

**(Translation)**

The following is an English translation of the Notice of Resolutions adopted at the 7th Ordinary General Meeting of Shareholders of NEC Electronics Corporation held on June 25, 2009. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

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

Junshi Yamaguchi  
President

June 25, 2009

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE 7TH  
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that at the 7th Ordinary General Meeting of Shareholders of NEC Electronics Corporation (the “Company”) held today, the following reports were given, and the following resolutions were adopted.

**Matters Reported Upon:**

- (1) Report on the Business Report, 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 7th Business Period from April 1, 2008 to March 31, 2009.
- (2) Report on the Financial Statements with respect to the 7th Business Period from April 1, 2008 to March 31, 2009.

**Matters Voted Upon:**

**Proposal No. 1: Partial Amendment to the Articles of Incorporation**

It was resolved that the Proposal No. 1 be approved as proposed.

- (1) With the enforcement of the “Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds, etc. for Streamlining Trade of Stocks, etc.” (Law No. 88 of 2004; hereinafter referred to as the “Streamlining Settlement Law”), the Company amended the Articles of Incorporation as follows:
  - (i) The Company deleted the provision regarding the issuance of share certificates, and other provisions regarding the share certificates with respect to shares constituting less than one unit and the register of lost share certificates of the Company. Further, since the transfer agent of the Company shall handle business pertaining to the register of lost share certificates of the Company for one year from the following date of the implementation date of the Streamlining Settlement Law, the Company established supplementary provisions therefor.
  - (ii) Since the Act Concerning Depository and Book-Entry Transfer for Stocks, etc. (Law No.30 of 1984) was repealed, the Company deleted the provisions regarding beneficial shareholders and register of beneficial shareholders.

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- (2) The Company established a new provision in the amended Articles of Incorporation in order to introduce the system of additional purchase of shares constituting less than one unit, and further made any required amendments to the Articles of Incorporation.
- (3) The Company further amended certain numbering of the articles due to the amendments of the provisions as described above.

**Proposal No. 2: Election of Four Directors**

It was resolved that Messrs. Junshi Yamaguchi, Hajime Matsukura and Yoichi Yano be re-elected and that Mr. Masaki Kato be newly elected to the Board of Directors. All of the aforementioned have taken office. Mr. Hajime Matsukura is an outside Director as stipulated in Item 15, Article 2 of the Company Law.

At the Company's Board of Directors Meeting held after the 7th Ordinary General Meeting of Shareholders, Mr. Junshi Yamaguchi was appointed as Representative Director and has taken office. As a consequence, the Directors and the Corporate Auditors of the Company are as follows.

Representative Director:	Junshi Yamaguchi
Director:	Yoichi Yano
Director:	Masaki Kato
Director (outside Director):	Hajime Matsukura
Corporate Auditor (full-time)	Keiji Suzuki
Corporate Auditor (outside Corporate Auditor)	Hiroki Kawamura
Corporate Auditor (outside Corporate Auditor)	Yasuyuki Shibata
Corporate Auditor (outside Corporate Auditor)	Kaoru Ikenaga

The Corporate Officers of the Company after the 7th Ordinary General Meeting of Shareholders are as follows.

President and CEO:	*Junshi Yamaguchi
Executive Vice President:	*Yoichi Yano
Executive Vice President:	*Masaki Kato
Senior Vice President:	Hiroshi Sato
Senior Vice President:	Masao Fukuma
Senior Vice President:	Tatsuo Yoshino
Senior Vice President:	Yoshihiko Miura
Senior Vice President:	Yoshirou Miyaji
Senior Vice President:	Kazumi Yamada
Senior Vice President:	Shinichi Iwamoto

(\*Asterisks denote the Corporate Officers who act as Directors.)