial interest in a business seeking to provide goods and services to Renesas, you must ensure that you do not attempt to use your position in Renesas to influence the bidding process or negotiation in any way. If you are directly involved in purchasing functions, you must declare this conflict of interest to your manager immediately.

The potential for conflict of interest clearly exists if your spouse or partner also works at Renesas and is in a reporting relationship to you. Employees should not supervise nor be in a position to influence the hiring, work assignments, or assessments of someone with whom they have a close personal relationship.



COMPLIANCE, DISCIPLINE, AND REPORTING

It is the Company's policy to govern itself while at the same time complying with all applicable state, federal, and international laws and regulations. That means the Company encourages questions and internal reports of suspected misconduct. The Company shall consistently enforce its Code of Conduct through appropriate means of discipline. Questions or concerns regarding this Code or an ethics or compliance matter, including reports of suspected misconduct, made in good faith will be maintained in confidence and should be directed to one of the following:

- Your Manager
- Your Human Resources representative
- The Ethics & Compliance Hotline
- The General Counsel

To the greatest extent possible, the results of the investigation will be disclosed to the employee who reported the matter. The Human Resources and Legal Departments will determine whether violations of the Code of Conduct have occurred and, if so, shall determine the disciplinary measures to be taken against any employee or agent of the Company who has violated the Code. The disciplinary measures, which are discretionary, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment, and restitution to the Company. Additionally, criminal prosecution is possible for some violations.

Persons subject to disciplinary measures shall include, in addition to the violator, others involved in the wrongdoing such as (i) persons who fail to use reasonable care to detect a violation, (ii) persons who if requested to divulge information withhold material information regarding a violation, and (iii) managers who approve or condone the violations or attempt to retaliate against employees or agents for reporting violations or violators.

Taking action to prevent problems is part of the Renesas culture. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns. Renesas prohibits retaliation and retribution against any employee who, in good faith, reports violations or suspected violations of this Code of Conduct, any Company Policy, or applicable law, which includes any employee who assists with an investigation of a potential violation. However, it is unacceptable to file a report knowing it to be false. This means you will not be disciplined, lose your job, or suffer any other negative consequences for voicing concerns or asking questions about the Company's legal or ethical obligations so long as you are acting in good faith. Acts of retaliation should be reported immediately to your manager or the Ethics & Compliance Hotline.

Renesas will comply with any superseding local laws that conflict with any portion of this Code of Conduct regarding the rights of the accused employee.

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