

**(Translation)**

The following is an English translation of the Notice of Resolutions adopted at the Extraordinary General Meeting of Shareholders of Renesas Electronics Corporation held on February 22, 2013. The Company provides this translation for your reference and convenience only.

Securities Code: 6723  
February 22, 2013

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

Representative Director, President  
Yasushi Akao

To Our Shareholders:

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

This is to inform you that at the Extraordinary General Meeting of Shareholders of Renesas Electronics Corporation (the “Company”) held today, and the following resolutions were adopted.

**Matters Voted Upon:**

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

Proposal No. 1 was approved and resolved as proposed. In order to allow for the issuance of the offered shares pursuant to Proposal No. 2 “Issuance of New Shares Offered by way of Third Party Allotment”, the Company made an amendment to the Articles of Incorporation to increase the total number of shares authorized to be issued as set forth in Article 6 of the Articles of Incorporation from 800 million shares to 1 billion 668 million shares.

Resolution on this Proposal has become effective upon the approval of Proposal No. 2 “Issuance of New Shares Offered by way of Third Party Allotment” as proposed.

**Proposal No. 2: Issuance of New Shares Offered by way of Third Party Allotment**

It was resolved, as proposed, that the 1,250,000,000 shares of common stock of the Company be issued at JPY 120 per share by way of Third Party Allotment.

The issuance of the shares offered under this Proposal is subject to the effectuation of amendment to the Articles of Incorporation pursuant to Proposal No. 1 “Partial Amendment to the Articles of Incorporation (No. 1)”. Payment will be made on the condition that one of the expected allottees obtains all necessary permits and approvals from the competition authorities of relevant countries with respect to business combination and any others.

**Proposal No. 3: Partial Amendment to the Articles of Incorporation (No. 2)**

Proposal No. 3 was approved and resolved as proposed. In order to enable the Company to have dynamic fund raising by capital reinforcement for the purpose of securing the financial resources needed for execution of future business plans, the Company made an amendment to the Articles of Incorporation to increase the total number of shares authorized to be issued as set forth in Article 6 of the Articles of Incorporation from 1 billion 668 million shares, after amendment to the Articles of Incorporation pursuant to Proposal No. 1 “Partial Amendment to the Articles of Incorporation (No. 1)”, to 3 billion 400 million shares.

Resolution on this Proposal shall become effective when the total number of the issued shares of the Company would be 1 billion 500 million shares or more through the issuance of new shares pursuant to Proposal No. 2 “Issuance of New Shares Offered by way of Third Party Allotment”.