

(Translation)

The following is an English translation of the Notice of Resolutions adopted at the Extraordinary General Meeting of Shareholders of NEC Electronics Corporation held on February 24, 2010. 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

February 24, 2010

To Our Shareholders:

**NOTICE OF RESOLUTIONS ADOPTED AT THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

Matters Voted Upon:

Proposal No. 1: Approval of the Merger Agreement between the Company and Renesas Technology Corp.

It was resolved that the merger agreement for the merger between the Company and Renesas Technology Corp. on the effective date scheduled on April 1, 2010 (the “Merger”) be approved as proposed. The name of the Company after the Merger is Renesas Electronics Corporation.

Proposal No. 2: Partial Amendment to the Articles of Incorporation

It was resolved that Proposal No. 2 be approved as proposed. For the Merger and the issuance of shares for subscription when Proposal No.6 “Issuance of New Shares Offered by way of Third Party Allotment” have been approved as proposed, the Company made any required amendments to the Articles of Incorporation in order to change the trade name, partially amend the wording of the business purpose, increase the total number of authorized shares, change the convener and the chairman (*gicho*) of the shareholders meeting, increase the headcount of Directors and Corporate Auditors, add provisions in relation to establishing the roles of the Chairman (*kaicho*) and President, and set the limited liability amount without reference to the amount of remuneration.

Proposal No. 3: Election of Seven Directors

It was resolved that Messrs. Yasushi Akao, Kazuaki Ogura, Shozo Iwakuma, Toyooki Nakamura, Nobuhiro Endo, Noritomo Hashimoto and Susumu Furukawa be newly elected to the Board of Directors. Messrs. Toyooki Nakamura, Nobuhiro Endo, Noritomo Hashimoto and Susumu Furukawa are outside Directors specified in Item 15, Article 2 of the Companies Act.

Proposal No.4: Election of One Corporate Auditor

It was resolved that Mr. Junichiro Nishi be newly elected to the Board of Corporate Auditors.

Proposal No. 5: Revision of the Amount of Remuneration for Directors and Corporate Auditors

It was resolved that the amount of the remuneration for Directors be revised to not more than JPY 30 million per month (not more than JPY 6 million per month for outside

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Director(s) thereof) and the aggregate amount of the remuneration for Corporate Auditors be revised to not more than JPY 12 million per month.

Proposal No. 6: Issuance of New Shares Offered by way of Third Party Allotment

It was resolved that the 146,782,990 shares of common stock of the Company be issued to NEC Corporation (61,395,857 shares), Hitachi, Ltd. (46,962,923 shares) and Mitsubishi Electric Corporation (38,424,210 shares) at JPY 917 per share.

- Resolutions on Proposal 2 “Partial Amendment to the Articles of Incorporation” through Proposal 5 “Revision of the Amount of Remuneration for Directors and Corporate Auditors” will become effective on the effective date of the Merger subject to the condition that the Merger has become effective.
- Resolution on Proposal 6 “Issuance of New Shares Offered by way of Third Party Allotment” will become effective on the effective date of the Merger subject to the conditions that the Merger and the amendment to the Articles of Incorporation pursuant to Proposal 2 “Partial Amendment to the Articles of Incorporation” have become effective.