

The following is an English translation of the Notice of Resolutions adopted at the 11th Ordinary General Meeting of Shareholders of Renesas Electronics Corporation held on June 26, 2013. The Company provides this translation for your reference and convenience only.

Securities Code: 6723  
June 26, 2013

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

Hisao Sakuta  
Representative Director, Chairman and CEO

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 11TH  
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to inform you that at the 11th 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 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 11th Business Period from April 1, 2012 to March 31, 2013 were made.

**Matters Voted Upon:**

**Proposal No. 1: Election of Three Directors**

It was resolved, as proposed, that Messrs. Tetsuya Tsurumaru and Shigeo Mizugaki be re-elected and Mr. Hisao Sakuta be newly elected as Directors. All of the aforementioned have taken office.

**Proposal No. 2: Election of Two Directors Associated with Issuance of Shares for Subscription**

It was resolved, as proposed, that Messrs. Haruyasu Asakura and Hidetoshi Shibata be newly elected as Directors. Messrs. Haruyasu Asakura and Hidetoshi Shibata are outside Directors as stipulated in Item 15, Article 2 of the Companies Act.

The election of the candidates under this Proposal comes into effect on the day following the day on which the Payment is made.

(“Payment” hereunder means the payment of the total amount to be paid for the new shares for subscription based on the issuance of new shares pursuant to Proposal No. 2 “Issuance of New Shares Offered by way of Third Party Allotment” which was approved and resolved at the Extraordinary General Meeting of Shareholders of the Company held on February 22, 2013.)

**Proposal No.3: Election of One Corporate Auditor Associated with Issuance of Shares for Subscription**

It was resolved, as proposed, that Mr. Takeshi Sekine be newly elected as a Corporate

Auditor. Mr. Takeshi Sekine is an outside Corporate Auditor as stipulated in Item 16, Article 2 of the Companies Act.

The election of the candidate under this Proposal comes into effect on the day following the day on which the Payment is made.

**Proposal No.4: Partial Amendment to the Articles of Incorporation**

It was approved and resolved as proposed. In order to broadly secure superior personnel as outside Directors and outside Corporate Auditors, the Company amended the amount of limit of liability for damages caused by the outside Directors and the outside Corporate Auditors as set forth in Paragraph 2, Article 26 and Paragraph 2, Article 33 of the Articles of Incorporation of the Company to the minimum liability amount stipulated in the Companies Act.

At the Company's Board of Directors held after the 11th Ordinary General Meeting of Shareholders, Mr. Hisao Sakuta 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: Hisao Sakuta  
Representative Director, President and COO: Tetsuya Tsurumaru  
Senior Vice President and Member of the Board: Shigeo Mizugaki

Corporate Auditor (full-time): Kazuki Fukuda  
Corporate Auditor: Yoichiro Yamakawa  
Corporate Auditor: Yoshinobu Shimizu