

The following is an English translation of the Notice of Resolutions adopted at the 14th Ordinary General Meeting of Shareholders of Renesas Electronics Corporation held on June 28, 2016. The Company provides this translation for your reference and convenience only.

Securities Code: 6723

June 28, 2016

Renesas Electronics Corporation
2-24, Toyosu 3-chome, Koto-ku, Tokyo

Tetsuya Tsurumaru
Representative Director and Chairman

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 14TH
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to inform you that at the 14th 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 14th Business Period from April 1, 2015 to March 31, 2016 were made.

Matters Voted Upon:

Proposal No. 1: Partial Amendments to the Articles of Incorporation

It was resolved as proposed. The Company amended the Articles of Incorporation in order to change the Business Year to the period running from January 1 to December 31 of each year. In addition, the Company added supplementary provisions as a transitional measure to shorten the 15th Business Year to nine (9) months running from April 1, 2016 to December 31, 2016.

Proposal No.2: Election of Five Directors

It was resolved as proposed. Messrs. Tetsuya Tsurumaru and Tetsuro Toyoda were re-elected as Directors and Messrs. Bunsei Kure, Mikihide Katsumata and Jiro Iwasaki were elected as Directors. All of the aforementioned have taken office. Messrs. Mikihide Katsumata, Tetsuro Toyoda and Jiro Iwasaki are outside Directors as stipulated in Item 15, Article 2 of the Companies Act.

Proposal No. 3: Election of One Corporate Auditor

It was resolved as proposed. Mr. Kazuki Fukuda was re-elected as a Corporate Auditor and has taken office. Mr. Kazuki Fukuda is an outside Corporate Auditor as stipulated in Item 16, Article 2 of the Companies Act.

Proposal No. 4: Revision of the amount of remuneration of Directors, and, determination of the amount of remuneration and concrete details of the stock acquisition rights as stock options for Directors

(Translation)

It was resolved, as proposed, that the maximum amount of remuneration for Directors would be revised to not more than JPY 500 million per year (including the remuneration for outside Directors at not more than JPY 100 million per year). The amount of remuneration and concrete details of the stock acquisition rights to be allotted as stock options for Directors (excluding outside Directors) were also resolved, as proposed.

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

Representative Director and Chairman: Tetsuya Tsurumaru

Representative Director, President and CEO: Bunsei Kure

Director: Mikihide Katsumata

Director: Tetsuro Toyoda

Director: Jiro Iwasaki

Corporate Auditor (full-time): Kazuki Fukuda

Corporate Auditor: Yoshinobu Shimizu

Corporate Auditor: Kazuyoshi Yamazaki

Corporate Auditor: Takeshi Sekine