

**Renesas**

**FINANCIAL REPORT 2016**  
Fiscal Year Ended December 31, 2016

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## Independent Auditor's Report

The following section, Management's Discussion and Analysis of Operations, provides an overview of the consolidated financial statements of Renesas Electronics Corporation ("Renesas Electronics"), and its consolidated subsidiaries (together, "the Group"), as of and for the fiscal year (nine-month period) ended December 31, 2016.

At the 14th Ordinary General Shareholders' Meeting held on June 28, 2016, a partial amendment to the Company's Articles of Incorporation was approved and Renesas Electronics implemented a change in the fiscal term in which the fiscal year-end was changed from March 31 to December 31 starting from the fiscal year 2016.

The same change in the fiscal term has been applied to the consolidated subsidiaries of the Group, with some exceptions. As a result, the fiscal year ended December 31, 2016 comprised the nine months from April 1, 2016 to December 31, 2016, and the consolidated results listed below are compared with the corresponding period of the previous year (April 1, 2015 to December 31, 2015).

In addition, pro-forma business results prepared on a calendar year basis as if fiscal year 2015 and 2016 covered the 12 months from January to December is included in "(4) The Calendar Year-Based Financial Results and Financial Position for 2016 (Pro-forma)" for reference.

## Introduction

### Financial Position, Operating Results and Cash Flow Analysis

Forward-looking statements concerning financial position, operating results and cash flow are the Group's judgment as of December 31, 2016.

### **(1) Significant Accounting Policies and Estimates**

The Group's consolidated financial statements are prepared in accordance with accounting principles generally accepted in Japan. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported value of assets and liabilities and the disclosure of contingent assets and liabilities at the fiscal year-end, and the reported amounts of revenues and expenses during the period presented. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable. As a consequence, actual results may differ from these estimates and assumptions.

The Group believes when the following significant accounting policies are used, its estimates and assumptions could have a significant impact on its consolidated financial statements.

#### **1) Allowance for Doubtful Accounts**

The Group provides an allowance for doubtful accounts based on the historical write-off ratio for receivables and any specific doubtful accounts based on a case-by-case determination of collectability. On the basis of information currently available, we consider the allowance for doubtful accounts to be adequate. However, changes in the underlying financial position of our customers, resulting in an impairment of their ability to make payments, may require additional provisions.

## **2) Inventories**

Inventories are valued at the lower of cost or market. Regarding slow-moving and obsolete inventories, the Group writes down such inventories to their estimated market value based on assumptions about future demand and market conditions. If future demand and market conditions are less favorable than those projected, additional inventory write-downs may be required.

## **3) Impairment of Long-term Assets**

The Group assesses whether or not the residual value of long-term assets on the balance sheets can be recovered from future cash flows generated from those assets, if there are signs of impairment. If sufficient cash flows cannot be generated from these assets, the Group may have to recognize impairment of the carrying value.

## **4) Investment Securities**

Investment securities with a market value are valued at fair value based on the stock market price and other factors at the fiscal year-end. Unrealized gains and losses are included as a component of net assets, and the cost of securities sold is computed using the moving-average method. Investment securities without a market value are carried at cost or amortized cost using the moving-average method. If there is a significant decline in market price or value, the Group may recognize impairment, except when a recovery is expected. There could be impairment losses in the future if there is a significant decline in market price or value and no recovery is expected.

## **5) Deferred Tax Assets**

The Group has recorded deferred tax assets resulting from deductible temporary differences and net loss carryforwards, both of which will reduce taxable income in the future. We set up valuation allowance to reduce deferred tax assets amounts to the amounts that are more likely than not to be realized.

We evaluate the necessity of valuation allowance for each subsidiary based on the information currently available, such as historical income performance, estimates of future taxable income, and estimates of the timing of when temporary differences will reverse.

In the event that some or all of these deferred tax assets are determined to be unrecoverable, the Group may record adjustments to deferred tax assets amounts as expenses in the period when judgment is made. Similarly, in the event that deferred tax assets in excess of the net total amounts recorded on balance sheet are determined to be recoverable, the Group may adjust tax expenses for the period when the judgment is made.

## **6) Retirement and Severance Benefits**

The Group records the retirement benefit obligations and its related costs for employees based on actuarial assumptions, including expected changes in employee numbers in the future, the discount rate, the rate of future salary increases, and the long-term expected rate of return on plan assets. In the event that the aforementioned assumptions change, or differ from actual results, any impacts due to such differences are amortized over the estimated average remaining service periods of employees.

## **7) Contingent Liabilities**

The Group is involved in several lawsuits and other litigation in which compensation for damages is being sought. At present, we have recorded sufficient provisions to cover losses associated with these actions in such cases where these losses are reasonably estimable.

## 8) Hedge accounting method

- 1) Hedge accounting method  
Deferred hedge accounting is applied to the effective hedging transactions.
- 2) Hedging instruments and hedged items  
Hedging instruments: Foreign exchange contracts, Currency options, Currency swaps, Foreign currency deposits  
Hedged items: Forecasted transactions in foreign currencies
- 3) Hedging policy  
Based on the Group's internal rules, hedging transactions are made to hedge the risk of foreign exchange fluctuations associated with the hedged items.
- 4) Assessment of hedge effectiveness  
The assessment of hedge effectiveness is made by comparing the accumulated cash flows of the hedging instruments with those of the hedged items.

## (2) Overview of Financial Results

	April 1 - December 31, 2015	April 1 - December 31, 2016	Increase (Decrease)	
	Billions of yen	Billions of yen	Billions of yen	% Change
Net sales	525.5	471.0	(54.5)	(10.4)
Sales from semiconductors	512.4	457.2	(55.2)	(10.8)
Sales from others	13.1	13.9	0.8	5.8
Operating income	88.1	54.7	(33.3)	(37.9)
Ordinary income	90.9	50.0	(40.9)	(45.0)
Net income attributable to shareholders of parent company	76.0	44.1	(31.9)	(41.9)
	yen	yen		
Exchange rate (USD)	122	106	-	-
Exchange rate (EUR)	134	118	-	-

### [Net sales]

Consolidated net sales for the fiscal year (nine-month period) ended December 31, 2016 were 471.0 billion yen, a 10.4% decrease year on year. This was mainly due to the strengthening of the yen and the Group's efforts to exit from non-focus products especially within the general-purpose business, in addition to the temporary shutdown of the production lines of the Group damaged by the 2016 Kumamoto Earthquake.

### [Sales from Semiconductors]

Sales from semiconductors for the fiscal year (nine-month period) ended December 31, 2016 were 457.2 billion yen, a 10.8% decrease year on year.

The sales breakdown for "Automotive" and "General Purpose", and for "Other Semiconductors" not belonging to these two categories, is as follows:

### Automotive Business: 231.8 billion yen

The automotive business includes the product categories "Automotive control," comprising semiconductor devices for controlling automobile engines and bodies, and "Automotive information," comprising semiconductor devices used in automotive information systems such as navigation systems. The Group supplies microcontrollers, analog & power semiconductor devices, and system-on-chip (SoC) products in each of these categories.

Sales of automotive business for the fiscal year (nine-month period) ended December 31, 2016 were 231.8 billion yen, a decrease of 3.5% year on year. This was mainly due to decreased sales in the "Automotive information" category, while sales in the "Automotive control" category remained flat.

#### General-Purpose Business: 221.0 billion yen

The general-purpose business includes the product categories "Industrial", comprising semiconductor devices for industrial equipment, "OA/ICT," comprising semiconductor devices for office automation (OA) equipment such as copy machines and information and communication technology (ICT) equipment such as network infrastructure, and "General-Purpose," comprising general-purpose semiconductor devices for other applications (including home appliances). The Group supplies microcontrollers, analog & power semiconductor devices, and SoC products in each of these categories.

Sales of general-purpose business for the fiscal year (nine-month period) ended December 31, 2016 were 221.0 billion yen, a decrease of 17.8% year on year. This was mainly due to decreases in sales in the "Industrial", "OA/ICT" and "General-Purpose" categories resulting from the Group's ongoing efforts to withdraw from non-focus products, etc., as part of its promotion of selection and concentration.

#### Other Semiconductors: 4.4 billion yen

Sales from other semiconductors mainly include production by commissioning and royalties.

#### [Sales from others]

Sales from others include non-semiconductor products sold on a resale basis by the Group's sales subsidiaries and development and production by commissioning conducted at the Group's design and manufacturing subsidiaries.

Sales from others for the fiscal year (nine-month period) ended December 31, 2016 were 13.9 billion yen, a 5.8% increase year on year.

#### [Operating income]

Operating income for the fiscal year (nine-month period) ended December 31, 2016 was 54.7 billion yen, a 33.3 billion yen decrease year on year. This was mainly due to the strengthening of the yen in addition to the opportunity loss incurred by the temporary shutdown of the production lines of the Group caused by the damages from the 2016 Kumamoto Earthquake.

#### [Ordinary income]

Ordinary income for the fiscal year (nine-month period) ended December 31, 2016 was 50.0 billion yen, 40.9 billion yen decrease year on year. This was mainly due to foreign exchange losses resulting from a strengthening of the yen, in addition to a decrease in operating income.

#### [Net income attributable to shareholders of parent company]

Net income attributable to shareholders of parent company for the fiscal year (nine-month period) ended December 31, 2016 was 44.1 billion yen, a 31.9 billion yen decrease year on year. This was mainly due to a decrease in ordinary income resulting from a decrease in sales and the strengthening of the yen.

### (3) Financial Position

#### [Total Assets, Liabilities and Net Assets]

	March 31, 2016	December 31, 2016	Increase (Decrease)
	Billions of yen	Billions of yen	Billions of yen
Total assets	849.4	823.1	(26.3)
Net assets	381.7	422.4	40.7
Equity	379.5	420.2	40.7
Equity ratio (%)	44.7	51.0	6.3
Interest-bearing debt	244.3	157.3	(87.0)
Debt / Equity ratio	0.64	0.37	(0.27)

Total assets at December 31, 2016 were 823.1 billion yen, a 26.3 billion yen decrease from March 31, 2016.

This was mainly due to a decrease in cash and deposits resulting from repayment of borrowings. Net assets were 422.4 billion yen, a 40.7 billion yen increase from March 31, 2016. This was mainly due to the recording of net income attributable to shareholders of parent company in the amount of 44.1 billion yen.

Equity increased by 40.7 billion yen from March 31, 2016 and the equity ratio was 51.0%. Interest-bearing debt decreased by 87.0 billion yen from March 31, 2016. Consequently, the debt to equity ratio became 0.37.

#### [Cash Flows]

	The fiscal year ended March 31, 2016	The fiscal year (nine- month period) ended December 31, 2016
	Billions of yen	Billions of yen
Net cash provided by (used in) operating activities	126.3	95.9
Net cash provided by (used in) investing activities	(33.6)	(48.9)
Free cash flows	92.7	47.0
Net cash provided by (used in) financing activities	(30.3)	(97.2)
Cash and cash equivalents at the beginning of period	343.7	398.4
Cash and cash equivalents at the end of period	398.4	354.3

#### (Net cash provided by (used in) operating activities)

Net cash provided by operating activities for the fiscal year (nine-month period) ended December 31, 2016 was 95.9 billion yen. This was mainly due to the recording of income before income taxes in the amount of 41.0 billion yen and adjustments of non-expenditure items including depreciation and amortization, etc. within income before income taxes.

#### (Net cash provided by (used in) investing activities)

Net cash used in investing activities for the fiscal year (nine-month period) ended December 31, 2016 was 48.9 billion yen, mainly due to the purchase of property, plant and equipment in the amount of 44.9 billion yen.

The foregoing resulted in positive free cash flows of 47.0 billion yen for the fiscal year (nine-month period) ended December 31, 2016.

#### (Net cash provided by (used in) financing activities)

Net cash used in financing activities for the fiscal year (nine-month period) ended December 31, 2016 was 97.2 billion yen. This was mainly due to a new long-term loan concluded with the main financing banks to secure long-term working capital, as well as the repayment of the loan for the existing agreements.

Consequently, cash and cash equivalents at the end of the period were 354.3 billion yen, 44.1 billion yen decrease compared to the end of the previous fiscal year.

#### (4) The Calendar Year-Based Financial Results and Financial Position for 2016 (Pro-Forma)

##### <CY2016 Financial Results>

	January 1 - December 31, 2015 ("CY2015")	January 1 - December 31, 2016 ("CY2016")	Increase (Decrease)	
	Billions of yen	Billions of yen	Billions of yen	% Change
Net sales	707.7	638.8	(68.9)	(9.7)
Sales from semiconductors	687.5	620.4	(67.1)	(9.8)
Sales from others	20.2	18.4	(1.7)	(8.6)
Operating income	112.5	70.4	(42.1)	(37.4)
Ordinary income	113.9	61.2	(52.7)	(46.3)
Net income attributable to shareholders of parent company	85.0	54.4	(30.6)	(36.0)
	yen	yen		
Exchange rate (USD)	121	109	-	-
Exchange rate (EUR)	136	121	-	-

##### [Net sales]

Consolidated net sales for CY2016 (January to December, 2016) were 638.8 billion yen, a 9.7% decrease compared to the previous calendar year (January to December, 2015). This was mainly due to the strengthening of the yen and the Group's efforts to exit from non-focus products especially within the general-purpose business, in addition to the temporary shutdown of the production lines of the Group that was damaged by the 2016 Kumamoto Earthquake.

##### [Sales from Semiconductors]

Sales from semiconductors for CY2016 were 620.4 billion yen, a 9.8% decrease compared to the previous calendar year.

The sales breakdown for "Automotive" and "General-Purpose", and for "Other Semiconductors" not belonging to these two categories, is as follows:

##### Automotive Business: 313.5 billion yen

The automotive business includes the product categories "Automotive control," comprising semiconductor devices for controlling automobile engines and bodies, and "Automotive information," comprising semiconductor devices used in automotive information systems such as navigation systems. The Group supplies microcontrollers, analog & power semiconductor devices, and system-on-chip (SoC) products in each of these categories.

Sales of automotive business for CY2016 were 313.5 billion yen, a decrease of 2.8% compared to the previous calendar year. This was mainly due to decreased sales in the "Automotive information" category, while the sales in the "Automotive control" category increased compared to the previous calendar year.

##### General-Purpose Business: 301.3 billion yen

The general-purpose business includes the product categories "Industrial", comprising semiconductor devices for industrial equipment, "OA/ICT," comprising semiconductor devices for office automation (OA) equipment such as copy machines and information and communication technology (ICT) equipment such as network infrastructure, and "General-Purpose," comprising general-purpose semiconductor devices for other applications (including home appliances). The Group supplies microcontrollers, analog & power semiconductor devices, and SoC products in each of these categories.



Sales of general-purpose business for CY2016 were 301.3 billion yen, a decrease of 16.5% compared to the previous calendar year. This was mainly due to decreases in sales in the “Industrial”, “OA/ICT” and “General-Purpose” categories resulting from the Group’s ongoing efforts to withdraw from non-focus products, etc., as part of its promotion of selection and concentration.

Other Semiconductors: 5.5 billion yen

Sales of other semiconductors mainly include production by commissioning and royalties.

[Sales from others]

Sales from others include non-semiconductor products sold on a resale basis by the Group’s sales subsidiaries and development and production by commissioning conducted at the Group’s design and manufacturing subsidiaries.

Sales from others for CY2016 were 18.4 billion yen, a 8.6% decrease compared to the previous calendar year.

[Operating income]

Operating income for CY2016 was 70.4 billion yen, a 42.1 billion yen decrease compared to the previous calendar year. This was mainly due to the strengthening of the yen in addition to the opportunity loss incurred by the temporary shutdown of the production lines of the Group caused by the damages from the 2016 Kumamoto Earthquake.

[Ordinary income]

Ordinary income for CY2016 was 61.2 billion yen, a 52.7 billion yen decrease compared to the previous calendar year. This was mainly due to foreign exchange losses resulting from the strengthening of the yen, in addition to a decrease in operating income.

[Net income attributable to shareholders of parent company]

Net income attributable to shareholders of parent company for CY2016 was 54.4 billion yen, a 30.6 billion yen decrease compared to the previous calendar year. This was mainly due to a decrease in ordinary income resulting from a decrease in sales and the strengthening of the yen.

<CY2016 Financial Position>

[Total Assets, Liabilities and Net Assets]

	December 31, 2015	December 31, 2016	Increase (Decrease)
	Billions of yen	Billions of yen	Billions of yen
Total assets	862.8	823.1	(39.7)
Net assets	379.3	422.4	43.1
Equity	377.0	420.2	43.1
Equity ratio (%)	43.7	51.0	7.3
Interest-bearing debt	252.1	157.3	(94.8)
Debt / Equity ratio	0.67	0.37	(0.30)

Total assets at December 31, 2016 were 823.1 billion yen, a 39.7 billion yen decrease from December 31, 2015.

This was mainly due to a decrease in cash and deposits resulting from repayment of borrowings. Net assets were 422.4 billion yen, a 43.1 billion yen increase from December 31, 2015. This was mainly due to the recording of net income attributable to shareholders of parent company in the amount of 54.4 billion yen in CY2016.

Equity increased by 43.1 billion yen from December 31, 2015 and the equity ratio was 51.0%. Interest-bearing debt decreased by 94.8 billion yen from December 31, 2015. Consequently, the debt to equity ratio became 0.37.

[Cash Flows]

	CY2015	CY2016
	Billions of yen	Billions of yen
Net cash provided by (used in) operating activities	133.4	112.9
Net cash provided by (used in) investing activities	(35.1)	(55.4)
Free cash flows	98.4	57.5
Net cash provided by (used in) financing activities	(24.6)	(108.8)
Cash and cash equivalents at the beginning of period	335.8	405.1
Cash and cash equivalents at the end of period	405.1	354.3

(Net cash provided by (used in) operating activities)

Net cash provided by operating activities for CY2016 was 112.9 billion yen. This was mainly due to the recording of income before income taxes in the amount of 50.1 billion yen and adjustments of non-expenditure items including depreciation and amortization, etc. within income before income taxes.

(Net cash provided by (used in) investing activities)

Net cash used in investing activities for CY2016 was 55.4 billion yen, mainly due to the purchase of property, plant and equipment in the amount of 57.7 billion yen.

The foregoing resulted in positive free cash flows of 57.5 billion yen for CY2016.

(Net cash provided by (used in) financing activities)

Net cash used in financing activities for CY2016 was 108.8 billion yen. This was mainly due to the new long-term loan concluded with the main financing banks to secure long-term working capital, as well as the repayment of the loan for the existing agreements.

Consequently, cash and cash equivalents at the end of CY2016 were 354.3 billion yen, 50.8 billion yen decrease compared to the end of CY2015.

## (5) Liquidity and Capital Resources

The Group's basic financial policy is to secure adequate liquidity and capital resources for its operations and to maintain a strong balance sheet. To secure capital resources, the Company repaid the borrowings debt under the existing loan agreement with its main banks, Bank of Tokyo-Mitsubishi UFJ, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited, and Mitsubishi UFJ Trust and Banking Corporation. On September 28, 2016, the Company entered into a 150-billion-yen term-loan agreement and a 50-billion-yen commitment line agreement with its main banks to secure long-term working capital. The term-loan agreement was executed on September 30, 2016, while the Company executed a borrowing under the commitment line agreement in the first quarter of the fiscal year ending on December 31, 2017. Furthermore, the Company entered into a 50-billion-yen term-loan agreement with its main banks on October 5, 2017 to secure funds to push forward its growth strategy. This term-loan agreement was executed in the first quarter of the fiscal year ending on December 31, 2017. As of December 31, 2016, the total amount of interest-bearing debt, including borrowings and lease obligations, was 156.3 billion yen. As of December 31, 2016, the Company had 354.3 billion yen in liquidity, including cash and deposits, and marketable securities.

## **(6) Off-balance Sheet Arrangements**

The Group conducts operating leases as a means of avoiding risks associated with a decline in the value of obsolete production facilities, as well as to stabilize cash flows. As of December 31, 2016 the balance of lease obligations for unexpired non-cancelable operating lease transactions was 6.4 billion yen.

### **Risk Factors**

The Group's operations and financial results are subject to various risks and uncertainties, including those described below, that could significantly affect investors' judgments. In addition, the following statements include matters which might not necessarily fall under such significant risks, but are deemed important for investors' judgment from a standpoint of affirmative disclosure.

Descriptions about the future in the following are based on what the Group recognizes as of December 31, 2016.

#### **1) Market Fluctuations**

Semiconductor market fluctuations, which are caused by such factors as economic cycles in each region and shifts in demand of end customers, affect the Group. Although the Group carefully monitors changes in market conditions, it is difficult to completely avoid the impact of market fluctuations due to economic cycles in countries around the world and changes in the demand for end products. Market downturns, therefore, could lead to decline in product demand and increase in production and inventory amounts, as well as lower sales prices. Consequently, market downturns could reduce the Group's sales, as well as lower fab utilization rates, which may in turn result in worsened gross margins, ultimately leading to deterioration in profits.

#### **2) Fluctuations in foreign exchange and interest rates**

The Group engages in business activities in all parts of the world and in a wide range of currencies. The Group continues to engage in hedging transactions and other arrangements to minimize exchange rate risk, but it is possible for our consolidated business results and financial condition, including our sales volume in foreign currencies, our materials costs in foreign currencies, our production costs at overseas manufacturing sites, and other items, to be influenced if exchange rates change significantly. Also, the Group's assets, liabilities, income, and costs can change greatly by showing our foreign currency denominated assets and debts converted to amounts in Japanese yen, and these can also change when financial statements in foreign currencies at our overseas subsidiaries are converted to and presented in Japanese yen.

Furthermore, since costs and the values of assets and debts associated with the Group's business operation are influenced by fluctuations in interest rates, it is also possible for the Group's businesses, performance, and financial condition to be adversely influenced by these fluctuations.

#### **3) Natural Disasters**

Natural disasters such as earthquakes, typhoons, and floods, as well as accidents, acts of terror, infection and other factors beyond the control of the Group could adversely affect the Group's business operation. Especially, as the Group owns key facilities and equipment in areas where earthquakes occur at a frequency higher than the global average, the effects of earthquakes and other events could damage the Group's facilities and equipment and force a halt to manufacturing and other operations, and such events could consequently cause severe damage to the Group's business. The Group sets and manages several preventive plans and Business Continuity Plan which defines

countermeasures such as contingency plans and at the same time the Group is subscribed to various insurances; however, these plans and insurances are not guaranteed to cover all the losses and damages incurred.

#### **4) Competition**

The semiconductor industry is extremely competitive, and the Group is exposed to fierce competition from rival companies around the world in areas such as product performance, structure, pricing and quality. In particular, certain of our competitors have pursued acquisitions, consolidations, and business alliances, etc. in recent years and there is a possibility to have such moves in the future as well. As a result, the competitive environment surrounding the Group may further intensify. To maintain and improve competitiveness, the Group takes various measures including development of leading edge technologies, standardizing design, cost reduction, and consideration of strategic alliances with third parties or possibility of further acquisitions but in the event that the Group cannot maintain its competitiveness, the Group's market share may decline, which may negatively impact the Group's financial results.

In addition, fierce market competition has subjected the products of the Group to sharp downward pressure on prices, for which measures to improve profitability, such as price negotiations and efforts at cost price reduction, have been unable to fully compensate. This raises the possibility of a worsening of the Group's gross margin. Furthermore, in cases where customers for the Group's products for which the gross margin is low have difficulty switching to other products or require a certain amount of time to secure replacements, it may be difficult for the Group to halt or reduce production in a timely manner. This may result in a reduction in the profitability of the Group.

#### **5) Implementation of Management Strategies**

The Group is implementing a variety of business strategies and structural measures, including making the mid-term growth strategy and reforming the organizational structure of the Group, to strengthen the foundations of its profitability. Implementing these business strategies and structural measures requires a certain level of cost and due to changes in economic conditions and the business environment, factors whose future is uncertain, and unforeseeable factors, it is possible that some of those reforms may become difficult to carry out and others may not achieve the originally planned results. Furthermore, additional costs, which are higher than originally expected, may arise. Thus these issues may adversely influence the Group's performance and financial condition.

#### **6) Business Activities Worldwide**

The Group conducts business worldwide, which can be adversely affected by factors such as barriers to long-term relationships with potential customers and local enterprises; restrictions on investment and imports/exports; tariffs; fair trade regulations; political, social, and economic risks; outbreaks of illness or disease; exchange rate fluctuations; rising wage levels; and transportation delays. As a result, the Group may fail to achieve its initial targets regarding business in overseas markets, which could have a negative impact on the business growth and performance of the Group.

#### **7) Strategic Alliance and Corporate Acquisition**

For business expansion and strengthening of competitiveness, the Group may engage in strategic alliances, including joint investments, and corporate acquisitions involving third parties in the areas of R&D on key technologies and products, manufacturing, etc. For example, in February 2017, the Group completed the acquisition of Intersil Corporation, a provider of power management and precision analog solutions. With regard to such alliances and acquisitions, the Group examines the likely return on investment and

profitability from a variety of perspectives. However, in cases where there is a mismatch with the prospective alliance partner or acquisition target in areas of management strategy such as capital procurement, technology management, and product development, or there are financial or other problems affecting the business of the prospective collaboration partner or acquisition target, in addition to the time and expense required for integration of aspects such as business execution, technology, products, personnel, systems and response to antitrust laws and other regulations of the relevant authorities, there is a possibility that the alliance relationship or capital ties will not be sustainable, or in the case of acquisitions that the anticipated return on investment or profitability cannot be realized. Furthermore, there is a possibility that the anticipated synergies or other advantages cannot be realized due to an inability to retain or secure the main customers or key personnel of the prospective alliance partner or acquisition target. Thus, there is no guarantee that an alliance or acquisition will achieve the goals initially anticipated.

### **8) *Financing***

While the Group has been procuring business funds by methods such as borrowing from financial institutions and other sources, in the future it may become necessary to procure additional financing to implement business and investment plans, expand manufacturing capabilities, acquire technologies and services, and repay debts. It is possible that the Group may face limitations on its ability to raise funds due to a variety of reasons, including the fact that the Group may not be able to acquire required financing in a timely manner or may face increasing financing costs due to the worsening business environment in the semiconductor industry, worsening conditions in the financial and stock markets, and changes in the lending policies of lenders. In addition, some of the borrowing contracts executed between the Group and some financial institutions stipulate articles of financial covenants. If the Group breaches these articles due to worsened financial base of the Group etc., the Group may lose the benefit of term on the contract, and it may adversely influence the Group's business performance and financial conditions.

### **9) *Notes on Additional Financing***

After implementing of the allocation of new shares to a third party based on a decision at the Meeting of the Board of Directors held on December 10, 2012, we received an offer from the Innovation Network Corporation of Japan that they are willing to provide additional investments or loans with an upper limit of 50 billion yen. Currently, no specific details regarding the timing of or conditions associated with these additional investments or loans have been determined, and there is no guarantee that these additional investments or loans will actually be implemented. If investments occur based on this offer, further dilution of existing stock will occur and this may adversely impact existing shareholders. Also, if loans are made under this offer, the Group's outstanding interest-bearing debt will increase and this may impose restrictions on some of our business activities. Furthermore, if fluctuations in interest rates occur in the future, the Group's businesses, performance, and financial condition may be adversely affected.

### **10) *Notes on the Fact that the Largest Shareholder Possesses the a Majority Share of Voting Rights***

As a result of the allocation of common stock to the Innovation Network Corporation of Japan and others by way of third-party allotment on September 30, 2013, the Innovation Network Corporation of Japan now holds a majority share of voting rights held in association with Renesas Electronics' share. Thus, the business operations of the Group are potentially subject to a substantial influence through the exercise by the Innovation Network Corporation of Japan of its voting rights at General Meetings of Shareholders. In addition, should the Innovation Network Corporation of Japan at some future date sell all

or part of Renesas Electronics' share which is currently held for investment purpose, this could potentially have a substantial effect on the market value of Renesas Electronics' share, depending on factors such as the market climate at the time of the sale.

### **11) *Rapid Technological Evolutions and Other Issues***

The semiconductor market in which the Group does business is characterized by rapid technological changes and rapid evolution of technological standards. Therefore, if the Group is not able to carry out appropriate research and development, the Group's businesses, performance, and financial condition may all be adversely affected by product obsolescence and the appearance of competing products.

### **12) *Product Production***

#### **a. Production Process Risk**

Semiconductor products require extremely complex production processes. In an effort to increase yields (ratio of non-defective products from the materials used), the Group takes steps to properly control production processes and seeks ongoing improvements. However, the emergence of problems in these production processes could lead to worsening yields. This problem, in turn, could trigger shipment delays, reductions in shipment volume, or, at worst, the halting of shipments.

#### **b. Procurement of Raw Materials, Components, and Production Facilities**

The timely procurement of necessary raw materials, components and production facilities is critical to semiconductor production. To avoid supply problems related to these essential raw materials, components and production facilities, the Group works diligently to develop close relationships with multiple suppliers. Some necessary materials, however, are available only from specific suppliers. Consequently, insufficient supply capacity amid tight demand for these materials as well as events including natural disasters, accidents, worsening of business conditions, and withdrawal from the business occurred in suppliers could preclude their timely procurement, or may result in sharply higher prices for these essential materials upon procurement. Furthermore, defects in procured raw materials or components could adversely influence the Group's manufacturing operations and additional costs may be incurred by the Group.

#### **c. Risks Associated with Outsourced Production**

The Group outsources the manufacture of certain semiconductor products to external foundries (contract manufacturers) and other entities. In doing so, the Group selects its trusted outsourcers, rigorously screened in advance based on their technological capabilities, supply capacity, and other relevant traits; however, the possibility of delivery delays, product defects and other production-side risks stemming from outsourcers cannot be ruled out completely. In particular, inadequate production capacity among outsourcers or operation shutdown of the outsourcers as a result of a natural disaster, could result in the Group being unable to supply enough products.

#### **d. Maintenance of Production Capacity at an Appropriate Level**

The semiconductor market is sensitive to fluctuations in the business climate, and it is difficult to predict future product demand accurately. Thus, it is not always possible for the Group to maintain production capacity at an appropriate level that matches product demand. In addition, even if the Group engages in capital investment to boost production capacity, there is generally a certain amount of time required before the actual increase in production capacity takes place.

Therefore, if demand for specific products substantially exceeds the Group's production capacity at a certain point and the state of excess demand continues over time, there is a

possibility that the Group will be unable to supply customers with the products they desire, that opportunities to sell the products in question will be lost, that the Group will lose market share as customers switch to competing products, and that the relationship of the Group and its customers will suffer.

On the other hand, if in response to a rise in demand for specific products the Group undertakes capital investment with the aim of increasing production capacity, there is no guarantee that demand for the products in question will remain strong once production capacity actually increases and afterward. There is a possibility that actual product demand may turn out to be less than anticipated, in which case it may not be possible to recover the capital investment with the anticipated earnings.

### **13) Product Quality**

Although the Group makes an effort to improve the quality of semiconductor products, they may contain defects, anomalies or malfunctions that are undetectable at the time of shipment due to increased sophistication of technologies, the diversity of ways in which the Group's products are used by customers and defects in procured raw materials or components. These defects, anomalies or malfunctions could be discovered after the Group products were shipped to customers, resulting in the return or exchange of the Group's products, claims for compensatory damages, or discontinuation of the use of the Group's products, which could negatively impact the profits and operating results of the Group. To prepare for such events, the Group has insurance such as product liability insurance and recall insurance, but it is not guaranteed that the full costs of reimbursements would be covered by these.

### **14) Product Sales**

#### **a. Reliance on Key Customers**

The Group relies on certain key customers for the bulk of its product sales to customers. The decision by these key customers to cease adoption of the Group's products, or to dramatically reduce order volumes, could negatively impact the Group's operating results.

#### **b. Changes in production plans by customers of custom products**

The Group receives orders from customers for the development of specific semiconductor products in some cases. There is the possibility that after the Group received orders the customers decide to postpone or cancel the launch of the end products in which the ordered product is scheduled to be embedded. There is also the possibility that the customers cancel its order if the functions and quality of the product do not meet the customer requirements. Further, the weak sales of end products in which products developed by the Group are embedded may result in customers to reduce their orders, or to postpone delivery dates. Such changes in production plans, order reductions, postponements and other actions from the customers concerning custom products may cause declines in the Group sales and profitability.

#### **c. Reliance on Authorized Sales Agents**

In Japan and Asia, the Group sells the majority of its products via independent authorized sales agents, and relies on certain major authorized sales agents for the bulk of these sales. The inability of the Group to provide these authorized sales agents with competitive sales incentives or margins, or to secure sales volumes that the authorized sales agents consider appropriate, could result in a decision by such agents to review their sales network of the Group's products, including the reduction of the network, etc., which could cause a downturn in the Group sales.

### **15) Securing Human Resources**

The Group works hard to secure superior human resources for management, technology development, sales, and other areas when deploying business operations. However, since such superbly talented people are of limited number, there is fierce competition in the acquisition of human resources. Under the current conditions, it may not be possible for the Group to secure the talented human resources it requires.

### **16) Retirement Benefit Obligations**

Net defined benefit liability and net defined benefit asset are calculated based on actuarial assumptions, such as discount rates and the long-term expected rates of returns on assets. However, the Group performance and financial condition may be adversely affected either if discrepancies between actuarial assumptions and business performance arise due to changing interest rates or a fall in the stock market and retirement benefit obligations increase or our plan assets decrease and there is an increase in the pension funding deficit in the retirement benefit obligations system.

### **17) Capital Expenditures and Fixed Cost Ratio**

The semiconductor business in which the Group is engaged requires substantial capital investment. The Group undertakes capital investment in an ongoing manner, and this requires it to bear the associated amortization costs. In addition, if there is a drop in demand due to changes in the market climate and the anticipated scale of sales cannot be achieved, or if excess supply causes product prices to fall, there is a possibility that a portion or the entirety of the capital investment will not be recoverable or will take longer than anticipated to be recovered. This could have an adverse effect on the business performance and the financial condition of the Group.

Furthermore, the majority of the expenses of the Group are accounted for by fixed costs such as production costs associated with factory maintenance and R&D expenses, in addition to the abovementioned amortization costs accompanying capital investment. Even if there is a slump in sales due to a reduction in orders from the Group's main customers or a drop in product demand, or if the factory operating rate decreases, it may be difficult to reduce fixed costs to compensate. As a result, a relatively small-scale drop in sales can have an adverse effect on the profitability of the Group.

### **18) Impairment Loss on Fixed Assets**

The Group owns substantial fixed assets, consisting of both tangible fixed assets such as plant and equipment and intangible fixed assets such as goodwill obtained through the acquisition of Intersil Corporation. These fixed assets are amortized according to the accounting principles generally accepted in Japan ("Japanese GAAP"), but when there are indications of impairment, the Group examines the possibility of recovering the book value of assets based on the future cash flow to be generated from the fixed assets. It may be necessary to recognize impairment of such assets if insufficient cash flow is generated. Furthermore, the Group is considering the voluntary adoption of International Financial Reporting Standards (IFRS), starting with the fiscal year ending December 31, 2017. Under IFRS goodwill is not amortized, and a different method is used to determine impairment of fixed assets. As a result of the change in accounting standards, it may be necessary to recognize impairment of goodwill earlier than was the case under Japanese GAAP, and the impairment to be recognized may be larger.

### **19) Information Systems**

Information systems are growing importance in the Group's business activities. Although the Group makes an effort to manage stable operation of information systems, there is a likelihood that customer confidence and social trust would deteriorate, resulting in a



negative effect on the Group's performance, if there is a significant problem with the Group's information systems caused by factors such as natural disasters, accidents, computer viruses and unauthorized accesses.

## **20) Information Management**

The Group has in its possession a great deal of confidential information and personal information relating to its business activities. While such confidential information is managed according to law and internal regulations specifically designed for that purpose, there is always the risk that information may leak due to unforeseen circumstances. Should such an event occur, there is a likelihood that leaks of confidential information may result in damages to our competitive position and customer confidence and social trust would deteriorate, resulting in a negative effect on the Group's performance.

## **21) Legal Restrictions**

The Group is subject to a variety of legal restrictions in the various countries and regions. These include requirements for approval for businesses and investments, antitrust laws and regulations, export restrictions, customs duties and tariffs, accounting standards and taxation, and environment laws. Moving forward, it is possible that the Group's businesses, performance, and financial condition may be adversely affected by increased costs and restrictions on business activities associated with the strengthening of local laws.

The Group makes use of an internal regulation system to ensure legal compliance and appropriate financial reporting. However, since by its nature an internal regulation system is inherently limited, there is no guarantee that it will accomplish its goals completely. Consequently, the possibility is not nonexistent that legal violations, etc., may occur moving forward. Should a violation of the law or other regulations occur, the Group could be subject to administrative penalties such as fines, legal penalties, or claims for compensatory damages, or there could be a negative impact on the social standing of the Group. This could have an adverse effect on the businesses, business performance, and financial condition of the Group.

## **22) Environmental Factors**

The Group strives to decrease its environmental impact with respect to diversified and complex environmental issues such as global warming, air pollution, industrial waste, tightening of hazardous substance regulation, and soil pollution. There is the possibility that, regardless of whether there is negligence in its pursuit of business activities, the Group could bear legal or social responsibility for environmental problems. Should such an event occur, the burden of expenses for resolution could potentially be high, and the Group could suffer erosion in social trust.

## **23) Intellectual Property**

While the Group seeks to protect its intellectual property, it may not be adequately protected in certain countries and areas. In addition, there are cases that the Group's products are developed, manufactured and sold by using licenses received from third parties. In such cases, there is the possibility that the Group could not receive necessary licenses from third parties, or the Group could only receive licenses under terms and conditions less favorable than before.

With regard to the intellectual property rights related to the Group's products, it is possible that a third party might file a lawsuit against the Group or its customers claiming patent infringement, or the like, and that as a result the manufacture and sale of the affected products might not be possible in certain countries or regions. It is also possible that the Group could be liable for damages to a third party or to a customer of the Group.

#### **24) Legal Issues**

As the Group conducts business worldwide, it is possible that the Group may become a party to lawsuits, investigation by regulatory authorities and other legal proceedings in various countries. In particular, the Group has been named in Canada as a defendant in a civil lawsuit related to possible violations of competition law involving smartcard chips brought by purchasers of such products. Also, the Company and its European subsidiary have been named in the United Kingdom as defendants in a civil lawsuit related to possible violations of competition law involving smartcard chips brought by purchasers of such products.

It is difficult to predict the outcome of the legal proceedings to which the Group is presently a party or to which it may become a party in future. The resolution of such proceedings may require considerable time and expense, and it is possible that the Group may be required to pay compensation for damages, possibly resulting in significant adverse effects to the business, performance, and financial condition of the Group.

# FINANCIAL SECTION

## 1. Basis of Preparation of the Consolidated Financial Statements

The consolidated financial statements of Renesas Electronics Corporation (“the Company”) and its consolidated subsidiaries (“the Group”) were prepared in accordance with the Ministry of Finance Ordinance No. 28, 1976, “Regulations Concerning the Terminology, Forms, and Preparation Methods of Consolidated Financial Statements” (“Regulations for Consolidated Financial Statements”).

## 2. Audit Certification

The consolidated financial statements for the current fiscal year (from April 1, 2016 to December 31, 2016) were audited by Ernst & Young ShinNihon LLC, in accordance with Article 193-2, Section 1, of the Financial Instruments and Exchange Law.

## 3. Change in Fiscal Year-End

At the 14th Ordinary General Shareholders’ Meeting held on June 28, 2016, a partial amendment to the Company’s Articles of Incorporation was approved and the Group implemented a change in the fiscal term in which the fiscal year-end was changed from March 31 to December 31 starting from the fiscal year 2016.

The consolidated financial results for the current fiscal year (fiscal year ended December 31, 2016) in which the transition to the new accounting period has occurred, are for a nine-month period from April 1, 2016 to December 31, 2016.

## 4. Special Measures for Preparing Fairly Stated Financial Statements

The Company is implementing the following special measures to ensure the fairness of financial statements.

- (1) These measures involve attaining a thorough understanding of accounting standards and developing a system for addressing changes made to these standards. To this end, the Company has registered with the Financial Accounting Standards Foundation, and participates in seminars held by accounting standard-setters. In addition, we are updating our internal rules and in-house manuals as necessary to reflect these special measures.
- (2) In order to adopt International Financial Reporting Standards (IFRS) in the near future, the Company has started preparations for amending its internal accounting principles and new rules of accounting in accordance with IFRS.

# 1. Consolidated Financial Statements

## 1.1 Consolidated Balance Sheets

As of March 31, 2016 and December 31, 2016

(In millions of yen)

	Prior Fiscal Year (As of March 31, 2016)	Current Fiscal Year (As of December 31, 2016)
<b>Assets</b>		
<b>Current assets</b>		
Cash and deposits	398,673	354,569
Notes and accounts receivable-trade	81,866	80,480
Merchandise and finished goods	※1 39,028	34,432
Work in process	※1 62,950	55,754
Raw materials and supplies	※1 6,376	7,110
Deferred tax assets	1,738	3,579
Accounts receivable-other	16,155	12,721
Other current assets	5,146	9,925
Allowance for doubtful accounts	(89)	(71)
<b>Total current assets</b>	<b>611,843</b>	<b>558,499</b>
<b>Long-term assets</b>		
<b>Property, plant and equipment</b>		
Buildings and structures	219,651	204,379
Accumulated depreciation	※3 (155,034)	※3 (144,487)
Buildings and structures, net	※1 64,617	※1 59,892
Machinery and equipment	590,383	588,694
Accumulated depreciation	※3 (532,480)	※3 (502,699)
Machinery and equipment, net	※1 57,903	※1 85,995
Vehicles, tools, furniture and fixtures	102,494	105,139
Accumulated depreciation	※3 (85,791)	※3 (86,179)
Vehicles, tools, furniture and fixtures, net	16,703	18,960
Land	※1 22,516	※1 22,456
Construction in progress	11,307	14,202
<b>Total property, plant and equipment</b>	<b>173,046</b>	<b>201,505</b>
<b>Intangible assets</b>		
Software	10,111	13,882
Other intangible assets	14,987	14,671
<b>Total intangible assets</b>	<b>25,098</b>	<b>28,553</b>
<b>Investments and other assets</b>		
Investment securities	※2 6,196	※2 6,098
Net defined benefit asset	1,574	2,113
Deferred tax assets	1,796	2,263
Long-term prepaid expenses	27,209	21,971
Other assets	2,617	2,411
Allowance for doubtful accounts	(3)	(359)
<b>Total investments and other assets</b>	<b>39,389</b>	<b>34,497</b>
<b>Total long-term assets</b>	<b>237,533</b>	<b>264,555</b>
<b>Total assets</b>	<b>849,376</b>	<b>823,054</b>

(In millions of yen)

	Prior Fiscal Year (As of March 31, 2016)	Current Fiscal Year (As of December 31, 2016)
<b>Liabilities</b>		
<b>Current liabilities</b>		
Electronically recorded obligations	9,246	11,138
Notes and accounts payable-trade	76,882	74,750
Current portion of long-term borrowings	※1 25,000	-
Current portion of lease obligations	※1 5,229	※1 4,481
Accounts payable-other	33,161	44,652
Accrued expenses	31,246	32,473
Accrued income taxes	5,041	2,309
Provision for product warranties	376	287
Provision for business structure improvement	4,273	2,002
Provision for contingent loss	271	220
Provision for loss on disaster	-	708
Asset retirement obligations	116	22
Other current liabilities	7,690	12,546
<b>Total current liabilities</b>	<b>198,531</b>	<b>185,588</b>
<b>Long-term liabilities</b>		
Long-term borrowings	※1 213,806	※1 152,568
Lease obligations	307	269
Deferred tax liabilities	9,934	9,198
Provision for business structure improvement	110	89
Net defined benefit liability	31,850	39,571
Asset retirement obligations	2,744	2,645
Other liabilities	10,355	10,733
<b>Total long-term liabilities</b>	<b>269,106</b>	<b>215,073</b>
<b>Total liabilities</b>	<b>467,637</b>	<b>400,661</b>
<b>Net assets</b>		
<b>Shareholders' equity</b>		
Common stock	10,000	10,000
Capital surplus	191,919	191,919
Retained earnings	162,226	206,345
Treasury stock	(11)	(11)
<b>Total shareholders' equity</b>	<b>364,134</b>	<b>408,253</b>
<b>Accumulated other comprehensive income</b>		
Unrealized gains (losses) on securities	316	474
Deferred gains (losses) on hedges	-	9,012
Foreign currency translation adjustments	(201)	(3,221)
Remeasurements of defined benefit plans	15,230	5,644
<b>Total accumulated other comprehensive income</b>	<b>15,345</b>	<b>11,909</b>
Subscription rights to shares	-	23
Non-controlling interests	2,260	2,208
<b>Total net assets</b>	<b>381,739</b>	<b>422,393</b>
<b>Total liabilities and net assets</b>	<b>849,376</b>	<b>823,054</b>

## 1.2 Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income

### 1.2.1 Consolidated Statements of Operations

For the Year Ended March 31, 2016 and for the nine-month period ended December 31, 2016

(In millions of yen)

	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Net sales	693,289	471,031
Cost of sales	387,713	268,345
Gross profit	305,576	202,686
Selling, general and administrative expenses	201,794	147,975
Operating income	103,782	54,711
Non-operating income		
Interest income	680	483
Dividends income	127	70
Equity in earnings of affiliates	5	33
Foreign exchange gains	30	-
Settlement received	-	200
Insurance income	884	91
Other non-operating income	1,263	579
Total non-operating income	2,989	1,456
Non-operating expenses		
Interest expenses	2,851	1,578
Loss on disposal of long-term assets	483	270
Foreign exchange losses	-	2,055
Other non-operating expenses	1,337	2,278
Total non-operating expenses	4,671	6,181
Ordinary income	102,100	49,986
Special income		
Gain on sales of property, plant and equipment	※4 1,964	※4 2,096
Gain on transfer of business	261	-
Gain on sales of investment securities	311	53
Gain on liquidation of subsidiaries and affiliates	-	63
Reversal of provision for contingent loss	-	18
Total special income	2,536	2,230
Special loss		
Loss on sales of property, plant and equipment	※5 171	※5 37
Impairment loss	※6 350	※6 254
Loss on disaster	-	※7 7,915
Business structure improvement expenses	※6, ※8 12,702	※6, ※8 2,206
Loss on sales of investment securities	155	72
Provision for contingent loss	88	541
Loss on sales of subsidiaries and affiliates' stocks	385	170
Total special loss	13,851	11,195
Income before income taxes	90,785	41,021
Income taxes-current	6,018	3,794
Income taxes-deferred	(1,696)	(7,055)
Total income taxes	4,322	(3,261)
Net income	86,463	44,282
Net income attributable to non-controlling interests	171	163
Net income attributable to shareholders of parent company	86,292	44,119

**1.2.2 Consolidated Statements of Comprehensive Income**  
**For the Year Ended March 31, 2016 and for the nine-month period ended December 31, 2016**

(In millions of yen)

	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Net income	86,463	44,282
Other comprehensive income		
Unrealized gains (losses) on securities	(360)	135
Deferred gains (losses) on hedges	-	9,012
Foreign currency translation adjustments	(14,200)	(3,228)
Remeasurements of defined benefit plans, net of tax	(2,037)	(9,574)
Share of other comprehensive income of affiliates accounted for by the equity method	(28)	11
Total other comprehensive income	※1 (16,625)	※1 (3,644)
Comprehensive income	69,838	40,638
Comprehensive income attributable to:		
Shareholders of parent company	69,950	40,683
Non-controlling interests	(112)	(45)

**1.3 Consolidated Statements of Changes in Net Assets**  
**For the Year Ended March 31, 2016 and for the nine-month period ended December 31, 2016**

The year ended March 31, 2016

(In millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the period	228,255	525,413	(475,815)	(11)	277,842
Changes during the period					
Transfer to other capital surplus from capital stock	(218,255)	218,255			—
Deficit disposition		(551,749)	551,749		—
Net income			86,292		86,292
Purchase of treasury shares				0	0
Net changes other than shareholders' equity					
Total changes during the period	(218,255)	(333,494)	638,041	0	86,292
Balance at the end of the period	10,000	191,919	162,226	(11)	364,134

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Unrealized gains (losses) on securities	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of the period	716	13,716	17,255	31,687	2,380	311,909
Changes during the period						
Transfer to other capital surplus from capital stock						—
Deficit disposition						—
Net income						86,292
Purchase of treasury shares						0
Net changes other than shareholders' equity	(400)	(13,917)	(2,025)	(16,342)	(120)	(16,462)
Total changes during the period	(400)	(13,917)	(2,025)	(16,342)	(120)	69,830
Balance at the end of the period	316	(201)	15,230	15,345	2,260	381,739



The nine-month period ended December 31, 2016

(In millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the period	10,000	191,919	162,226	(11)	364,134
Changes during the period					
Net income			44,119		44,119
Net changes other than shareholders' equity					
Total changes during the period	-	-	44,119	-	44,119
Balance at the end of the period	10,000	191,919	206,345	(11)	408,253

	Accumulated other comprehensive income					Subscription rights to shares	Non-controlling interests	Total net assets
	Unrealized gains (losses) on securities	Deferred gains (losses) on hedges	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at the beginning of the period	316	-	(201)	15,230	15,345	-	2,260	381,739
Changes during the period								
Net income								44,119
Net changes other than shareholders' equity	158	9,012	(3,020)	(9,586)	(3,436)	23	(52)	(3,465)
Total changes during the period	158	9,012	(3,020)	(9,586)	(3,436)	23	(52)	40,654
Balance at the end of the period	474	9,012	(3,221)	5,644	11,909	23	2,208	422,393

## 1.4 Consolidated Statements of Cash Flows

For the Year Ended March 31, 2016 and for the nine-month period ended December 31, 2016

(In millions of yen)

	The year ended March 31, 2016	The nine-month period ended December 31, 2016
<b>Net cash provided by (used in) operating activities</b>		
Income before income taxes	90,785	41,021
Depreciation and amortization	49,691	35,620
Amortization of long-term prepaid expenses	12,691	9,666
Impairment loss	350	254
Loss on disaster	-	2,584
Increase (decrease) in net defined benefit liability	(21,109)	(2,193)
Increase (decrease) in provision for business structure improvement	(403)	(1,882)
Increase (decrease) in provision for loss on disaster	-	708
Interest and dividends income	(807)	(553)
Insurance income	(884)	(91)
Interest expenses	2,851	1,578
Equity in (earnings) losses of affiliates	(5)	(33)
Loss (gain) on sales of property, plant and equipment	(1,793)	(2,059)
Business structure improvement expenses	5,779	1,276
Decrease (increase) in notes and accounts receivable-trade	5,213	1,343
Decrease (increase) in inventories	901	10,404
Decrease (increase) in accounts receivable-other	1,956	187
Increase (decrease) in notes and accounts payable-trade	3,620	(308)
Increase (decrease) in accounts payable-other and accrued expenses	(11,668)	7,060
Other cash provided by (used in) operating activities, net	(30)	2,139
Subtotal	137,138	106,721
Interest and dividends received	886	601
Proceeds from insurance income	884	91
Interest paid	(2,858)	(1,578)
Income taxes paid	(5,819)	(6,753)
Payments for extra retirement benefits	(3,935)	(638)
Payments for loss on disaster	-	(2,562)
<b>Net cash provided by (used in) operating activities</b>	<b>126,296</b>	<b>95,882</b>

(In millions of yen)

	The year ended March 31, 2016	The nine-month period ended December 31, 2016
<b>Net cash provided by (used in) investing activities</b>		
Purchase of property, plant and equipment	(42,950)	(44,864)
Proceeds from sales of property, plant and equipment	9,120	3,391
Purchase of intangible assets	(4,401)	(9,600)
Purchase of long-term prepaid expenses	(2,543)	(1,897)
Purchase of investment securities	(656)	(526)
Proceeds from sales of investment securities	1,287	498
Proceeds from sales of subsidiaries and affiliates' stocks	584	231
Proceeds from transfer of business	262	3,631
Collection of loans receivable	4,550	-
Other cash provided by (used in) investing activities, net	1,196	225
<b>Net cash provided by (used in) investing activities</b>	<b>(33,551)</b>	<b>(48,911)</b>
<b>Net cash provided by (used in) financing activities</b>		
Proceeds from long-term borrowings	-	148,603
Repayment of long-term borrowings	(14,399)	(236,239)
Repayments of finance lease obligations	(1,154)	(864)
Repayments of installment payables	(14,786)	(8,621)
Other, net	-	(40)
<b>Net cash provided by (used in) financing activities</b>	<b>(30,339)</b>	<b>(97,161)</b>
Effect of exchange rate change on cash and cash equivalents	(7,718)	6,067
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>54,688</b>	<b>(44,123)</b>
Cash and cash equivalents at the beginning of the year	343,722	398,410
<b>Cash and cash equivalents at the end of the year</b>	<b>※1 398,410</b>	<b>※1 354,287</b>

## Notes to Consolidated Financial Statements

### (Basis of Consolidated Financial Statements)

#### 1. Scope of Consolidation

All subsidiaries are consolidated.

The number of consolidated companies of Renesas Electronics Corporation Group: 30

The names of major subsidiaries:

Names of the major consolidated subsidiaries are listed on "Appendix" and omitted in this part.

Number of subsidiaries decreased by merger: 1

Renesas Semiconductor Singapore Pte. Ltd.

The number of subsidiaries increased by foundation: 1

The establishment of a subsidiary for the acquisition of Intersil Corporation.

#### 2. Application of Equity Method

(1) The number of affiliates accounted for by the equity method: 1

The names of affiliates accounted for by the equity method:

Renesas Easton Co., Ltd.

The number of affiliates decreased by stock sales: 1

(2) Of the affiliates accounted for by the equity method, because the closing date differs from that of the consolidated financial statements, the financial statements prepared with the provisional closing date of December 31, 2016 (same as that of consolidated financial statements) are used.

#### 3. Change in Fiscal Year-End

As the Group further expands its business activities globally moving forward, the change is intended to simplify comparisons of business performance by synchronizing the fiscal term to match that of other international companies in the same field.

Therefore, at the 14th Ordinary General Shareholders' Meeting held on June 28, 2016, a partial amendment to the Company's Articles of Incorporation was approved and the Group implemented a change in the fiscal term in which the fiscal year-end was changed from March 31 to December 31 starting from the fiscal year 2016. The consolidated financial results for the current fiscal year (the nine-month period ended December 31, 2016) in which the transition to the new accounting period has occurred, are for a nine-month period from April 1, 2016 to December 31, 2016.

#### 4. Significant Accounting Policies

(1) Valuation methods for significant assets

1) Securities

Other securities:

Marketable securities:

Marketable securities classified as other securities are valued at the fair value at the fiscal year-end, with unrealized gains and losses included in a component of net assets. The cost of securities sold is determined based on the moving-average method.

Non-marketable securities:

Non-marketable securities classified as other securities are carried at cost.

2) Derivatives

Derivative financial instruments are stated at the fair value.

3) Inventories

Inventories are stated at the lower of cost or market. The costs are stated as follows:

Merchandise and finished goods:

Custom-made products: Specific identification method

Mass products: Average method

Work in process:  
Custom-made products: Specific identification method  
Mass products: Average method  
Raw materials and supplies: Mainly average method

(2) Depreciation and amortization method for significant long-term assets

1) Property, plant and equipment other than leased assets

Depreciated principally by the straight-line method

The useful lives of principal property, plant and equipment are as follows:

Buildings and structures: 10 to 45 years  
Machinery and equipment: 2 to 8 years  
Vehicles, tools, furniture and fixtures: 2 to 10 years

2) Intangible assets other than leased assets

Amortized by the straight-line method

Software for sales purposes

Amortized using the higher of the amount based on sales in the year as a proportion of total estimated sales over salable periods (not exceeding 3 years) or the amount based on a straight-line basis over the remaining salable period.

Software for internal use

Amortized by the straight-line method mainly over an estimated useful life of 5 years, which is the available term for internal use.

Developed technology

Amortized by the straight-line method based on the useful life (not exceeding 10 years) of the business activities.

3) Leased assets

Leased assets under finance leases under which the ownership of the assets is transferred to the lessee

Depreciated / amortized in the same way as self-owned long-term assets.

Leased assets under finance leases other than those under which the ownership of the assets is transferred to the lessee

Depreciated / amortized by the straight-line method over the lease term, assuming no residual value.

Other than those under which the ownership of the assets is transferred to the lessee, the finance leases which started the lease transactions on or before March 31, 2008 are accounted for as operating lease transactions.

4) Long-term prepaid expenses

Amortized by the straight-line method

(3) Basis of significant reserves

1) Allowance for doubtful accounts

Allowance for doubtful accounts is provided based on past experience for normal receivables and using a specific estimate of the collectability of individual receivables from companies in financial difficulty.

2) Provision for product warranties

The Group accrues product warranty liabilities for estimated future warranty costs using the individual estimates for the specific matters as well as historical ratio of warranty costs to net sales.

3) Provision for loss on guarantees

Provision for loss on guarantees is made for the amount of the estimated future losses related to debt guarantees, which the Group has taken into account for the deterioration of financial conditions.

4) Provision for business structure improvement

Provision for business structure improvement is made for the amount of the estimated losses to be incurred in connection with business structure reconstructions and consolidation.

5) Provision for contingent loss

In relation to matters such as legal proceedings and litigations, a provision for the amount of expected losses and expenses is made when they are reasonably estimated considering individual risks associated with each contingency.

- 6) Provision for loss on disaster  
Provision for loss on disaster is made for the amount of estimated losses to be incurred in connection with removal or restoration costs for the assets damaged by the 2016 Kumamoto Earthquake.
- (4) Accounting treatment for retirement benefits
- 1) Method of attributing expected benefit to periods  
The method of attributing expected benefit to periods to estimate the retirement benefit obligations is based on a benefit formula basis.
- 2) Treatment for actuarial gains and losses and prior service costs  
Actuarial gains and losses are amortized on a straight-line basis over the employee's estimated average remaining service periods (mainly over 11 years), starting in the following year after its occurrence. Prior service costs are amortized as incurred on a straight-line basis over the employee's estimated average remaining service periods (mainly over 11 years).
- (5) Foreign currency translation  
Assets and liabilities denominated in foreign currencies at the balance sheet date are translated into Japanese yen at the applicable rates of exchange prevailing at the fiscal year-end, and differences arising from the translation are included in the statement of operations. Assets and liabilities of foreign subsidiaries are translated into Japanese yen at the applicable year-end rates of exchange, and all revenue and expense accounts are translated at the average rates of exchange prevailing during the period. Differences arising from the translation are presented as foreign currency translation adjustments and non-controlling interests in net assets.
- (6) Amortization method and term for goodwill  
Goodwill is amortized by the straight-line method for over reasonable periods not exceeding 20 years.
- (7) Cash and cash equivalents on the consolidated statements of cash flows  
Cash and cash equivalents in the consolidated statements of cash flows consist of cash on hand, deposits which can be withdrawn at any time and short-term investments with a maturity of 3 months or less when purchased which can easily be converted to cash and are subject to little risk of change in value.
- (8) Hedge accounting method
- 1) Hedge accounting method  
Deferred hedge accounting is applied to the effective hedging transactions.
- 2) Hedging instruments and hedged items  
Hedging instruments: Foreign exchange contracts, Currency options, Currency swaps, Foreign currency deposits  
Hedged items: Forecasted transactions in foreign currencies
- 3) Hedging policy  
Based on the Group's internal rules, hedging transactions are made to hedge the risk of foreign exchange fluctuations associated with the hedged items.
- 4) Assessment of hedge effectiveness  
The assessment of hedge effectiveness is made by comparing the accumulated cash flows of the hedging instruments with those of the hedged items.
- (9) Others
- 1) Accounting for consumption tax  
Transactions subject to consumption taxes are recorded at amounts exclusive of consumption taxes.
- 2) Adoption of consolidated taxation system  
The Company and its subsidiaries in Japan adopt the consolidated taxation system.

## **(Changes in Presentation)**

(Consolidated Statements of Cash Flows)

“Increase (decrease) in provision for contingent loss”, “Loss (gain) on sales and valuation of investment securities”, “Loss (gain) on liquidation of subsidiaries and affiliates”, and “Loss (gain) on transfer of business” ,which were presented separately in the previous fiscal year, were included in “Other cash provided by (used in) operating activities, net” of net cash provided by (used in) operating activities from the current fiscal year due to their immateriality.

In order to reflect the change in presentation, the consolidated statement of cash flows for the previous fiscal year has been restated to reflect a consistent presentation format.

As a result of this change, 19 million yen presented as “Increase (decrease) in provision for contingent loss”, 156 million yen (negative figure) presented as “Increase (decrease) in provision for contingent loss” , 385 million yen presented as “Loss (gain) on liquidation of subsidiaries and affiliates” , 261 million yen (negative figure) presented as “Loss (gain) on transfer of business” in the previous fiscal year were restated as “Other cash provided by (used in) operating activities, net” for “Net cash provided by (used in) operating activities”.

(Additional Information)

### **1. Adoption of Revised Implementation Guidance on Recoverability of Deferred Tax Assets**

From the current fiscal year, the Group has adopted “Revised Implementation Guidance on Recoverability of Deferred Tax Assets” (ASBJ Guidance No.26, issued on March 28, 2016).

### **2. Financing Arrangements**

The Company repaid a loan as part of existing agreements and newly concluded a 150,000 million yen long-term loan (five-year loan term) and a 50,000 million yen commitment line agreement with its main financing banks to fund long-term operations on September 28, 2016, and the Company and its banks also implemented a long-term loan as part of this agreement on September 30, 2016. The Company also implemented a loan as part of the commitment line in the first quarter of 2017.

Accordingly, certain assets were provided as collateral.

In addition, the Company concluded a 50,000 million yen long-term loan agreement on October 5, 2016, with its main financing banks to accelerate the realization of the Group's growth strategy. The Company also implemented a long-term loan as part of this agreement in the first quarter of 2017.

**(Consolidated Balance Sheets)**

\*1 Assets pledged as collateral and secured liabilities  
(Assets pledged as collateral)

	(In millions of yen)			
	As of March 31, 2016		As of December 31, 2016	
Merchandise and finished goods	25,972	(—)	—	(—)
Work in process	50,819	(—)	—	(—)
Raw materials and supplies	5,528	(—)	—	(—)
Buildings and structures	49,290	(48,705)	46,128	(45,594)
Machinery and equipment	33,904	(33,904)	54,151	(54,151)
Land	22,285	(18,577)	22,226	(18,532)
Total	187,798	(101,186)	122,505	(118,277)

(Secured liabilities)

	(In millions of yen)			
	As of March 31, 2016		As of December 31, 2016	
Current portion of long-term borrowings	25,000	(25,000)	—	(—)
Current portion of lease obligations	5,051	(—)	4,344	(—)
Long-term borrowings	213,806	(213,806)	152,568	(152,568)
Total	243,857	(238,806)	156,912	(152,568)

\*Amounts in parenthesis represent assets pledged as collateral and secured liabilities related to factory properties.

\*2 Items below relate to affiliates

	(In millions of yen)	
	As of March 31, 2016	As of December 31, 2016
Investment securities (Stock)	3,487	3,165

\*3 Accumulated impairment loss was included in accumulated depreciation.

#### 4 Contingent liabilities

##### (1) Debt guarantees

	(In millions of yen)			
	As of March 31, 2016		As of December 31, 2016	
Guarantees of employees' housing loans	159		Guarantees of employees' housing loans	131
Other	378		Other	321
Total	537		Total	452

##### (2) Others

The Group has been named in Canada as one of the defendants in a civil lawsuit related to possible violations of the competition law involving smartcard chips.

The Company and its subsidiary in Europe has been named in the U.K. as the defendants in a civil lawsuit related to possible violations of the competition law involving smartcard chips brought by purchasers of such products.



## (Consolidated Statements of Operations)

### \*1 Inventory balance as of the fiscal year-end

Inventory balance as of the fiscal year-end, presented after write-down of book value due to declines of profitability and the amount of the write-down included in cost of sales, was as follows:

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
	(5,875)	(5,103)

### \*2 Selling, general and administrative expenses

Principal items and amounts

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Research and development (R&D) expenses	97,383	78,104
Personnel expenses	39,014	25,554
Retirement benefit expenses	1,907	2,125

### (Changes in Presentation)

Subcontract expenses, included in selling, general and administrative expenses (20,243 million yen for the previous fiscal year), which were presented separately as a major expense until the previous fiscal year, were not presented separately as these expenses accounted for less than 10% of total selling, general and administrative expenses.

### \*3 Total of research and development expenses

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
R&D expenses included in manufacturing costs and general and administrative expenses	97,383	78,104

### \*4 Components of gain on sales of property, plant and equipment

For the year ended March 31, 2016

Sales of machinery and equipment, land and others

For the nine-month period ended December 31, 2016

Sales of buildings and structures, machinery and equipment and leasehold right

### \*5 Components of loss on sales of property, plant and equipment

For the year ended March 31, 2016

Sales of machinery and equipment, vehicles, tools, furniture and fixtures and others

For the nine-month period ended December 31, 2016

Sales of machinery and equipment

### \*6 Impairment loss

The details of impairment loss were as follows:

For the year ended March 31, 2016

Location	Usage	Type
Itami-city, Hyogo-prefecture Tsuruoka-city, Yamagata-prefecture Showa-town, Nakakoma-county, Yamanashi-prefecture Otsu-city, Shiga-prefecture etc.	Assets to be disposed of	Buildings and structures, Machinery and equipment, Vehicles, tools, furniture and fixtures, Land, Construction in progress, Software and Other intangible assets
Taiwan China etc.	Idle assets	Buildings and structures, Machinery and equipment, Vehicles, tools, furniture and fixtures

The Group, in principle, bases its grouping for assessing impairment loss on long-term assets on each company or place of business. However, the Group determines whether an asset should be impaired on an individual asset basis when the significant asset is considered idle or when it is to be disposed of.

The Group recognized impairment loss on assets to be transferred for the purpose of reforming the production structure for the establishment of a robust and profitable structure, and assets to be disposed of, which had no business use due to a decision to close or sell the product line by reducing their net book values to their recoverable values because their fair value declined significantly. Such loss amounted to 3,752 million yen, which was included in special loss.

Also, the Group recognized impairment loss on idle assets with no business use by reducing their net book values to their recoverable values because their fair values declined significantly. Such loss amounted to 323 million yen, which was included in special loss.

The assets to be disposed of and idle assets amounted to 4,075 million yen for special loss.

In addition, impairment loss includes business structure improvement expenses, which amounted to 3,725 million yen and impairment loss except for business structure improvement expenses, which amounted to 350 million yen.

The components of impairment loss (4,075 million yen) were as follows:  
(In millions of yen)

Buildings and structures	2,897
Machinery and equipment	214
Vehicles, tools, furniture and fixtures	184
Land	754
Construction in progress	13
Software	12
Other intangible assets	1
<b>Total</b>	<b>4,075</b>

The recoverable value of these assets was measured at net sale value or value in use. The net sale value was reasonably estimated as the appraisal amount less the necessary expenses for disposal. However, the net sale value of assets which were difficult to sell was estimated at zero.

For the nine-month period ended December 31, 2016

Location	Usage	Type
Kai-city, Yamanashi-prefecture Showa-town, Nakakoma-county, Yamanashi-prefecture Konan-city, Kochi-prefecture etc.	Assets to be disposed of	Buildings and structures, Land, Construction in progress
Taiwan China Mashiki-town, Kamimashiki-county Kumamoto-prefecture etc.	Idle assets	Buildings and structures, Machinery and equipment, Vehicles, tools, furniture and fixtures, Land

The Group, in principle, bases its grouping for assessing impairment loss on long-term assets on each company or place of business. However, the Group determines whether an asset should be impaired on an individual asset basis when the significant asset is considered idle or when it is to be disposed of.

The Group recognized impairment loss on assets to be transferred for the purpose of reforming the production structure for the establishment of a robust and profitable structure, and assets to be disposed of, which had no business use due to a decision to close or sell the product line by reducing their net book values to their recoverable values because their fair values declined significantly. Such loss amounted to 1,060 million yen, which was included in special loss.

Also, the Group recognized impairment loss on idle assets with no business use by reducing their net book values to their recoverable values because their fair values declined significantly. Such loss amounted to 219 million yen, which was included in special loss.

The assets to be disposed of and idle assets amounted to 1,279 million yen for special loss.

In addition, impairment loss includes business structure improvement expenses, which amounted to 1,025 million yen and impairment loss except for business structure improvement expenses, which amounted to 254 million yen.

The components of impairment loss (1,279 million yen) were as follows:

(In millions of yen)	
Buildings and structures	945
Machinery and equipment	56
Vehicles, tools, furniture and fixtures	131
Land	90
Construction in progress	57
Total	1,279

The recoverable value of these assets was measured at net sale value or value in use. The net sale value was reasonably estimated as the appraisal amount less the necessary expenses for disposal. However, the net sale value of assets which were difficult to sell was estimated at zero.

**\*7 Loss on disaster**

The loss on disaster was related to the 2016 Kumamoto Earthquake, and the components of the amount of loss on disaster for the nine-month period ended December 31, 2016 were as follows:

(In millions of yen)	
Repair cost of fixed assets	4,355
Fixed costs during the temporary shutdown period of operations	2,114
Loss on disposal of inventories	1,835
Other costs	611
Subtotal	8,915
Accrued insurance proceeds	(1,000)
Total	7,915

**\*8 Business structure improvement expenses**

The Group has reformed businesses and structures of the production along with the streamlining of employees to strengthen its financial basis, and those related expenses are shown as business structure improvement expenses.

The details of business structure improvement expenses were as follows:

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Personnel expenses including the special incentive of early retirement program	2,737	582
Impairment loss	3,725	1,025
Other*	6,240	599
Total	12,702	2,206

(\*)The main item of "Other" for the year ended March 31, 2016 is equipment removal related expenses to realignment of the manufacturing sites and equipment relocation related expenses etc. to reorganize the design and development operation including its locations.

## (Consolidated Statements of Comprehensive Income)

For the year ended March 31, 2016 and the nine-month period ended December 31, 2016

\*1 Reclassification adjustments and tax effects pertaining to other comprehensive income

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Unrealized gains (losses) on securities		
Amount arising during the period	(308)	113
Reclassification adjustments for gains (losses) realized in net income	(156)	19
Amount of unrealized holding gains (losses) on securities before tax effect	(464)	132
Tax effect	104	3
Unrealized gains (losses) on securities	(360)	135
Deferred gains (losses) on hedges		
Amount arising during the period	—	12,989
Reclassification adjustments for gains (losses) realized in net income	—	—
Amount of deferred gains on hedges before tax effect	—	12,989
Tax effect	—	(3,977)
Deferred gains (losses) on hedges	—	9,012
Foreign currency translation adjustments		
Amount arising during the period	(14,200)	(3,228)
Reclassification adjustments for gains (losses) realized in net income	—	—
Amount of foreign currency translation adjustments before tax effect	(14,200)	(3,228)
Tax effect	—	—
Foreign currency translation adjustments	(14,200)	(3,228)
Remeasurements of defined benefit plans, net of tax		
Amount arising during the period	(2,203)	(9,290)
Reclassification adjustments for gains (losses) realized in net income	147	(231)
Amount of remeasurements of defined benefit plans before tax effect	(2,056)	(9,521)
Tax effect	19	(53)
Remeasurements of defined benefit plans, net of tax	(2,037)	(9,574)
Share of other comprehensive income of affiliates accounted for by the equity method		
Amount arising during the period	(18)	18
Reclassification adjustments for gains (losses) realized in net income	(10)	(7)
Share of other comprehensive income of affiliates accounted for by the equity method	(28)	11
Total other comprehensive income	(16,625)	(3,644)

## (Consolidated Statements of Changes in Net Assets)

### 1. Shares issued and outstanding / Treasury stock

For the year ended March 31, 2016

	Number of shares at the beginning of the period	Increase	Decrease	Number of shares at the end of the period
Shares issued				
Common stock	1,667,124,490	—	—	1,667,124,490
Total	1,667,124,490	—	—	1,667,124,490
Treasury stock				
Common stock ( <i>Note 1</i> )	2,548	33	—	2,581
Total	2,548	33	—	2,581

*Note 1:* The increase in the number of common stock of 33 was due to purchase of stocks less than a standard unit.

For the nine-month period ended December 31, 2016

	Number of shares at the beginning of the period	Increase	Decrease	Number of shares at the end of the period
Shares issued				
Common stock	1,667,124,490	—	—	1,667,124,490
Total	1,667,124,490	—	—	1,667,124,490
Treasury stock				
Common stock	2,581	—	—	2,581
Total	2,581	—	—	2,581

### 2. Share subscription rights

For the year ended March 31, 2016

None

For the nine-month period ended December 31, 2016

	Description	Type of shares to be issued	Number of shares to be issued (in thousands)				Balance at the end of current fiscal year (Millions of yen)
			At the beginning of current fiscal year	Increase	Decrease	At the end of current fiscal year	
Parent company	Share subscription rights as stock options	—	—	—	—	—	23
Total		—	—	—	—	—	23

**(Consolidated Statements of Cash Flows)**

\*1 Cash and cash equivalents as of the fiscal year-end were reconciled to the accounts reported in the consolidated balance sheets as follows:

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Cash and deposits	398,673	354,569
Time deposits with maturities of more than three months	(263)	(282)
Cash and cash equivalents	398,410	354,287

**2 Significant non-cash transactions**

Long-term prepaid expenses of installment purchase contract

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Long-term prepaid expenses of installment purchase contract	3,023	865

## (Lease Transactions)

### 1. Finance lease transactions (Lessees' accounting)

#### (1) Finance lease transactions in which ownership of the assets is transferred to the lessee

##### 1) Leased assets

Property, plant and equipment

These were buildings and structures.

##### 2) Methods for depreciation of leased assets

Described in "4 Significant Accounting Policies, (2) Depreciation and amortization method for significant long-term assets" in Basis of Consolidated Financial Statements

#### (2) Finance lease transactions in which ownership of the assets is not transferred to the lessee

##### 1) Leased assets

Property, plant and equipment

These were principally manufacturing equipment for semiconductor products (Machinery and equipment and vehicles, tools, furniture and fixtures).

##### 2) Methods for depreciation of leased assets

Described in "4 Significant Accounting Policies, (2) Depreciation and amortization method for significant long-term assets" in Basis of Consolidated Financial Statements

### 2. Operating lease transactions

Future lease payments relating to non-cancellable operating lease transactions were as follows:

(In millions of yen)

	As of March 31, 2016	As of December 31, 2016
Due within one year	1,643	1,788
Due after one year	4,402	4,603
Total	6,045	6,391

## (Financial Instruments)

### 1. Conditions of Financial Instruments

#### (1) Policies for Financial Instruments

Regarding fund operation, the Group uses only short-term deposits and financial assets which are relatively safe. Regarding financing, the Group uses mainly borrowings from banks. The Group utilizes derivative financial instruments to manage fluctuations in foreign currency exchange rates and interest payments. The Group's policies prohibit holding or issuing derivative financial instruments for trading purposes.

#### (2) Contents and Risks of Financial Instruments and Risk Management

Notes and accounts receivable-trade and accounts receivable-other are exposed to credit risks. Conforming to internal rules for management of accounts receivable, the Group regularly monitors major customers' credit and manages due dates of collection and balances for each customer.

The management policies regarding short-term and long-term investment securities are as follows; regarding short-term investment securities, the Group deals with banks with high credit rating. Long-term investment securities, issued by companies with which the Group has business relationships, are exposed to risks of market fluctuations. By regularly monitoring the fair value of the securities, financial condition of the issuing companies and consideration of existing business relationship, if any, the Group evaluates the merit of holding the securities.

The maturities of electronically recorded obligations, notes and accounts payable-trade, accounts payable-other and accrued income taxes are within one year.

Most borrowings and lease obligations from finance lease transactions are mainly utilized for working capital and capital investments. Their repayment terms are at most 6 years after the fiscal year-end. Certain borrowings with variable interest rates are exposed to interest rate fluctuation risk. In addition, certain contracts include financial covenants.

The Group enters into forward exchange contracts in order to hedge the risks from exchange rate fluctuations of accounts receivable and accounts payable denominated in foreign currencies and interest rate swaps in order to hedge the risks from interest fluctuations of borrowings.

For details on derivative transactions, including hedging instruments, hedged items, hedging policy, method of assessing hedge effectiveness, please refer to Basis of Consolidated Financial Statements, "4 Significant Accounting Policies (8) Hedge Accounting"

The Group's policies for managing derivatives are as follows: the Group conforms to internal rules for the management of derivatives and transacts only with major financial institutions to reduce credit risks. Because accounts payable and borrowings are exposed to liquidity risks, the headquarters and each subsidiary manage them by making financial plans.

#### (3) Supplemental Explanation of the Fair Value of Financial Instruments

The notional amount of derivative transactions described in the note "Derivative Transactions" does not necessarily indicate market risk involved in derivative transactions.

### 2. Fair Value of Financial Instruments

The fair values of financial instruments in consolidated balance sheets as of March 31, 2016 and December 31, 2016 were presented below. The table does not include the financial instruments for which it is extremely difficult to estimate fair values. (Note2)

As of March 31, 2016

(In millions of yen)

	Carrying value	Fair value	Difference
(1) Cash and deposits	398,673	398,673	—
(2) Notes and accounts receivable-trade	81,866	81,866	—
(3) Accounts receivable-other	16,155	16,155	—
(4) Long-term investment securities			
Stocks of affiliates	3,392	1,901	(1,491)
Other securities	2,595	2,595	—
Total assets	502,681	501,190	(1,491)
(5) Electronically recorded obligations	9,246	9,246	—
(6) Notes and accounts payable-trade	76,882	76,882	—
(7) Accounts payable-other	33,161	33,161	—
(8) Accrued income taxes	5,041	5,041	—
(9) Long-term borrowings (including current portion)	238,806	240,980	2,174
(10) Lease obligations (including current portion)	5,536	5,696	160
Total liabilities	368,672	371,006	2,334



As of December 31, 2016

(In millions of yen)

	Carrying value	Fair value	Difference
(1) Cash and deposits	354,569	354,569	—
(2) Notes and accounts receivable-trade	80,480	80,480	—
(3) Accounts receivable-other	12,721	12,721	—
(4) Long-term investment securities			
Stocks of affiliates	3,165	2,077	(1,088)
Other securities	2,816	2,816	—
<b>Total assets</b>	<b>453,751</b>	<b>452,663</b>	<b>(1,088)</b>
(5) Electronically recorded obligations	11,138	11,138	—
(6) Notes and accounts payable-trade	74,750	74,750	—
(7) Accounts payable-other	44,652	44,652	—
(8) Accrued income taxes	2,309	2,309	—
(9) Long-term borrowings			
(including current portion)	152,568	152,039	(529)
(10) Lease obligations			
(including current portion)	4,750	4,796	46
<b>Total liabilities</b>	<b>290,167</b>	<b>289,684</b>	<b>(483)</b>
(11) Derivative transactions			
Derivatives not subject to hedge accounting	395	395	—
Derivatives subject to hedge accounting	3,044	3,044	—
<b>Total derivative transactions</b>	<b>3,439</b>	<b>3,439</b>	<b>—</b>

(\*) The values of assets and liabilities arising from derivative transactions are shown at net value. If the net balance of the derivative transactions is a liability, it is shown in parenthesis.

Note1: Calculation method for fair value of financial instruments and other materials related to securities and derivative transactions

- (1) Cash and deposits, (2) Notes and accounts receivable-trade and (3) Accounts receivable-other  
The fair value was measured at the amounts equivalent to their book values because these were settled in the short-term and accordingly, their fair values approximated book values.
- (4) Long-term investment securities  
The fair value of shares was based on market price. The fair value of bond securities was measured at its book value because it was settled in short-term and its fair value was nearly equal to its book value. The fair value of mutual funds was measured at the price provided by financial institutions.
- (5) Electronically recorded obligations, (6) Notes and accounts payable-trade,  
(7) Accounts payable-other and (8) Accrued income taxes  
The fair value was measured at the amount equivalent to their book values because these were settled in the short-term and accordingly, their fair values approximated book values.
- (9) Long-term borrowings and (10) Lease obligations  
The fair values of long-term borrowings and lease obligations were estimated by discounting the future cash flows which includes both principal and interest. The discount rates were considered for both the remaining periods and credit risks.
- (11) Derivative transactions
  1. Derivatives for which hedge accounting is not applied  
Derivative transactions for which hedge accounting is not applied were forward exchange contracts. The fair value of forward exchange contracts was measured at the forward rate such as the applicable foreign exchange rate.
  2. Derivatives for which hedge accounting is applied  
Derivative transactions for which hedge accounting is applied were forward exchange contracts, currency options and currency swaps. The fair value was measured at the forward rate such as the applicable foreign exchange rate and measured at the price provided by the counterparty financial institutions.

Note2: Financial instruments for which it is extremely difficult to estimate their fair value in consolidated balance sheets

(In millions of yen)

	As of March 31, 2016	As of December 31, 2016
Non-marketable securities	209	117

Non-marketable securities which did not have market prices and for which the future cash flows could not be estimated, were not included in "(4) long-term investment securities" since it was extremely difficult to estimate their fair value.

Note3: The redemption schedule after the fiscal year-end for monetary claims and securities with maturity dates

As of March 31, 2016

(In millions of yen)

	Due within one year	Due after one year but within five years	Due after five years but within ten years	Due after ten years
Cash and deposits	398,673	—	—	—
Notes and accounts receivable-trade	81,866	—	—	—
Accounts receivable-other	16,155	—	—	—
Total	496,694	—	—	—

As of December 31, 2016

(In millions of yen)

	Due within one year	Due after one year but within five years	Due after five years but within ten years	Due after ten years
Cash and deposits	354,569	—	—	—
Notes and accounts receivable-trade	80,480	—	—	—
Accounts receivable-other	12,721	—	—	—
Total	447,770	—	—	—

Note4: The repayment schedules after the fiscal-year end for long-term borrowings and lease obligations

As of March 31, 2016

(In millions of yen)

	Due within one year	Due after one year but within two years	Due after two years but within three years	Due after three years but within four years	Due after four years but within five years	Due after five years
Long-term borrowings	25,000	22,090	191,716	—	—	—
Lease obligations	5,229	119	101	55	31	1
Total	30,229	22,209	191,817	55	31	1

As of December 31, 2016

(In millions of yen)

	Due within one year	Due after one year but within two years	Due after two years but within three years	Due after three years but within four years	Due after four years but within five years	Due after five years
Long-term borrowings	—	2,890	—	—	149,678	—
Lease obligations	4,481	123	78	51	16	1
Total	4,481	3,013	78	51	149,694	1

## (Securities)

### 1. Other securities

As of March 31, 2016

(In millions of yen)

	Type	Carrying value	Acquisition cost	Unrealized gains (losses)
Securities whose carrying value exceeded their acquisition cost	(1) Stock	—	—	—
	(2) Other	2,587	2,311	276
	Subtotal	2,587	2,311	276
Securities whose carrying value did not exceed their acquisition cost	(1) Stock	—	—	—
	(2) Other	8	8	0
	Subtotal	8	8	0
Total		2,595	2,319	276

As of December 31, 2016

(In millions of yen)

	Type	Carrying value	Acquisition cost	Unrealized gains (losses)
Securities whose carrying value exceeded their acquisition cost	(1) Stock	—	—	—
	(2) Other	2,807	2,399	408
	Subtotal	2,807	2,399	408
Securities whose carrying value did not exceed their acquisition cost	(1) Stock	—	—	—
	(2) Other	9	9	0
	Subtotal	9	9	0
Total		2,816	2,408	408

### 2. Other securities sold for the period

As of March 31, 2016

(In millions of yen)

Type	Sales proceeds	Total gain	Total loss
(1) Stock	550	258	—
(2) Other	737	53	155
Total	1,287	311	155

(Note) The table includes other securities for which it was extremely difficult to estimate fair values.

As of December 31, 2016

(In millions of yen)

Type	Sales proceeds	Total gain	Total loss
(1) Stock	—	—	—
(2) Other	498	53	72
Total	498	53	72

(Note) The table includes other securities for which it was extremely difficult to estimate fair values.

### 3. Impairment loss recognized on securities

In case the fair market value at year-end of a marketable security falls below 50% of the acquisition cost, the impairment loss is recognized for full amount of the acquisition cost, and if the fair market value falls approximately 30% to 50% below the acquisition cost, the necessary amount of the impairment loss is recognized by considering the future recoverability. In the current and previous fiscal year, there was no impairment loss recognized on securities.

**(Derivative Transactions)**

## 1.Hedge accounting not applied

Currency related

As of March 31, 2016

None

As of December 31, 2016

(In millions of yen)

Classification	Type	Contract amount	Contract amount over one year	Fair value (Note)	Valuation gains (losses)
Non-market transactions	Foreign exchange contracts				
	Sell (U.S. dollars)	1,301	—	2	2
	Buy (U.S. dollars)	46,570	—	393	393
Total		47,871	—	395	395

(Note) The fair values are calculated based on forward rate markets.

## 2.Hedge accounting applied

Currency related

As of March 31, 2016

None

As of December 31, 2016

(In millions of yen)

Hedge accounting method	Type of derivative transactions	Main hedged items	Contract amount	Contract amount over one year	Fair value (Note1)
Principle method	Foreign exchange contracts Buy (U.S. dollars)	Forecasted transaction in foreign currency	57,302	—	708
	Currency option transactions (Note2) Sell (Japan yen) Buy (U.S. dollars)	Forecasted transaction in foreign currency	10,439	—	1,064
	Currency swap transactions Receive (U.S. Dollars) Pay (Japan yen)	Forecasted transaction in foreign currency	10,278	—	1,272
Total			78,019	—	3,044

Note1: The fair values are calculated based on the forward foreign exchange market and the price provided by the counterparty financial institutions.

Note2: Because call options and put options are part of an integrated contract and currency options are zero cost options all of them disclosed in aggregate.

## (Retirement Benefits)

### 1. Outline of retirement benefits

The Company and its subsidiaries in Japan have severance indemnity plans, non-contributory defined benefit pension plans and a defined contribution plan. In addition, the Company and its subsidiaries in Japan may pay extra retirement benefits in certain circumstances.

The Company and its subsidiaries in Japan adopt a point-based benefits system for the defined benefit pension plans, under which benefits are calculated based on accumulated points allocated to employees each year according to their job classification. Furthermore, the Company and its subsidiaries in Japan adopt cash balance pension plans for the defined-benefit pension plan. Under the cash balance pension plans, each participant has an account in which a certain amount calculated by the revaluation rate that is calculated based on the current base salary, the job classification and the market interest rate, is accumulated by the Company. Although the Company and its subsidiaries in Japan adopted a point-based benefits system for the severance indemnity plans by the previous fiscal year-end, these plans were abolished after the unification of the retirement benefit plan and corporate pension plan as of April 1, 2016.

Certain foreign subsidiaries adopt various retirement benefit plans which are mainly defined contribution pension plans as well as defined benefit pension plans. Regarding multi-employer pension funds adopted by certain foreign subsidiaries, there are included in the note as defined benefit pension plan in case the pension amount corresponding with contribution can be calculated rationally. Also, in case the pension amount cannot be calculated rationally, it is posted using the same accounting method as the defined contribution pension plan.

### 2. Defined benefit pension plan

#### (1) Reconciliation of changes in retirement benefit obligations

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Retirement benefit obligations at the beginning of the year	159,075	154,146
Service cost	4,405	2,076
Interest cost	2,034	1,318
Actuarial differences	(83)	11,063
Benefits paid	(8,460)	(5,076)
Unification of retirement benefit plan and corporate pension plan (cost of benefit adjustment for prior service) (Note 1)	(1,192)	—
Other	(1,633)	(1,064)
Retirement benefit obligations at the end of the year	154,146	162,463

(Note) Although certain subsidiaries adopted a simplified method in the calculation of retirement benefit, the calculation method was changed to the principal method from this fiscal year-end along with the unification of the retirement benefit plan and corporate pension plan as of April 1, 2016.

Note 1: Due to the unification of the retirement benefit plan and corporate pension plan as of April 1, 2016.

#### (2) Reconciliation of changes in plan assets

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Beginning balance of plan assets	109,532	123,871
Expected return on plan assets	2,270	2,267
Actuarial differences	(3,478)	1,696
Contributions by the employer	23,517	6,403
Benefits paid	(6,680)	(8,088)
Other	(1,290)	(1,144)
Closing balance of plan assets	123,871	125,005

(Note) Although certain subsidiaries adopted a simplified method in the calculation of retirement benefit, the calculation method was changed to the principal method from this fiscal year-end along with the unification of the retirement benefit plan and corporate pension plan as of April 1, 2016.

(3) Reconciliation between closing balances of retirement benefit obligations and plan assets, and the net defined benefit liabilities and assets recognized in the consolidated balance sheet

	(In millions of yen)	
	As of March 31, 2016	As of December 31, 2016
Funded retirement benefit obligations	127,663	135,772
Plan assets	(123,871)	(125,005)
	3,792	10,767
Unfunded retirement benefit obligations	26,484	26,691
Net defined benefit liabilities and assets recognized in the consolidated balance sheet	30,276	37,458
Net defined benefit liability	31,850	39,571
Net defined benefit asset	(1,574)	(2,113)
Net defined benefit liabilities and assets recognized in the consolidated balance sheet	30,276	37,458

(4) Details of retirement benefit expenses

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Service cost ( <i>Note1</i> )	4,405	2,076
Interest cost	2,034	1,318
Expected return on plan assets	(2,270)	(2,267)
Cost of actuarial differences	1,970	1,782
Cost of prior service cost	(1,824)	(2,013)
Total expenses for defined retirement benefit plan	4,315	896
Expenses for extra retirement benefits ( <i>Note2</i> )	2,377	585

*Note1:* Although retirement benefit expenses for subsidiaries that adopted a simplified method were included in "Service cost", the calculation method was changed to the principal method from the previous fiscal year-end along with the unification of the retirement benefit plan and corporate pension plan as of April 1, 2016.

*Note2:* "Expenses for extra retirement benefits" and "Gain and loss on abolishment of retirement benefit plan owing to mass retirement" were included in "Business structure improvement expenses" in special loss.

(5) Remeasurements of defined benefit plans, before tax

Items recognized in remeasurements of defined benefit plans (before adjusting for tax effects) are as follows:

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Actuarial gain or loss	1,424	7,508
Prior service cost	632	2,013
Total	2,056	9,521

(6) Remeasurements of defined benefit plans

Items recognized in remeasurements of defined benefit plans (before adjusting for tax effects) are as follows:

	(In millions of yen)	
	As of March 31, 2016	As of December 31, 2016
Unrecognized actuarial gain or loss	1,563	8,991
Unrecognized prior service cost	(16,691)	(14,679)
Total	(15,128)	(5,688)

(7) Plan assets

(a) Major breakdown categories of plan assets

The ratio of major categories in the plan assets are as follows:

	As of March 31, 2016	As of December 31, 2016
Debt securities	53%	65%
Equity securities	25%	32%
Short-term financial assets	22%	3%
Total	100%	100%

(b) Assumption of long-term expected rate of return on plan assets

In determining the long-term expected rate of return on plan assets, the allocation of present and future plan assets as well as the rate of long-term return expected at present and in the future from various assets comprising plan assets are taken into consideration.

(8) Basis of the actuarial assumptions

Main actuarial assumptions at the end of the fiscal year

	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Discount rate	Mainly 1.1%	Mainly 0.4%
Expected rate of return on plan assets	Mainly 2.5%	Mainly 2.5%
Planned rate of salary increase	Mainly 2.7%	Mainly 2.7%

3. Defined contribution plan

The Group's contributions for defined contribution plans were 1,482 million yen for the year ended March 31, 2016 and 2,093 million yen for the nine-month period ended December 31, 2016.

(Note) The above contributions included the contribution for the multi-employer pension fund that has been joined by a foreign subsidiary.

## (Stock options)

### 1. Amount and account of stock option expense

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Selling, general and administrative expenses	—	23

### 2. Description and changes in the size of stock options

#### (1) Description of stock options

Resolution date	June 28, 2016
Category and number of grantees	Directors of the Company (Except outside directors) 2 Corporate officers and executive officers of the Company (includes two overseas) 10
Type of stock and number of shares	Common stock 288,500 shares
Grant date	August 1, 2016
Vesting conditions	The rights exercise in stages as follows. One third will vest on August 1, 2017 One third will vest on August 1, 2018 One third will vest on August 1, 2019
Conditions for exercise	(1) Conditions for exercising stock acquisition rights. In principle, grantees may execute those options starting from the day one year after the grant date. However, in the event such a person loses his/her position both as a member of the board and as an officer due to, for example, expiration of the term of office, the said person may execute the said stock options starting on the day following said loss of position until 13 months after. (2) If grantees forfeit their stock acquisition rights, they may not exercise their stock options.
Vesting period	From August 1, 2016 to August 1, 2019
Exercise period	From August 2, 2016 to August 1, 2026

#### (2) Changes in the size of stock options

For stock options that existed in the current fiscal year (the nine-month period ended December 31, 2016), number of stock options were converted and stated as number of shares.

##### 1) Number of stock options

Stock options not yet vested	
Non-vested stock options at the beginning of the year	—
Granted	288,500
Forfeited	13,900
Vested	—
Non-vested stock options at the end of the year	274,600

##### 2) Price information

(In yen)

Exercise price	1
Weighted average price at exercise	—
Fair value per share at the grant date	600

### 3. Estimation method and assumptions used for the per share fair value of stock options.

#### (1) Estimation method: Black-Scholes model

#### (2) Assumptions used for the per share fair value of stock options

Expected volatility (Note 1)	59.01%
Expected holding period (Note 2)	6 years
Expected dividend (Note 3)	0 yen/share
Risk-free rate (Note 4)	(0.24)%



Note: 1. The expected volatility is based on actual share prices during 6 years from August 1, 2010 to July 31, 2016.

Note: 2. The expected holding period of Directors of the Company is based on the average of past 3 years, and the expected holding period of Corporate Officers and Executive Officers of the Company is based on the number of years until the retiring age, which is calculated by the weighted average according to the grant date.

Note: 3. This is based on the dividend for the year ended March 31, 2016.

Note: 4. The risk-free interest rate is the yield on Japanese government bonds for the period that corresponds to the remaining life of the option.

4. Estimation method of the number of share subscription rights which have already been vested  
Because it is difficult to reasonably estimate the number of options that will expire in the future, the method reflecting actual numbers of forfeiture is adopted.

**(Tax-Effect Accounting)**

## 1. Significant components of deferred tax assets and liabilities

	(In millions of yen)	
	As of March 31, 2016	As of December 31, 2016
Deferred tax assets		
Loss carryforward	273,314	269,292
Net defined benefit liabilities	10,721	12,107
Long-term assets	8,285	8,296
Accrued expenses	7,173	7,768
Inventories	6,963	5,127
Research and development expenses	2,523	2,287
Tax credits carryforward	6,282	8,441
Others	4,904	4,694
Subtotal deferred tax assets	320,165	318,012
Valuation allowance	(313,388)	(305,304)
Total deferred tax assets	6,777	12,708
Deferred tax liabilities		
Valuation difference of assets acquired by merger	(7,577)	(7,012)
Tax on undistributed earnings	(5,104)	(4,073)
Deferred gains or losses on hedges	—	(3,977)
Others	(758)	(1,805)
Total deferred tax liabilities	(13,439)	(16,867)
Net deferred tax liabilities	(6,662)	(4,159)

Net deferred tax liabilities were reflected in the following accounts in the consolidated balance sheet.

	(In millions of yen)	
	As of March 31, 2016	As of December 31, 2016
Current assets – deferred tax assets	1,738	3,579
Long-term assets – deferred tax assets	1,796	2,263
Current liabilities – other	(262)	(803)
Long-term liabilities – deferred tax liabilities	(9,934)	(9,198)

2. Significant components in the reconciliation of the difference between the effective tax rate and the statutory effective tax rate reflected in the consolidated financial statements are as follows:

	As of March 31, 2016	As of December 31, 2016
Statutory effective tax rate	33.1%	30.9%
(Reconciliation)		
Changes in valuation allowance	(23.7)%	(33.0)%
Permanent difference	0.3%	0.9%
Foreign tax rate differences	(1.2)%	(1.8)%
Tax credits	(2.2)%	(2.9)%
Tax on undistributed earnings	(0.0)%	(2.5)%
Others	(1.5)%	0.5%
Tax rate after adoption of tax-effect accounting	4.8%	(7.9)%

3. Adjustments of amounts of deferred tax assets and liabilities due to changes in statutory tax rates

Associated with the enactment on November 18, 2016 of the “Act for Partial Amendment of the Partial Amendment of the Consumption Tax Act and Others for the Drastic Reform of the Taxation System for Ensuring Stable Financial Resources for Social Security” and of the “Act for Partial Amendment of the Partial Amendment of the Local Tax Act and Local Allocation Tax Act for the Drastic Reform of the Taxation System for Ensuring Stable Financial Resources for Social Security”, the effective date of raising the consumption tax rate to 10% has been postponed from April 1, 2017 to October 1, 2019, and the abolition of the local corporation special tax, the accompanying restoration of the corporate enterprise tax, and changes in statutory tax rates of the local corporation tax and corporate inhabitant tax have been postponed from fiscal years beginning on or after April 1, 2017 to fiscal years beginning on or after October 1, 2019.

The effect of these changes on consolidated financial statements is immaterial.

## (Asset Retirement Obligations)

Asset retirement obligations recognized on the consolidated financial statements

### 1. Outline of Asset Retirement Obligations

Asset retirement obligations were recognized for obligations relating to the restoration of leased real estate (office and plant) to its original state and the removal expenses of asbestos and so forth during the dismantling of company-owned buildings in accordance with the Ordinance on Prevention of Health Impairment due to Asbestos and others.

### 2. Computation method for the amount of asset retirement obligations

The amount of asset retirement obligations was computed using an estimated useful life of 2 to 47 years as well as a discount rate of 0.5% to 5.5%.

### 3. Increase (decrease) of the total amount of asset retirement obligations

	(In millions of yen)	
	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Balance at the beginning of the period	4,951	2,860
Increase due to acquisition of property, plant and equipment	137	—
Accretion adjustment	28	23
Increase due to changes in estimate	19	—
Decrease due to settlement of asset retirement obligations	(1,337)	(78)
Decrease due to extinguishment of asset retirement obligations	(926)	(129)
Increase (decrease) in other items	(12)	(9)
Balance at the end of the period	2,860	2,667

## (Segment Information)

### [Business Segment Information]

For the year ended March 31, 2016 and the nine-month period ended December 31, 2016

The semiconductor business segment is the sole operating segment of the Group. The information by business segment is therefore omitted.

### [Related Information]

For the year ended March 31, 2016

#### 1. Information by product and service

(In millions of yen)

	Automotive Business	General-Purpose Business	Other Semiconductors	Others	Total
Net sales to third parties	321,669	349,371	4,573	17,676	693,289

#### 2. Information by region and country

##### (1) Net sales

(In millions of yen)

Japan	China	Asia (Excluding China)	Europe	North America	Others	Total
303,465	110,000	115,018	96,636	64,584	3,586	693,289

[Note] Sales are based on the location of customers and classified by country or region.

##### (2) Property, plant and equipment

(In millions of yen)

Japan	Malaysia	Asia (Excluding Malaysia)	Europe	North America	Total
143,680	14,781	13,321	563	701	173,046

#### 3. Information by major customer

(In millions of yen)

Name of major customers	Net sales	Name of related segment
Ryosan Company, Limited	99,033	Semiconductor business

For the nine-month period ended December 31, 2016

#### 1. Information by product and service

(In millions of yen)

	Automotive Business	General-Purpose Business	Other Semiconductors	Others	Total
Net sales to third parties	231,806	220,953	4,421	13,851	471,031

#### 2. Information by region and country

##### (1) Net sales

(In millions of yen)

Japan	China	Asia (Excluding China)	Europe	North America	Others	Total
213,483	75,956	67,670	66,074	45,543	2,305	471,031

[Note] Sales are based on the location of customers and classified by country or region.

(2) Property, plant and equipment

(In millions of yen)

Japan	Malaysia	Asia (Excluding Malaysia)	Europe	North America	Total
161,272	21,275	17,442	717	799	201,505

[Note] Because of the amount included in Malaysia accounted for 10% or more of the total amount, it has been disclosed separately from the current fiscal year.

3. Information by major customer

(In millions of yen)

Name of major customers	Net sales	Name of related segment
Ryosan Company, Limited	65,098	Semiconductor business

**(Related Party Information)**

1. Transactions with related parties  
None

2. Notes related to the parent company and significant affiliates  
None

**(Amount per Share Information)**

Item	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Net assets per share	227.63 yen	252.03 yen
Basic net income per share	51.76 yen	26.46 yen
Net income per share fully diluted	—	26.46 yen

Note 1: Net income per share fully diluted was not presented, owing to the fact that dilutive shares did not exist.

Note 2: The basis of calculation for net income per share was as follows

Item	The year ended March 31, 2016	The nine-month period ended December 31, 2016
Basic net income per share		
Net income attributable to shareholders of parent company (In millions of yen)	86,292	44,119
Amounts not attributable to common stock (In millions of yen)	—	—
Net income attributable to shareholders of parent company attributable to common stock (In millions of yen)	86,292	44,119
Average number of common stock during the fiscal year (In thousands)	1,667,122	1,667,122
Net income per share fully diluted		
Net income adjustment attributable to shareholders of parent company (In millions of yen)	—	—
Increase in the number of common stock (In thousands)	—	76
(Subscription rights to shares (In thousands))	—	(76)
Brief description of residual shares excluded from diluted earnings per share, because they do not have a dilutive effect.	—	—

Note 3: The basis of calculation for net assets per share was as follows

Item	As of March 31, 2016	As of December 31, 2016
Total net assets (In millions of yen)	381,739	422,393
Amounts deducted from total net assets (In millions of yen)	2,260	2,231
(Subscription rights to shares (In millions of yen))	—	(23)
(Non-controlling interests (In millions of yen))	(2,260)	(2,208)
Net assets attributable to common stock at the end of the year (In millions of yen)	379,479	420,162
The fiscal year-end number of common stock used for the calculation of net assets per share (In thousands)	1,667,122	1,667,122

## **(Significant Subsequent Events)**

### **(Transfer of Electronics Engineering Service and Image Recognition System Businesses)**

Renesas Semiconductor Package & Test Solutions Co., Ltd., the Company's wholly owned subsidiary, signed a definitive agreement with Hitachi Maxell, Ltd. on January 31, 2017 to transfer its electronics engineering and manufacturing service of electronic control boards for use in various industrial equipment and other semiconductor manufacturing equipment and development, manufacturing and sale of image recognition systems. Sales from the businesses for the year ended March 31, 2016 were 4,898 million yen. The transfer of ownership of the businesses is intended to be completed on May 1, 2017. The amount of the gain (loss) on transfer of the businesses has not yet been determined.

### **(Acquisition of Stock of Intersil Corporation)**

The Company resolved at the Meeting of Board of Directors to reach an agreement with Intersil Corporation (hereafter "Intersil"), whereby Intersil will become a wholly-owned subsidiary of the Company, and concluded merger agreements for the purpose of implementing the acquisition on September 13, 2016. Intersil became a wholly-owned subsidiary of the Company through the acquisition of stock of Intersil on February 24, 2017.

#### 1. Summary of Acquisition

##### (1) Name of Acquiree and its Business Operations

Name of Acquiree: Intersil Corporation

Business Operations: Manufacturer of high performance analog integrated circuits

##### (2) Major Reasons for Acquisition

The Company has carried out structural reforms aimed at building a corporation capable of maintaining stable and sustainable profitability during the volatile fluctuations of the semiconductor market. Having successfully attained a measure of financial stability through these efforts, the Company is embarking on a new growth strategy to ensure its ability to thrive in the global market. The decision to acquire Intersil was made in order to accelerate the realization of this growth strategy.

The acquisition of Intersil is expected to (1) bolster the lineup of power management-related analog devices, key devices essential to future growth in our strategic focus domains, (2) enhance the ability to deliver to customers solutions such as kits combining microcontrollers (MCUs) and high-precision analog products from Intersil, (3) expand sales and design-ins outside of Japan, and (4) strengthen global management capabilities by welcoming Intersil's management team with broad management expertise to the Group. The acquisition is therefore seen as an effective measure to enhance the Company's competitiveness in fields where it is focusing its efforts to boost sales and profits, and strengthening the Company's position as a global leader.

##### (3) Date of Acquisition

February 24, 2017

##### (4) Legal Form of Acquisition

The Company established for the purpose of the acquisition a wholly-owned subsidiary (hereafter "acquisition subsidiary") in Delaware, in the United States that then merged with Intersil. The surviving company following the merger has become Intersil. Cash has been issued for Intersil's shares as consideration for the merger, and the shares of the acquisition subsidiary owned by the Company were converted into outstanding shares in the surviving company, making the surviving Company a wholly owned subsidiary of the Company.

##### (5) Company Name after Acquisition

Intersil Corporation

#### 2. Consideration Transferred for the Acquisition

(In millions of yen)

Consideration Transferred:Cash 345,394

Acquisition cost 345,394



### 3. Major Acquisition Related Costs

Advisory fees and commissions to lawyers and financial institutions: 524 million yen

[Note] The stated amount is acquisition related cost recognized in the consolidated statement of operations for the year ended December 31, 2016.

### 4. Amount of goodwill recorded, its cause and method and period of amortization

Yet to be determined.

### 5. Amount and Details of Assets Acquired and Liabilities Assumed on the Date of the Merger

Yet to be determined.

### (Issuance of Stock Acquisition Rights as Stock Options)

The Company resolved at the Meeting of Board of Directors held on March 13, 2017 certain subscription items for stock acquisition rights to be issued as stock options for directors, (except outside directors), corporate officers and employees of the Company and its subsidiaries. The Company has also determined items regarding taking applications or persons who will receive these stock options.

The details are as below.

Date of resolution	March 13, 2017
Category and number of grantees	Directors of the Company (Except outside directors) 2 Corporate officers of the Company 11 Employees of the Company 344 Directors of the Company's subsidiaries (Except outside directors) 20 Employees of the Company's subsidiaries 900
Type of stock	Common stock (Note 1)
Number of shares	5,709,700 shares
Exercise price	1 yen per share
Exercise period	From April 4, 2017 to April 3, 2027
Conditions for exercise	(Note 3)
Transfer of stock acquisition rights	Approval by resolution of the board of directors meeting is required for acquisition of stock acquisition rights by transfer.
Substitute payment	—
Issuance of stock acquisition rights on reorganization	(Note 5)

#### Note 1:

The type of shares to be acquired upon exercise of the stock options shall be shares of common stock of the Company, and the number of shares to be acquired upon exercise of one stock option (the "Number of Shares to be Granted") shall be 100 shares. (The total number of shares to be acquired upon exercise of the stock options is limited to 5,709,700 shares) The allotment date will be April 3, 2017.

However, in the case of a stock split (including gratuitous allotment of shares of common stock of the Company; the same applies hereinafter) or stock consolidation of shares of common stock of the Company by the Company after the allotment date, the number of shares to be granted shall be adjusted using the following formula with respect to the stock options that have not been exercised at the time of such stock split or stock consolidation:

(Number of shares to be granted after adjustment) = (Number of shares to be granted before adjustment) × (Ratio of stock split or stock consolidation)

In addition to the above, if, after the allotment date, the Company carries out a merger or company split, or deems it necessary (to essentially the same extent) to adjust the number of shares to be granted in other situations, the Company may appropriately adjust the number of shares to be granted to a reasonable extent. Any fraction less than one share resulting from such adjustment shall be rounded down to the nearest whole share.

Note 2:

(1) The issuance price per share by the issuance of shares upon the exercise of the stock options will be calculated by dividing the total amount of issuance price added the payable amount about exercise of the stock options by the total number of shares to be acquired upon exercise of stock options described in above

(2) 1) The amount of capital stock to be increased by the issuance of shares upon the exercise of the stock options will be one-half of the maximum amount of increase of capital stock, etc. calculated in accordance with Article 17, Paragraph 1 of the Corporate Calculation Rules of Japan, and any amount less than one Japanese yen resulting from the calculation will be rounded up to the nearest Japanese yen.

2) The amount of capital surplus to be increased by the issuance of shares upon the exercise of the stock options will be the amount obtained by subtracting the amount of capital stock to be increased described in 1) above from the maximum amount of increase of capital stock, etc. described in 1) above.

Note 3:

(1) The stock option holder may not exercise their stock options during the period of one year from the immediate following day of the allotment date.

(2) The stock option holder shall be in the position of director, corporate officer, auditor, executive officer or employee of the Company or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock options.

(3) Notwithstanding (1) and (2) above, if the stock option holder loses their Exercise Qualification (other than loss due to death), the stock option holder may exercise their stock options only within a period of 13 months after the immediate following day of the day of loss of the Exercise Qualification.

(4) Notwithstanding (1) and (2) above, if the stock option holder dies, the stock options may be succeeded to by one (and only one) of the heirs of the stock option holder (the "Rights Successor"). In this case, the Rights Successor may exercise the stock options in a lump sum and only before the day that is six months after the day immediately following the day on which the stock option holder dies (and only if during the period provided for in "Exercise period" above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock options.

(5) If the stock option holder waives the stock options, the stock option holder may not exercise such stock options.

(6) The stock options allotment agreement between the Company and the stock option holder may provide other conditions not stipulated above.

Note 4:

If any of the following proposals is approved at a shareholders' meeting of the Company (or, if a resolution of a shareholders' meeting is not required, resolved at a board of directors' meeting of the Company), the Company may acquire all of the stock options at no cost on a date separately designated by the board of directors of the Company.

- (i) proposal for approval of a merger agreement providing that the Company be dissolved;
- (ii) proposal for approval of a company split agreement or company split plan providing that the Company be split;
- (iii) proposal for approval of a share exchange agreement or share transfer plan providing that the Company become a wholly-owned subsidiary;
- (iv) proposal for approval of the Company acquiring all of shares subject to class-wide call pursuant to Article 171, Paragraph 1 of the Companies Act of Japan;
- (v) proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to all of the shares issued by the Company, the acquisition of such shares through transfer requires the Company's approval;
- (vi) proposal for approval of amendments to the articles of incorporation specifying a provision that, as a condition pertaining to the class of shares to be acquired upon exercise of the stock options, the acquisition of such class of shares through transfer requires the Company's approval, or a provision that the Company may acquire all of such class of shares by resolution of the shareholders' meeting;
- (vii) proposal for approval of stock consolidation of class of shares to be acquired upon exercise of the stock options (only if the number obtained by multiplying the unit shares relating to such class of shares by the ratio of stock consolidation generates a fraction less than one share); and

(viii) proposal for approval of demand for cash-out by special controlling shareholders pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act of Japan.

Note 5:

If the Company conducts a merger (limited to where the Company is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where the Company is to be split as a result of the absorption-type company split or incorporation-type company split), or share exchange or share transfer (limited to where the Company becomes a wholly-owned subsidiary as a result of the share exchange or share transfer) (collectively, a "Reorganization"), in each case stock options of a stock company set out in (a) through (e) of Article 236, Paragraph 1, Item (8) of the Companies Act of Japan (collectively, the "Reorganized Company") will be delivered to the stock option holder holding the stock options that are outstanding immediately before the effective date of the Reorganization (which means, in the case of an absorption-type merger, the day on which the absorption-type merger becomes effective, in the case of an incorporation-type merger, the day on which the incorporation-type merger becomes effective, in the case of an absorption-type company split, the day on which the absorption-type company split becomes effective, in the case of an incorporation-type company split, the day on which the incorporation-type company split becomes effective, in the case of a share exchange, the day on which the share exchange becomes effective, and in the case of a share transfer, the day on which the wholly-owning parent company incorporated through share transfer is incorporated; the same applies hereinafter) (the "Outstanding Stock Options") on the following conditions, in which case, the Outstanding Stock Options will be terminated; provided, however, that this shall apply only if the delivery of stock options by the Reorganized Company on the following conditions is stipulated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

(1) Number of stock options of the Reorganized Company for delivery:

The stock option holders will each receive delivery of stock options of the Reorganized Company in the same number as the number of the Outstanding Stock Options held thereby.

(2) Type of shares of the Reorganized Company for delivery upon exercise of the stock options:

Common stock of the Reorganized Company

(3) Number of shares of the Reorganized Company for delivery upon exercise of the stock options:

This will be determined in accordance with "Note 1" above after considering the terms and conditions of the Reorganization, etc.

(4) Amount of assets to be contributed upon exercise of the stock options:

The contribution to be made upon exercise of the stock options to be delivered will be made for cash, and the amount of the assets to be contributed shall be obtained by multiplying one Japanese yen, which is the amount per share of the Reorganized Company to be delivered upon exercise of the stock options, by the number of shares of the Reorganized Company underlying the stock options to be determined pursuant to (3) above.

(5) Exercise period of the stock options:

The exercise period of the stock options will be from the later of the commencement date of the period set out in "Exercise period" above in which the stock options are exercisable or the effective date of the Reorganization through the expiration date of the period set out in "Exercise period" above in which the stock options are exercisable.

(6) Matters relating to capital stock or capital surplus to be increased by the issuance of new shares upon exercise of the stock options:

In accordance with "Note 2" above

(7) Restrictions on acquiring the stock options by means of transfer:

Acquiring stock options by means of a transfer requires approval of the board of directors of the Reorganized Company.

(8) Acquisition terms of stock options:

In accordance with "Note 4" above

(9) Other conditions for exercise of the stock options:

This will be determined in accordance with "Note 3" above.

**(Consolidated Supplemental Schedules)****[Schedule of borrowings]**

Category	Beginning balance (In millions of yen)	Closing balance (In millions of yen)	Average interest rate (%)	Maturity
Short-term borrowings	—	—	—	—
Current portion of long-term borrowings	25,000	—	—	—
Current portion of lease obligations	5,229	4,481	1.4	—
Long-term borrowings (excluding current portion)	213,806	152,568	0.8	From 2018 to 2021
Lease obligations (excluding current portion)	307	269	2.9	From 2018 to 2023
Other interest-bearing debts	—	—	—	—
Total	244,342	157,318	—	—

Note 1: The average interest rate represents the weighted-average rate applicable to the fiscal year-end balance of borrowings etc.

Note 2: The repayment schedules of long-term borrowings and lease obligations for 5 years subsequent to the fiscal year-end are as follows:

(In millions of yen)

	Due after one year but within two years	Due after two years but within three years	Due after three years but within four years	Due after four years but within five years
Long-term borrowings	2,890	—	—	149,678
Lease obligations	123	78	51	16

**[Schedule of asset retirement obligations]**

The beginning and ending balances of asset retirement obligations in the fiscal year ended December 31, 2016 were less than 1% of total liabilities and net assets. The schedule was therefore omitted in accordance with Article 92-2 of the Regulations for Consolidated Financial Statements.

**[Other]**

(1) Summary of consolidated financial data for each quarter of the fiscal year ended December 31, 2016

	1st Quarter consolidated cumulative period (from April 1, 2016 to June 30, 2016)	2nd Quarter consolidated cumulative period (from April 1, 2016 to September 30, 2016)	The nine-month period ended December 31, 2016 (from April 1, 2016 to December 31, 2016)
Net sales (In millions of yen)	151,976	304,604	471,031
Income before income taxes (In millions of yen)	10,653	21,339	41,021
Net income attributable to shareholders of parent company (In millions of yen)	9,978	19,394	44,119
Basic quarterly net income per share (Yen)	5.99	11.63	26.46

	1st Quarter (from April 1, 2016 to June 30, 2016)	2nd Quarter (from July 1, 2016 to September 30, 2016)	3rd Quarter (from October 1, 2016 to December 31, 2016)
Basic net income per share (Yen)	5.99	5.65	14.83

(2) Matters subsequent to the fiscal year-end

None

(3) Lawsuits

Described in "4 Contingent liabilities (2) Others" of "Consolidated Balance Sheets" of the notes to Consolidated Financial Statements

## (Appendix) Renesas Electronics Group Companies

The Renesas Electronics Group comprises 30 consolidated subsidiaries and 1 equity method affiliates, as listed below according to primary business activity.

	Japan	Overseas
Sales Companies	<u>&lt;Equity Method Affiliate&gt;</u> RENASAS EASTON Co., Ltd.	<u>&lt;Consolidated Subsidiary&gt;</u> Renesas Electronics (China) Co., Ltd. Renesas Electronics (Shanghai) Co., Ltd. Renesas Electronics Hong Kong Limited Renesas Electronics Taiwan Co., Ltd. Renesas Electronics Korea Co., Ltd. Renesas Electronics Singapore Pte. Ltd. Renesas Electronics Malaysia Sdn. Bhd. Renesas Electronics India Private Limited Renesas Electronics America, Inc. Renesas Electronics Canada Limited Renesas Electronics Brasil-Servicos Ltda. Renesas Electronics Europe Limited (UK) Renesas Electronics Europe GmbH (Germany)
Manufacturing and Engineering Service Companies	<u>&lt;Consolidated Subsidiary&gt;</u> Renesas Semiconductor Manufacturing, Co., Ltd. Renesas Semiconductor Package & Test Solutions Co., Ltd.	<u>&lt;Consolidated Subsidiary&gt;</u> Renesas Semiconductor (Beijing) Co., Ltd. Renesas Semiconductor (Suzhou) Co., Ltd. Renesas Semiconductor KL Sdn. Bhd. Renesas Semiconductor (Malaysia) Sdn. Bhd. Renesas Semiconductor (Kedah) Sdn. Bhd. Renesas Semiconductor Technology (Malaysia) Sdn. Bhd.
Design and Application Technologies Companies	<u>&lt;Consolidated Subsidiary&gt;</u> Renesas System Design Co., Ltd. Renesas Engineering Services Co., Ltd.	<u>&lt;Consolidated Subsidiary&gt;</u> Renesas Semiconductor Design (Beijing) Co., Ltd. Renesas Design Vietnam Co., Ltd. Renesas Semiconductor Design (Malaysia) Sdn. Bhd.
Business Corporations and Others		<u>&lt;Consolidated Subsidiary&gt;</u> 4 companies

Note: Some of the Group's overseas sales companies are also engaged in design and development activities.

## Independent Auditor's Report

The Board of Directors  
Renesas Electronics Corporation

We have audited the accompanying consolidated financial statements of Renesas Electronics Corporation and its consolidated subsidiaries, which comprise the consolidated balance sheet as at December 31, 2016, and the consolidated statements of operations, comprehensive income, changes in net assets, and cash flows for the nine-month period then ended and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

### *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Renesas Electronics Corporation and its consolidated subsidiaries as at December 31, 2016, and their consolidated financial performance and cash flows for the nine-month period then ended in conformity with accounting principles generally accepted in Japan.

### *Emphasis of Matter*

We draw attention to Note of "Significant Subsequent Events" to the consolidated financial statements referred to above, which describes that Intersil Corporation became a wholly-owned subsidiary of Renesas Electronics Corporation through the acquisition of stock of Intersil Corporation on February 24, 2017.

Our opinion is not qualified in respect of this matter.

*Ernst & Young ShinNihon LLC*

March 30, 2017  
Tokyo, Japan