

瑞萨电子和 IDT 共同宣布瑞萨电子收购 IDT 通过最终监管审批

本次收购预计将于太平洋夏季时间 2019 年 3 月 29 日/
日本标准时间 2019 年 3 月 30 日完成

2019 年 3 月 23 日，日本标准时间，日本东京 | 2019 年 3 月 22 日，太平洋夏季时间，美国加利福尼亚圣何塞讯 – 全球领先的半导体解决方案供应商瑞萨电子株式会社 (TSE: 6723) 与包括传感器、互联和无线电源在内的模拟混合信号产品领先供应商 Integrated Device Technology, Inc. (“IDT”，NASDAQ: IDTI) 今天宣布，两家公司分别于太平洋夏季时间 2019 年 3 月 22 日和日本标准时间 2019 年 3 月 23 日收到美国外资投资委员会 (CFIUS) 的通知。通知称对两家公司拟议的并购交易调查已经完成，该交易不存在悬而未决的国家安全相关问题。

CFIUS 审批是完成该交易所需的最后一项监管审批。此前，该交易已经获得了中国、德国、匈牙利、韩国和美国的反垄断机构的反垄断审批。IDT 股东此前已投票通过了合并协议，并在 2019 年 1 月 15 日举行的股东特别会议上批准了该交易。

目前所有必须的收购监管批准都已收到，根据惯例成交条件，交易预计将于太平洋夏季时间 2019 年 3 月 29 日，日本标准时间 2019 年 3 月 30 日完成。

关于瑞萨电子株式会社

瑞萨电子株式会社 ([TSE: 6723](https://www.renesas.com))，为客户提供可靠的创新嵌入式设计和完整的半导体解决方案，旨在通过使用其产品的数十亿联网智能设备安全可靠地改善人们的工作和生活方式。作为全球领先的微控制器供应商、模拟功率器件和 SoC 产品的领导者，瑞萨电子为汽车、工业、家用电子产品 (HE)、办公自动化 (OA)、信息通信技术 (ICT) 等各种应用提供专业的技术支持、品质保证和综合的解决方案，期待与您携手共创无限未来。更多信息，敬请访问 [renesas.com](https://www.renesas.com)。

关于 IDT

Integrated Device Technology, Inc. (NASDAQ: IDTI) 致力于通过开发系统级解决方案优化客户的应用。IDT 在射频、高性能定时、存储器接口、实时互联、光互联、无线电源和智能传感器等领域拥有市场领先的产品，组成了广泛、完整的混合信号解决方案，用于通信、计算、消费、汽车和工业领域。IDT 总部位于美国加利福尼亚州圣何塞，在全球设有设计、制造、销售机构和分销合作伙伴。更多信息，敬请访问 www.IDT.com。也可



在 [Facebook](#), [LinkedIn](#), [Twitter](#), 和 [YouTube](#) 上关注 IDT。

Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction involving IDT and Renesas. In connection with the proposed transaction, IDT plans to file with the Securities and Exchange Commission (“SEC”) and mail or otherwise provide to its stockholders a proxy statement regarding the proposed transaction. IDT may also file other documents with the SEC regarding the proposed transaction. This communication is not a substitute for the proxy statement or any other document that may be filed by IDT with the SEC. **BEFORE MAKING ANY VOTING DECISION, IDT’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY IDT WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.** Investors and stockholders may obtain a free copy of the proxy statement and other documents IDT files with the SEC (when available) through the website maintained by the SEC at www.sec.gov. IDT makes available free of charge at www.idt.com (in the “Investors” section), copies of materials it files with, or furnishes to, the SEC.

Participants in the Solicitation

IDT and its directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from IDT’s stockholders in connection with the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of IDT’s directors and executive officers in IDT’s Annual Report on Form 10-K for the fiscal year ended April 1, 2018, which was filed with the SEC on May 18, 2018, and its definitive proxy statement for the 2018 annual meeting of stockholders, which was filed with the SEC on July 30, 2018. Additional information regarding the interests of such individuals in the proposed transaction will be included in the proxy statement relating to the proposed transaction when it is filed with the SEC. These documents (when available) may be obtained free of charge from the SEC’s website at www.sec.gov and IDT’s website at www.idt.com

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain information which may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements relate to future events that are based on current expectations, estimates, forecasts and projections. These statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. All statements other than statements of historical fact or relating to present facts or current conditions included in this communication are forward-looking statements. Such forward-looking statements include, among others, IDT’s current expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. Forward-looking statements can usually be identified by the use of terminology such as “anticipate,” “believe,” “could,” “continue,” “estimate,” “expect,” “goals,” “intend,” “likely,” “may,” “might,” “plan,” “project,” “seek,” “should,” “target,” “will,” “would,” and variations of such words and similar expressions.

Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect IDT's business and the price of the common stock of IDT, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, including the adoption of the merger agreement by the stockholders of IDT and the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, (iv) the effect of the announcement or pendency of the proposed transaction on IDT's business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction, (vi) risks related to diverting management's attention from IDT's ongoing business operations (vii) the outcome of any legal proceedings that may be instituted against us related to the merger agreement or the proposed transaction; (viii) unexpected costs, charges or expenses resulting from the proposed transaction; and (ix) other risks described in IDT's filings with the SEC, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

Any forward-looking statement made in this communication speaks only as of the date on which it is made. You should not put undue reliance on any forward-looking statements. IDT undertakes no obligation, and expressly disclaims any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as may be required by law. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

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