

The following is an English translation of the Notice of the Extraordinary General Meeting of Shareholders of Renesas Electronics Corporation to be held on February 19, 2014, except for translation of the instructions on voting rights and the access map for the place of the meeting in the Notice. The Company provides this translation for your reference and convenience only.

## **Renesas Electronics Corporation**

Securities Code: 6723  
1753, Shimonumabe, Nakahara-ku,  
Kawasaki, Kanagawa

Hisao Sakuta  
Representative Director, Chairman&CEO

February 4, 2014

### **To Our Shareholders:**

#### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Extraordinary General Meeting of Shareholders (the "General Meeting") of Renesas Electronics Corporation (the "Company") will be held as follows:

1. DATE: February 19, 2014 (Wednesday) at 10:30 A.M. (Japan Standard Time)
2. PLACE: Conference Room in Musashi Site of the Company at 5-20-1, Jousui-Honcho, Kodaira, Tokyo, Japan  
(Please note that the time and place of the Extraordinary General Meeting is different from that of the previous Ordinary General Meeting of Shareholders held on June 26, 2013.)
3. AGENDA OF THE EXTRAORDINARY GENERAL MEETING:  
Election of One Director

**REFERENCE DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING**

**Proposal:**            Election of One Director

Upon the closure of the General Meeting, Mr. Shigeo Mizugaki will resign from his office as Director. We therefore propose that one Director be newly elected. The candidate is as follows:

No.	Name (Date of Birth)	Brief Employment History, Position, Responsibility and Important Concurrent Position		Number of the Company's Shares Held
1	Tetsuro Toyoda (November 10, 1962)	April 1986  July 2001 May 2008  September 2009  June 2012  June 2013	Joined Tokio Marine and Fire Insurance Co., Ltd. (currently, Tokio Marine & Nichido Fire Insurance Co., Ltd.)  Joined MKS Partners Limited as Partner  Joined Deloitte Tohmatsu FAS Co., Ltd. (currently, Deloitte Tohmatsu Financial Advisory Co., Ltd.) as Senior Advisor  Joined Innovation Network Corporation of Japan as Managing Director  Executive Managing Director, Innovation Network Corporation of Japan  Senior Executive Managing Director, Innovation Network Corporation of Japan (to the present)  (Important Concurrent Position)  Senior Executive Managing Director, Innovation Network Corporation of Japan	0

- (Note)
1. Mr. Tetsuro Toyoda is a new candidate for Director.
  2. Mr. Tetsuro Toyoda currently serves as Senior Executive Managing Director of Innovation Network Corporation of Japan. Innovation Network Corporation of Japan is a major shareholder of the Company owning 69.16 percent of voting rights.
  3. Except as described in Note 2 above, the candidate does not have any special conflict of interest with the Company.
  4. Mr. Tetsuro Toyoda is a candidate for outside Director. The Company selected the candidate for outside Director with expectation that he would oversee and check the overall management of the Company by leveraging his extensive knowledge, experience and deep insight gained

(Translation)

from his careers in wide investment business in Innovation Network Corporation of Japan.

5. If the new appointment of Mr. Tetsuro Toyoda is approved, the Company will enter into liability limitation agreement with him, limiting his liabilities as defined in Paragraph 1, Article 423 of the Companies Act to the minimum liability amount specified in our articles of incorporation.