

The following is an English translation of the Notice of Resolutions adopted at the 13th Ordinary General Meeting of Shareholders of Renesas Electronics Corporation held on June 24, 2015. The Company provides this translation for your reference and convenience only.

Securities Code: 6723

June 24, 2015

Renesas Electronics Corporation  
1753, Shimonumabe, Nakahara-ku  
Kawasaki, Kanagawa

Takao Endo  
Representative Director, Chairman and CEO

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 13TH  
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to inform you that at the 13th Ordinary General Meeting of Shareholders of Renesas Electronics Corporation (the “Company”) held today, the following reports were given, and the following resolutions were adopted.

**Matters Reported Upon:**

Report on the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, and report on the results of the audit conducted on the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors with respect to the 13th Business Period from April 1, 2014 to March 31, 2015 were made.

**Matters Voted Upon:**

**Proposal No. 1: Reductions in Amount of Capital and Capital Reserve, and Appropriation of Surplus**

It was resolved, as proposed, that Capital and Capital Reserve would be reduced in amount by 218,255,000,915 Yen and 163,788,750,915 Yen, respectively, the reduced amount would be transferred to Other Capital Surplus and the increased Other Capital Surplus amount would be transferred to Retained earnings.

The above is scheduled to be effective on September 30, 2015 after implementing an objection procedure for creditors.

**Proposal No.2: Partial Amendments to the Articles of Incorporation**

It was resolved as proposed. The Company’s head office stipulated in Article 3 of the Articles of Incorporation was changed from Kawasaki, Kanagawa to Koto-ku, Tokyo due to the relocation of its headquarters’ function. A supplementary provision was added to stipulate that this change would be effective as of the date of relocation of the head office, which date would be resolved at the board meeting to be held by the end of June 2015. The supplementary provision will be deleted after the effective date of relocation of the head office.

Paragraph 2, Article 26 and Paragraph 2, Article 33 of the Articles of Incorporation of the Company were amended due to the change in scope of Directors and Corporate Auditors who is eligible to enter into a liability limitation agreement by the Act to revise a part of the Companies Act (Law No. 90, 2014).

It was resolved at the board meeting held after this General Meeting of Shareholders that the date of relocation of the head office would be July 27, 2015.

**Proposal No.3: Election of Five Directors**

It was resolved, as proposed, that Messrs. Tetsuya Tsurumaru, Hidetoshi Shibata, and Tetsuro Toyoda would be re-elected as Directors and Messrs. Takao Endo and Nobuyuki Nakano would be elected as Directors. All of the aforementioned have taken office. Messrs. Tetsuro Toyoda and Nobuyuki Nakano are outside Directors as stipulated in Item 15, Article 2 of the Companies Act.

At the board meeting held after this General Meeting of Shareholders, Mr. Takao Endo was appointed as Representative Director, Chairman and CEO, and Mr. Tetsuya Tsurumaru was appointed as Representative Director, President and COO, and each has taken office. As a consequence, the Directors and the Corporate Auditors of the Company are as follows:

Representative Director, Chairman and CEO: Takao Endo  
Representative Director, President and COO: Tetsuya Tsurumaru  
Director, Executive Vice President and CFO: Hidetoshi Shibata  
Director: Tetsuro Toyoda  
Director: Nobuyuki Nakano

Corporate Auditor (full-time): Kazuki Fukuda  
Corporate Auditor: Yoshinobu Shimizu  
Corporate Auditor: Kazuyoshi Yamazaki  
Corporate Auditor: Takeshi Sekine