

**(TRANSLATION)**  
**ARTICLES OF INCORPORATION**  
**OF**  
**RENESAS ELECTRONICS CORPORATION**

### **Historical Note**

Promulgated on November 1, 2002

Partially amended on November 15, 2002

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Partially amended on June 13, 2003

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Partially amended on June 28, 2016

Deletion of the Supplement Provision on January 1, 2017

ARTICLES OF INCORPORATION  
OF  
Renesas Electronics Corporation

CHAPTER I  
GENERAL PROVISIONS

Article 1. (Trade Name)

The Company is called Renesas Electronics Kabushiki Kaisha. Its English expression shall be Renesas Electronics Corporation.

Article 2. (Object)

The object of the Company is to carry on the following businesses:

- (1) To research, develop, design, manufacture, sell or otherwise dispose of, electronic components such as semiconductor devices and integrated circuits;
- (2) To research, develop, design, manufacture, sell or otherwise dispose of, parts and materials for use in or in connection with electrical equipment, electronic equipment or communications equipment;
- (3) To develop, design, produce, sell or provide maintenance services for, software relating to any of the preceding items;
- (4) To provide consultation services in association with the activities mentioned in any of the preceding items;
- (5) To engage in any and all businesses incident to or associated with any of the preceding items; and
- (6) To invest in businesses mentioned in any of the preceding items that are under the administration of others.

Article 3. (Location of Principal Office)

The Principal Office of the Company shall be located at Koto-ku, Tokyo.

#### Article 4. (Corporate Organization)

In addition to general meetings of shareholders and Directors, the Company shall have the following organizations:

- (1) The Board of Directors;
- (2) Corporate Auditors;
- (3) The Board of Corporate Auditors; and
- (4) Accounting Auditors.

#### Article 5. (Method of Giving Public Notices)

The method of giving public notices of the Company shall be electronic public notices; provided, however, that in cases where an electronic public notice is impracticable due to an accident or other unavoidable reason, the Company shall give its public notice in the Nihon Keizai Shimbun.

## CHAPTER II SHARES

#### Article 6. (Total Number of Shares Authorized to Be Issued)

The total number of shares authorized to be issued by the Company shall be three billion four hundreds million (3,400,000,000).

#### Article 7. (Acquisition of Own Shares)

The Company may acquire its own shares by a resolution of the Board of Directors in accordance with the provision of Paragraph 2, Article 165 of the Companies Act.

#### Article 8. (Number of Shares Constituting One Unit of Shares)

The number of shares constituting one unit of shares of the Company shall be one hundred (100).

Article 9. (Additional Purchase of Shares Constituting Less Than One Unit)

A Shareholder of the Company who holds shares constituting less than one unit may claim the Company to sell it such number of shares as may, together with the number of such shares constituting less than one unit, constitute the number of shares constituting one unit.

Article 10. (Rights for Shares Constituting Less Than One Unit)

A shareholder of the Company who holds shares constituting less than one unit may not exercise any rights, except for the following rights, with respect to the shares constituting less than one unit held by that shareholder:

- (1) The rights provided for in each Item of Paragraph 2, Article 189 of the Companies Act;
- (2) The right to claim as provided for in Paragraph 1, Article 166 of the Companies Act;
- (3) The right to receive an allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held; and
- (4) The right to claim as provided for in the preceding article.

Article 11. (Handling Regulations of Shares)

Handling relating to shares as well as fees thereof, shall be governed by the Share Handling Regulations established by the Board of Directors, as well as the applicable laws and regulations or these Articles of Incorporation.

Article 12. (Transfer Agent)

1. The Company shall appoint a Transfer Agent for shares.
2. The Transfer Agent and its office shall be designated by a resolution of the Board of Directors.
3. The Transfer Agent shall prepare and keep the Register of Shareholders and the Register of Stock Acquisition Rights, and shall handle other business pertaining to the Register of Shareholders and

the Register of Stock Acquisition Rights, with no such businesses being handled by the Company.

### CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS

#### Article 13. (Convocation)

An ordinary general meeting of shareholders shall be convened within three months after the end of each business year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.

#### Article 14. (Record Date for Ordinary General Meetings of Shareholders)

The record date for voting rights for the ordinary general meetings of shareholders of the Company shall be December 31 of each year.

#### Article 15. (Convener and Chairman)

1. The Representative Director previously determined by the Board of Directors shall convene a general meeting of shareholders and act as chairman thereat.
2. In case where the Representative Director stipulated in the preceding paragraph is unable to act as convener and chairman, other Director, in accordance with an order previously determined by the Board of Directors, shall convene such meeting and act as chairman thereat.

#### Article 16. (Disclosure of Reference Documents for General Meetings of Shareholders, Etc. through the Internet and Deemed Provision)

In convening a general meeting of shareholders, it may be deemed that the Company has provided the shareholders with the necessary information that should be described or indicated in the reference documents for the general meeting of shareholders, business reports, non-consolidated financial statements, and consolidated financial statements, on the condition that such information is disclosed through the Internet in accordance with the Ministry of Justice Ordinance.

#### Article 17. (Requirements for Resolution)

1. The resolutions of general meetings of shareholders shall be passed by a majority of votes of the attending shareholders entitled to exercise their voting rights.
2. The resolution of general meetings of shareholders provided for in Paragraph 2, Article 309 of the Companies Act shall be passed by not less than two-thirds of votes of shareholders present at a general meeting at which shareholders having not less than one-third of the total number of voting rights of shareholders entitled to exercise their voting rights are present.

#### Article 18. (Exercise of Voting Rights by Proxy)

A shareholder may exercise his/her voting rights by a proxy, who shall be a shareholder having voting rights of the Company, provided that a document establishing his/her power of representation must be filed with the Company prior to the opening of the general meeting of shareholders.

### CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

#### Article 19. (Number)

The Company shall have Directors not exceeding fifteen in number.

#### Article 20. (Election)

1. A resolution electing Directors shall be adopted by a majority of votes of the shareholders present at a general meeting of shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present.
2. No cumulative voting shall be used for the resolution mentioned in the preceding paragraph.

#### Article 21. (Term of Office)

The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one year following his/her election.

#### Article 22. (Representative Director)

The Board of Directors shall elect Representative Director(s) by its resolution.

#### Article 23. (Board of Directors)

1. In addition to the provisions of law or ordinance and of these Articles of Incorporation, the Rules of the Board of Directors established by the Board of Directors shall apply to matters relating to the Board of Directors.
2. In convening a meeting of the Board of Directors, notice shall be issued to each Director and each Corporate Auditor at least three days before the meeting date. Provided, however, in case of an urgency, this period may be shortened.

#### Article 24. (Deemed Resolution of Board of Directors)

If all Directors unanimously express their consent in writing or digitally to a matter to be resolved by the Board of Directors, it shall be deemed that such matter is adopted by a resolution of the Board of Directors unless the Corporate Auditors express objections thereto.

#### Article 25. (Remuneration, Etc.)

Remuneration, bonuses and other financial benefits given by the Company in consideration of the performance of duties (hereinafter referred to as the "Remuneration, Etc.") to Directors shall be fixed by a resolution of a general meeting of shareholders.

#### Article 26. (Release of Directors' Liability)

1. The Company may, pursuant to the provision of Paragraph 1, Article 426 of the Companies Act, release the Directors (including those who



had been Directors) of their liability for damages arising from negligence of their duties by a resolution of the Board of Directors, to the extent permitted by the applicable laws and regulations.

2. The Company may, pursuant to the provision of Paragraph 1, Article 427 of the Companies Act, enter into a contract with its Directors (excluding executive Directors and the like) to limit their liabilities to the Company for damages arising from negligence of their duties; provided, however, that the liability amount of the outside Director under such contract shall be limited to the minimum liability amount stipulated in the applicable laws and regulations.

## CHAPTER V CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS

### Article 27. (Number)

The Company shall have Corporate Auditors not exceeding six in number.

### Article 28. (Election)

1. A resolution electing Corporate Auditors shall be adopted by a majority of votes of the shareholders present at a general meeting of shareholders at which shareholders representing not less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present.
2. A resolution electing Corporate Auditors to be elected to fill vacancy shall be effective until the opening of the ordinary general meeting of shareholders held with respect to the last business year ending within four years following such resolution.

#### Article 29. (Term of Office)

The term of office of a Corporate Auditor shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four years following his/her election.

#### Article 30. (Full-time Corporate Auditor)

The Board of Corporate Auditors shall appoint one or more full-time Corporate Auditors by its resolution.

#### Article 31. (Board of Corporate Auditors)

1. In addition to the provisions of applicable law or ordinance and of these Articles of Incorporation, the Rules of the Board of Corporate Auditors established by the Board of Corporate Auditors shall apply to matters relating to the Board of Corporate Auditors.
2. In convening a meeting of the Board of Corporate Auditors, notice shall be issued to each Corporate Auditor at least three days before the meeting date. Provided, however, in case of an urgency, this period may be shortened.

#### Article 32. (Remuneration, Etc.)

Remuneration, Etc. for Corporate Auditors shall be fixed by a resolution of a general meeting of shareholders.

#### Article 33. (Release of Corporate Auditors' Liability)

1. The Company may, pursuant to the provision of Paragraph 1, Article 426 of the Companies Act, release its Corporate Auditors (including those who had been Corporate Auditors) of their liability to the Company for damages arising from negligence of their duties by a resolution of the Board of Directors, to the extent permitted by applicable laws and regulations.
2. The Company may, pursuant to the provision in Paragraph 1, Article 427 of the Companies Act, enter into a contract with its Corporate Auditors to limit their liability to the Company for damages arising

from negligence of their duties; provided, however, that the liability amount of the outside Corporate Auditor under such contract shall be limited to the minimum liability amount stipulated in the applicable laws and regulations.

## CHAPTER VI ACCOUNTS

### Article 34. (Business Year)

The Company's business year shall be from January 1st to December 31st of each year.

### Article 35. (Year-end Dividends)

The record date for year-end dividends is December 31st of each year.

### Article 36. (Interim Dividends)

The Company may by a resolution of the Board of Directors make interim dividends provided for in Paragraph 5, Article 454 of the Companies Act of which the record date is June 30th of each year.

### Article 37. (Limitation of Payment Period)

In cases where year-end dividends or interim dividends shall remain unclaimed after the lapse of three years from the day on which payment thereof was commenced, the Company shall be exonerated from the responsibility of payment thereof. Accrued year-end dividends or interim dividends shall not bear any interest.