

## Notice Regarding Issuance of Stock Acquisition Rights as Stock Options

**TOKYO, Japan, March 13, 2017**— Renesas Electronics Corporation ("Renesas", TSE: 6723), a premier supplier of advanced semiconductor solutions, today announced that it has 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, (excluding outside directors), corporate officers and employees of Renesas and its subsidiaries. Renesas has also determined items regarding taking applications or persons who will receive these stock options. The terms and conditions are as outlined below.

### [Outline of Resolutions]

1. For directors (excluding outside directors), corporate officers, and employees of Renesas and its subsidiaries located in Japan, Renesas will accept applications for persons who will receive the "Renesas Electronics Corporation Stock Options for FY2017 (Series No.1)", and will grant those stock options on April 3, 2017.
2. For directors (excluding outside directors), corporate officers, and employees of Renesas' subsidiaries located outside Japan, Renesas will accept applications for persons who will receive the "Renesas Electronics Corporation Stock Options for FY2017 (Series No.2)", and will grant those stock options on April 3, 2017.

### I. Reason for issuance of stock acquisition rights as stock options

The purpose of the issuance of stock options is to encourage directors (excluding outside directors), corporate officers and employees of Renesas and its subsidiaries to share the merits of a rise in Renesas' share value and the risks of a drop in the share value with the shareholders, and to increase their desire to further contribute to increasing Renesas' stock price and increasing the value of the company.

### II. Details of the stock options to be granted

1. Regarding "Renesas Electronics Corporation Stock Options for FY2017 (Series No.1)"

(1) Name of the stock options: "Renesas Electronics Corporation Stock Options for FY2017 (Series No.1)"

(2) Number of the stock options granted and number of eligible persons:

Renesas will grant 15,129 stock options to two directors (excluding outside directors), eight corporate officers and 344 employees of Renesas, as well as four directors (excluding outside directors) and 207 employees of Renesas subsidiaries located in Japan.

(3) Total number of the stock options: 15,129

However, the total number of the stock options described above is the expected number of stock options to be allotted. If the total number of stock options to be allotted decreases due to a lack of applications for subscription or for other reasons, the total number of stock options to be allotted will be the total number of stock options to be issued.

(4) Class and number of shares to be acquired upon exercise of the stock options:

The class of shares to be acquired upon exercise of the stock options shall be shares of common stock of Renesas, 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.

However, in the case of a stock split (including gratuitous allotment of shares of common stock of Renesas; the same applies hereinafter) or stock consolidation of shares of common stock of Renesas by Renesas 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:

$$(\text{Number of shares to be granted after adjustment}) = (\text{Number of shares to be granted before adjustment}) \times (\text{Ratio of stock split or stock consolidation})$$

In addition to the above, if, after the allotment date, Renesas 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, Renesas 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.

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

The contribution to be made upon exercise of the stock options will be made for cash, and the

amount of the assets to be contributed upon exercise of each stock option shall be obtained by multiplying one Japanese yen, which is the amount per share to be delivered upon exercise of such stock option, by the Number of Shares to be Granted.

(6) Exercise period for stock options:

The exercise period shall be the period beginning April 4, 2017 and ending April 3, 2027.

(Note) However, Renesas and the Stock Option Holders are scheduled to enter into a stock options allotment agreement with the following terms and conditions.

The Stock Option Holder may exercise the Stock Options in accordance with the following exercise conditions only during the period from April 4, 2017 (Japan Standard Time) to April 2, 2022 (Japan Standard Time) (the “Exercisable Period”). The Stock Option Holder may not exercise the Stock Options on or after April 3, 2022 (Japan Standard Time):

The Stock Option Holder may not exercise the Stock Options during the period for which the Stock Option Holder resides in a country other than the country separately designated by Renesas as the country in which the Stock Option Holder was considered to continue to work at the commencement of its services or employment (in the case of secondment, Renesas will determine such country based on the assignor company) (the “Country of Original Employment”). In this case, if the Exercisable Period has already elapsed or the Exercisable Period is to expire in less than one year at the time when the Stock Option Holder regains its residence in the Country of Original Employment, the Stock Option Holder may exercise the Stock Options that could have been exercised during the period for which the Stock Option Holder resided in a country other than the Country of Original Employment if the Stock Option Holder had resided in the Country of Original Employment and that have not been exercised, within the period of one year from such time; provided, however, that the Stock Option Holder shall exercise the Stock Options only during the above-mentioned period and the Stock Option Holder shall reside in the Country of Original Employment at the time of such exercise; provided, further, that this Item (6) shall not apply if the Stock Option Holder loses its Exercise Qualification as a result of retirement or resignation.

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

(7.1) The amount of stated capital 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 stated capital, 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.

(7.2) The amount of capital reserve 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 stated capital to be increased described in (7.1) above from the maximum amount of increase of stated capital, etc. described in (7.1) above.

(8) Restrictions on assignments of the stock options:

Assignments of the stock require the approval by resolution of Renesas' Board of Directors.

(9) Call options pertaining to the stock options:

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

- (i) proposal for approval of a merger agreement providing that Renesas be dissolved;
- (ii) proposal for approval of a company split agreement or company split plan providing that Renesas be split;
- (iii) proposal for approval of a share exchange agreement or share transfer plan providing that Renesas become a wholly-owned subsidiary;
- (iv) proposal for approval of Renesas 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 Renesas, the acquisition of such shares through transfer requires Renesas' 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 Renesas' approval, or a provision that Renesas 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.

(9.2) If the stock option holder is unable to exercise its stock options pursuant to the provisions of Paragraph (12) below, Renesas may acquire the stock options held by such stock option holder at no cost on the date separately designated by the board of directors of Renesas.

(10) Matters relating to delivery of the stock options upon reorganization:

If Renesas conducts a merger (limited to where Renesas is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where Renesas 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 Renesas 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.

(10.1) 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.

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

Common stock of the Reorganized Company

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

This will be determined in accordance with Paragraph (4) above after considering the terms and conditions of the Reorganization, etc.

(10.4) 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 (10.3) above.

(10.5) 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 Paragraph (6) 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 Paragraph (6) above in which the stock options are exercisable.

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

This will be determined in accordance with Paragraph (7) above.

(10.7) 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.

(10.8) Call options pertaining to the stock options:

This will be determined in accordance with Paragraph (9) above.

(10.9) Other conditions of exercise of the stock options:

This will be determined in accordance with Paragraph (12) below.

(11) Handling of Fraction Less Than One Share Arising upon Exercise of the Stock Options

With respect to the number of shares to be delivered to the stock option holders who exercise their stock options, any fraction less than one share will be rounded down to the nearest whole

share.

(12) Other conditions of exercise of the stock options

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

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

(12.3) Notwithstanding (12.1) and (12.2) above, if the stock option holder loses its Exercise Qualification (other than loss due to death), the stock option holder may exercise its stock options only within the period of 13 months after the immediate following day of the day of loss of the Exercise Qualification (only if during the period set out in Paragraph (6) above).

(12.4) Notwithstanding (12.1) and (12.2) 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 Paragraph (6) above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock options.

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

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

(13) Amount of payment in exchange for the stock options and calculation method

The amount to be paid in exchange for each stock option shall be an amount obtained by multiplying the Number of Shares to be Granted by the option price per share that is calculated using the Binominal Model based on the basic parameters below.

The calculation method by the Binominal Model is as follows (the stock option holder is not required to make any payment of money; monetary receivables owed by Renesas to the stock option holder shall be set off in lieu of the stock option holder paying the above amount to

be paid in):

When the term  $T$  commencing from the allotment date to the expiration date of the option period is equally divided by the interval  $\Delta t$ , the option value  $C_{i,j}$ , at certain point  $(i, j)$  shall be represented by the following formula using the fluctuation of stock prices  $\sigma$ , interest rates without risks  $r$  and dividend yields  $q$ :

$$C_{i,j} = e^{-r\Delta t} (pC_{i+1,j+1} + (1-p)C_{i+1,j}) \quad \dots \quad \text{formula(1)}$$

$$p = \frac{e^{(r-q)\Delta t} - d}{u - d}$$

$$u = e^{\sigma\sqrt{\Delta t}}$$

$$d = e^{-\sigma\sqrt{\Delta t}}$$

In addition, the option value as at the expiration date of the option period shall be determined by the following formula using the stock price  $S$  and the exercise price  $X$ :

$$C_{N,j} = \max(S \cdot u^j \cdot d^{N-j} - X, 0) \quad j = 0, 1, 2, \dots, N \quad \text{and,} \quad N = \frac{T}{\Delta t}$$

When the option value as at the expiration date of the exercise period ( $C_{N,j}$ ) is calculated one after another from " $i=N$ " to " $i=0$ " by formula (1) above, the option value ( $C_{0,0}$ ) as at the allotment date  $(0,0)$  shall be obtained and this value shall become the option value per share.

Furthermore, during the period when the stock options are exercisable during the period concerned, the option value per share shall be determined by the following formula instead of formula (1), taking into account the early exercise of the stock options:

$$C_{i,j} = \max(S \cdot u^j \cdot d^{i-j} - X, e^{-r\Delta t} (pC_{i+1,j+1} + (1-p)C_{i+1,j})) \quad \dots \quad \text{formula(2)}$$

In this case, the option value per share ( $C_{0,0}$ ) is obtained by using formula (1) for the period  $(\tau)$  commencing from the allotment date and ending on the date when the stock option is qualified for vesting, while formula (2) is used for the period  $(T-\tau)$  commencing from the date when the stock option is qualified for vesting and ending on the expiration date of the option period.

Option price per share ( $C_{0,0}$ )

(13.1) Stock price on the issuance date of the options ( $S$ ): The closing price of normal trading



of shares of common stock of Renesas on the Tokyo Stock Exchange on April 3, 2017 (if no closing price is available on such date, the standard price [of shares of common stock of Renesas on the Tokyo Stock Exchange] on the immediate following trading day)

(13.2) Exercise price of the option ( $X$ ): 1 Japanese yen

(13.3) Period between the allotment date and the date when the stock option is qualified for vesting ( $\tau$ ): Three years

(13.4) Period between the allotment date and the expiration date of the option period ( $T$ ): Five years

(13.5) Fluctuation of stock prices ( $\sigma$ ): The fluctuation rate which is calculated based on the closing price of normal trading of shares of common stock of Renesas on the Tokyo Stock Exchange on the last trading day of each week during the period which has the same length as the period provided for in (13.4) above and ends on the issuance date of the options.

(13.6) Interest rate without risks ( $r$ ): The yields of the Japanese government bonds on the allotment date whose number of remaining years is equivalent to the period provided for in (13.4) above.

(13.7) Dividend yield ( $q$ ): The amount of dividend per share (the actual amount of dividends paid during the fiscal year ended on December 31, 2016) divided by the stock price provided for in (13.2) above.

(Note) The amount calculated in accordance with the above formula is the fair value of the stock options, thereby is not applicable to the issue of stock acquisition rights with specially favorable terms.

(14) Allotment date of the stock options: April 3, 2017 (Japan Standard Time)

(15) Certificates for the stock options:

Renesas will not issue certificates for the stock options.

(Note) If it becomes necessary to deem an alternate reading of a term contained in the provisions of these Terms and Conditions, make a correction to comply with applicable laws and ordinances or take other such measures, Renesas may take reasonably necessary

measures by amending the provisions of these Terms and Conditions or adopting other methods as Renesas deems appropriate in accordance with the laws and ordinances, and the purpose of the stock options.

(Note) The issuance of the stock options shall not be made unless and until a requisite registration relating to such issuance under the Financial Instruments and Exchange Act of Japan comes into effect.

## 2. Regarding "Renesas Electronics Corporation Stock Options for FY2017 (Series No.2)"

(1) Name of the stock options: "Renesas Electronics Corporation Stock Options for FY2017 (Series No.2)"

(2) Number of the stock options granted and number of eligible persons:

Renesas will grant 41,968 stock options to three corporate officers of Renesas and 16 directors (excluding outside directors) and 693 employees of Renesas subsidiaries located outside Japan.

(3) Total number of the stock options: 41,968

However, the total number of the stock options described above is the expected number of stock options to be allotted. If the total number of stock options to be allotted decreases due to a lack of applications for subscription or for other reasons, the total number of stock options to be allotted will be the total number of stock options to be issued.

(4) Class and number of shares to be acquired upon exercise of the stock options:

The class of shares to be acquired upon exercise of the stock options shall be shares of common stock of Renesas, 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.

However, in the case of a stock split (including gratuitous allotment of shares of common stock of Renesas; the same applies hereinafter) or stock consolidation of shares of common stock of Renesas by Renesas 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, Renesas 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, Renesas 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.

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

The contribution to be made upon exercise of the stock options will be made for cash, and the amount of the assets to be contributed upon exercise of each stock option shall be obtained by multiplying one Japanese yen, which is the amount per share to be delivered upon exercise of such stock option, by the Number of Shares to be Granted.

(6) Exercise period for stock options:

The exercise period shall be the period beginning April 4, 2017 and ending April 3, 2027.

(Note) However, Renesas and the Stock Option Holders are scheduled to enter into a stock options allotment agreement with the following terms and conditions.

The Stock Option Holder may exercise the Stock Options in accordance with the following exercise conditions only during the period from April 4, 2017 (Japan Standard Time) to April 2, 2022 (Japan Standard Time) (the “Exercisable Period”). The Stock Option Holder may not exercise the Stock Options on or after April 3, 2022 (Japan Standard Time):

The Stock Option Holder may not exercise the Stock Options during the period for which the Stock Option Holder resides in a country other than the country separately designated by Renesas as the country in which the Stock Option Holder was considered to continue to work at the commencement of its services or employment (in the case of secondment, Renesas will determine such country based on the assignor company) (the “Country of Original Employment”). In this case, if the Exercisable Period has already elapsed or the Exercisable Period is to expire in less than one year at the time when the Stock Option Holder regains its residence in the Country of Original Employment, the Stock Option Holder may exercise the Stock Options that could have been exercised during the period for which the Stock Option Holder resided in a country other than the Country of Original Employment if the Stock Option Holder had resided in the Country of Original Employment and that have not been

exercised, within the period of one year from such time; provided, however, that the Stock Option Holder shall exercise the Stock Options only during the above-mentioned period and the Stock Option Holder shall reside in the Country of Original Employment at the time of such exercise; provided, further, that this Item (6) shall not apply if the Stock Option Holder loses its Exercise Qualification as a result of retirement or resignation.

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

(7.1) The amount of stated capital 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 stated capital, 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.

(7.2) The amount of capital reserve 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 stated capital to be increased described in (7.1) above from the maximum amount of increase of stated capital, etc. described in (7.1) above.

(8) Restrictions on assignments of the stock options:

Assignments of the stock require the approval by resolution of the Renesas' Board of Directors.

(9) Call options pertaining to the stock options:

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

- (i) proposal for approval of a merger agreement providing that Renesas be dissolved;
- (ii) proposal for approval of a company split agreement or company split plan providing that Renesas be split;
- (iii) proposal for approval of a share exchange agreement or share transfer plan providing that Renesas become a wholly-owned subsidiary;
- (iv) proposal for approval of Renesas 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 Renesas, the acquisition of such shares through transfer requires Renesas' 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 Renesas' approval, or a provision that Renesas 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.

(9.2) If the stock option holder is unable to exercise its stock options pursuant to the provisions of Paragraph (12) below, Renesas may acquire the stock options held by such stock option holder at no cost on the date separately designated by the board of directors of Renesas.

(10) Matters relating to delivery of the stock options upon reorganization:

If Renesas conducts a merger (limited to where Renesas is to be dissolved as a result of the merger), absorption-type company split or incorporation-type company split (limited to where Renesas 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 Renesas 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.

(10.1) 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.

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

Common stock of the Reorganized Company

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

This will be determined in accordance with Paragraph (4) above after considering the terms and conditions of the Reorganization, etc.

(10.4) 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 (10.3) above.

(10.5) 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 Paragraph (6) 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 Paragraph (6) above in which the stock options are exercisable.

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

This will be determined in accordance with Paragraph (7) above.

(10.7) 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.

(10.8) Call options pertaining to the stock options:

This will be determined in accordance with Paragraph (9) above.

(10.9) Other conditions of exercise of the stock options:

This will be determined in accordance with Paragraph (12) below.

(11) Handling of Fraction Less Than One Share Arising upon Exercise of the Stock Options

With respect to the number of shares to be delivered to the stock option holders who exercise their stock options, any fraction less than one share will be rounded down to the nearest whole share.

(12) Other conditions of exercise of the stock options

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

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

(12.3) Notwithstanding (12.1) and (12.2) above, if the stock option holder loses its Exercise Qualification (other than loss due to death), the stock option holder may exercise its stock options only within the period of 13 months after the immediate following day of the day of loss of the Exercise Qualification (only if during the period set out in Paragraph (6) above).

(12.4) Notwithstanding (12.1) and (12.2) 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 Paragraph (6) above). If the Rights Successor dies, the heirs of the Rights Successor may not further succeed to the stock options.

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

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

(13) Amount of payment in exchange for the stock options:

No monetary payment is required in exchange for stock options.

(Note) The said stock options are granted as compensation for performance of duties and are not advantageous issue.

(14) Allotment date of the stock options: April 3, 2017 (Japan Standard Time)

(15) Certificates for the stock options:

Renesas will not issue certificates for the stock options.

(Note) If it becomes necessary to deem an alternate reading of a term contained in the provisions of these Terms and Conditions, make a correction to comply with applicable laws and ordinances or take other such measures, Renesas may take reasonably necessary measures by amending the provisions of these Terms and Conditions or adopting other methods as Renesas deems appropriate in accordance with the laws and ordinances, and the purpose of the stock options.

(Note) The issuance of the stock options shall not be made unless and until a requisite registration relating to such issuance under the Financial Instruments and Exchange Act of Japan comes into effect.

### **About Renesas Electronics Corporation**

Renesas Electronics Corporation (TSE: 6723), the world's number one supplier of microcontrollers, is a premier supplier of advanced semiconductor solutions including microcontrollers, SoC solutions and a broad range of analog and power devices. Business operations began as Renesas Electronics in April 2010 through the integration of NEC Electronics Corporation (TSE:6723) and Renesas Technology Corp., with operations spanning research, development, design and manufacturing for a wide range of applications.



Headquartered in Japan, Renesas Electronics has subsidiaries in 20 countries worldwide.  
More information can be found at [www.renesas.com](http://www.renesas.com).

### **Forward-Looking Statements**

The statements in this press release with respect to the plans, strategies and financial outlook of Renesas Electronics and its consolidated subsidiaries (collectively “we”) are forward-looking statements involving risks and uncertainties. We caution you in advance that actual results may differ materially from such forward-looking statements due to several important factors including, but not limited to, general economic conditions in our markets, which are primarily Japan, North America, Asia, and Europe; demand for, and competitive pricing pressure on, products and services in the marketplace; ability to continue to win acceptance of products and services in these highly competitive markets; and fluctuations in currency exchange rates, particularly between the yen and the U.S. dollar. Amongst other factors, downturn of the world economy; deteriorating financial conditions in world markets, or deterioration in domestic and overseas stock markets may cause actual results to differ from the projected results forecast.

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