

Share Handling Rules

Renesas Electronic Corporation

(Translation)

Share Handling Rules

Chapter 1 General Provisions

Article 1 (Purpose)

The procedures for handling shares of the Company including the procedures for exercising shareholders' rights shall be governed by the provisions of these Rules in accordance with the provisions of the Articles of Incorporation, as well as by the provisions stipulated by applicable laws, Japan Securities Depository Center, Incorporated (the "Center") and account management institutions, including but not limited to securities firms and trust banks, at which shareholders have their transfer accounts (the "Securities Firm, etc.").

Article 2 (Share Transfer Agent)

The Company's share transfer agent and its share handling office are as follows:

Share transfer agent:

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

Chapter 2 Registration on the Register of Shareholders etc.

Article 3 (Registration on Shareholder Register)

1. Any change to matters recorded on the register of shareholders shall be made by notice from the Center, such as notices to all shareholders (*soukabunushi tsuchi*) (excluding notices stipulated under Article 154, Paragraph 3 of the Act on Book-Entry of Corporate Bonds, Shares, etc. (the "Book-Entry Act") (the "Individual Shareholder Notice"))).
2. In addition to the provisions of the preceding Paragraph, change to matters recorded on the register of shareholders shall be made without any notices from the Center in the

(Translation)

- event of the issuance of new shares or other circumstances provided by applicable laws.
3. The register of shareholders shall be recorded using letters and symbols designated by the Center.
 4. The Company may request the Center to issue a notice to all the shareholders (*sokabunushi tsuchi*) in cases where there is one of the following justifiable grounds:
 - (1) When the Company is required to notify its shareholder pursuant to applicable laws and regulations, listing rules, the Articles of Incorporation, and other regulations (the “Laws and Regulations, etc.”);
 - (2) When the Company is required to announce information concerning its shareholder or provide such information to public agencies or stock exchange pursuant to the Laws and Regulations etc.;
 - (3) When the Company attempts to take any action for mutual interests of its shareholder of book-entry shares, including the implementation of shareholder special benefit plans;
 - (4) When it is necessary to avoid the occurrence of events that may cause damages to the Company or its shareholder such as delisting or cancellation of license; or
 - (5) When there are other justifiable grounds equivalent to the above.

Article 4 (Notification of Matters to be indicated in the Shareholder Register)

Shareholders shall notify the Company of its name or trade name and the address through the Securities Firm etc. and the Center, pursuant to the procedures of the Center. The same shall apply if any changes occur to these notified matters.

Article 5 (Representative of a Corporate Shareholder)

A shareholder which is a corporation shall notify the Company of the name of one (1) representative thereof through the Securities Firm etc. and the Center, pursuant to the procedures of the Center. The same shall apply if any changes occur to these notified matters.

Article 6 (Representative of Joint Shareholders)

Shareholders who own shares jointly shall designate one (1) representative thereof and shall notify the Company of such representative's name and address through the Securities Firm etc. and the Center, pursuant to the procedures of the Center. The same shall apply if any changes occur to these notified matters.

(Translation)

Article 7 (Statutory Agent)

A statutory agent, such as a parental guardian (*shinkensha*) and a guardian (*koukennin*) of a shareholder shall notify the Company of the name or trade name and the address of such statutory agent through the Securities Firm etc. and the Center, pursuant to the procedures of the Center. The same shall apply if any changes or cancellation occur to these notified matters.

Article 8 (Place Where a Non-resident Shareholder etc. Should Receive Notices or Proxy)

A shareholder or their statutory agents residing in a foreign country shall either appoint a standing proxy in Japan, or designate a mailing address in Japan for receiving notices, and shall notify the Company of the name or trade name and the address of such standing proxy or such mailing address through the Securities Firm etc. and the Center, pursuant to the procedures of the Center. The same shall apply if any changes or cancellation occur to these notified matters.

Article 9 (Method of Confirmation via the Center)

1. In the event that any notification from a shareholder, its statutory agent or standing proxy to the Company is made through the Securities Firm etc. and the Center, such notification may be deemed to have been made by a shareholder itself.
2. The Company may make a request to the Center, as provided in Article 277 of the Book-Entry Act, in cases where there is one of the following justifiable grounds:
 - (1) When an agreement of a shareholder, has been obtained;
 - (2) When such a request is required to confirm whether a self-proclaimed shareholder is a true shareholder;
 - (3) When such a request is required to confirm whether a shareholder has satisfied the requirements to exercise his/her shareholder's rights;
 - (4) When the Company is required to announce information concerning its shareholder or provide such information to public agencies or stock exchange pursuant to the Laws and Regulations etc.;
 - (5) When it is necessary to avoid the occurrence of events that may cause damages to the Company or its shareholders such as delisting or cancellation of license; or
 - (6) When there are other justifiable grounds equivalent to the above.

(Translation)

Article 10 (Registered Pledges of Shares)

This Chapter shall apply mutatis mutandis to the registered pledges of shares.

Chapter 3 Identification of Shareholders

Article 11 (Confirmation of Shareholders)

1. When a shareholder (including a shareholder whose sent its Individual Shareholder Notice) makes a request to the Company or exercises other shareholders' rights (the "Requests, etc."), the shareholder shall attach or provide proof that the Request, etc. was made by the shareholder itself (the "Supporting Documents, etc."); provided, however, that this shall not apply if the Company can confirm that the Request, etc. was made by the shareholder itself.
2. When a Request, etc. from a shareholder to the Company is made through the Securities Firm, etc. and the Center, the Request, etc. may be deemed to be a Request, etc. from a shareholder itself, and the Supporting Documents, etc. shall not be required.
3. When a Request, etc. is made by a proxy, in addition to the procedures stipulated in the preceding two (2) Paragraphs, a power of attorney with the shareholder's signature or name and seal affixed shall be attached. The description of the name or trade name and the address of the proxy shall be required on the power of attorney.
4. The provisions of Paragraphs 1 and 2 above shall apply mutatis mutandis to a proxy.
5. In case a Request etc. requires any consent of a protector (*hosanin*) or an assistant (*hojonin*), a document evidencing the authority of such consent shall be submitted pursuant to Paragraph 3 above.

Chapter 4 Procedures for the Exercise of Shareholders' Rights

Article 12 (Request for Document Delivery and Objection)

Any request for delivery of documents stating matters regarding the electronic provision of reference materials for a general meeting of shareholders, etc. prescribed in Article 325-5, Paragraph 1 of the Companies Act and any objection prescribed in Article 325-5, Paragraph 5 of the Companies Act shall be made in writing. However, in the case such request is made through the Securities Firm, etc. and the Center, it shall be made in accordance with the procedures prescribed by the Securities Firm, etc. and the Center.

(Translation)

Article 13 (Minority Shareholder Rights, etc.)

1. When a shareholder directly exercises against the Company the minority shareholders' rights etc. stipulated in Article 147, Paragraph 4 of the Book-Entry Act, such rights shall be exercised by a written notice with signature or being affixed name and seal, together with a receipt of Individual Shareholder Notice.
2. When the Company, upon exercise of minority shareholders' rights under the preceding Paragraph, states reasons for proposal of agenda and, in case of election of directors or corporate auditors etc., items concerning such candidates in the reference materials for a general meeting of shareholders and the number of characters therein exceeds four hundred (400), the Company may state a summary thereof.

Article 14 (Method of Request for Purchase of Shares Less Than One (1) Unit)

1. In case a shareholder requests the Company to purchase shares less than one (1) unit (the "Request for Purchase"), such Request for Purchase shall be made through the Securities Firm, etc. and the Center pursuant to the procedures provided by the Center.
2. The Request for Purchase shall become effective on the day when the request notice (including electromagnetic record recording request matters) is received at the share handling office of the share transfer agent.

Article 15 (Per-share Purchase Price)

1. The per-share purchase price for the Request for Purchase shall be the closing price at the market established by the Tokyo Stock Exchange on the day when such Request for Purchase becomes effective pursuant to Article 14 (the "Purchase Request Date").
2. In the case where no trading is carried out on the Purchase Request Date at the market established by the Tokyo Stock Exchange or it falls on a non-business day of such market, the per-share purchase price shall be the price of the first trading conducted immediately after the day.

Article 16 (Payment for Purchase Price)

1. The purchase price for the Request for Purchase (the "Purchase Price") shall be the amount calculated by multiplying the per-share purchase price for such Request for Purchase by the number of shares requested to be purchased.
2. The Purchase Price shall be paid by deducting the commission set forth in Article 24 below.

(Translation)

3. The Purchase Price shall be paid to the applicant within four (4) business days from the day immediately following the day on which the per-share purchase price is determined under Article 15 at the share handling office of the share transfer agent; provided, however, that in the case where the Purchase Price is a cum-rights price, such as rights on dividends of surplus or share split, such Purchase Price shall be paid by the record date.
4. Any person who requests the Request for Purchase may request payment for the Purchase Price through a transfer to a bank account designated by the person, or in cash via Japan Post Bank.

Article 17 (Transfer of Purchase Shares)

Shares less than one (1) unit of which the purchase was requested shall be transferred to the Company's transfer account on the day when payment or payment procedures for the purchase stipulated in Article 16 are completed.

Article 18 (Method of Request for Sale of Shares Less Than One (1) Unit)

1. In case a shareholder who holds shares less than one (1) unit requests the Company to sell the number of shares that would constitute one (1) unit together with the shares it owns (the "Request for Sale"), the Request for Sale shall be made through the Securities Firm, etc. and the Center in accordance with the provisions stipulated by the Securities Firm etc. and the Center.
2. The Request for Sale shall become effective on the day when such request notice (including electromagnetic record recording request matters) is received at the share handling office of the share transfer agent.

Article 19 (Request for Sale exceeding the balance of Treasury Shares)

If the total number of shares for which the Request for Sale is made on the same day exceeds the number of the treasury shares available for transfer by the Company, none of the Request for Sale made on the day shall take effect.

Article 20 (Sale Price)

1. The per-share sale price for the Request for Sale shall be the closing price at the market established by the Tokyo Stock Exchange on the day on which the Request for Sale becomes effective pursuant to Article 18 (the "Sale Request Date").

(Translation)

2. In the case where no trading is carried out on the Sale Request Date at the market established by the Tokyo Stock Exchange or it falls on a non-business day of such market, the per-share sale price for the Request for Sale shall be the price of the first trading conducted immediately after the day.
3. The sale price for the Request for Sale (the “Sale Price”) shall be the amount by multiplying the per-share sale price by the number of shares requested for sale.

Article 21 (Transfer of Sold Shares)

The Company shall apply for transfer the treasury shares equivalent to the number of shares for Request for Sale to the transfer account of the shareholder making the Request for Sale, on the day when the Company confirmed that the total amount of the Sale Price and the handling fees set forth in Article 24 has been remitted to the bank deposit account designated by the Company, through the Securities Firm, etc., pursuant to the procedures of the Center.

Article 22 (Suspended Period for Acceptance of Request for Sale)

1. The Company shall suspend the acceptance of any Request for Sale every year during the period commencing on ten (10) business days prior to the dates mentioned below and ending on any of these dates:
 - (1) December 31;
 - (2) June 30; and
 - (3) Other dates as provided by the Center, such as the record date of shareholders etc.
2. In addition to the provisions of the preceding Paragraph, the Company may set other suspended periods for the acceptance of the Requests for Sale, if the Company deems it necessary.

Chapter 5 Exception for Special Account

Article 23 (Exception for Special Account)

Identification of shareholders having special accounts opened for them and other handling of special accounts shall be as stipulated by the Center as well as by the account management institution for the special account.

(Translation)

Chapter 6 Handling Fees

Article 24 (Handling Fees)

Handling fees for the Request for Purchase and the Request for Sale shall be the amount separately provided as share trading commission fees by the Company.

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