
Notice Regarding Issuance of Stock Acquisition Rights as Stock Options

TOKYO, Japan, November 26, 2019— Renesas Electronics Corporation (“Renesas”, TSE: 6723), a premier supplier of advanced semiconductor solutions, today announced that a decision has been made at the resolution of the Board of Directors on November 26, 2019, regarding certain subscription items for stock acquisition rights to be issued as stock options for employees of Renesas’ subsidiaries residing outside Japan. Renesas has also determined items regarding taking applications for persons who will receive these stock options. The terms and conditions are as outlined below.

[Outline of Resolutions]

1. For employees of Renesas’ subsidiaries residing outside Japan, Renesas will accept the application from a person who will receive the "Renesas Electronics Corporation Stock Options for FY2019 (Series No.13)", and will grant those stock options on December 25, 2019 (Japan Standard Time).

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

By issuing such stock options to members comprising of one corporate officer and employees of Renesas and its subsidiaries, Renesas will be able to retain excellent talents as well as to have them share the advantages and risks of rises and falls in the value of Renesas shares with all the shareholders. Therefore, the stock options encourage them to contribute to increasing the share price and the enterprise value, which will ultimately lead to improving the corporate value of the Renesas Group.

II. Details of the stock options to be granted

1. Regarding "Renesas Electronics Corporation Stock Options for FY2019 (Series No.13)"

(1) Name of the stock options: "Renesas Electronics Corporation Stock Options for FY2019 (Series No.13)"

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

Renesas will grant 2,048 stock options to 15 employees of Renesas’ subsidiaries residing outside Japan.

(3) Total number of the stock options: 2,048

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 December 26, 2019 (Japan Standard Time) and ending December 25, 2029 (Japan Standard Time).

(Note) However, Renesas and the stock option holder 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 December 26, 2019 (Japan Standard Time) to December 24, 2024 (Japan Standard Time) (the "Exercisable Period"). The Stock Option Holder may not exercise the Stock Options on or after December 25, 2024 (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 exercise period set out above and the Stock Option Holder shall reside in the Country of Original Employment at the time of such exercise; provided, further, that this provision 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 options 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 shall be in the position of director, executive officer, auditor, corporate officer or employee of Renesas or its subsidiaries (the "Exercise Qualification") at the time of exercise of the stock options

(12.2) Notwithstanding (12.1) 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).

(12.3) Notwithstanding (12.1) 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.

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

(12.5) 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.

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.

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

(14) Allotment date of the stock options: December 25, 2019 (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.

About Renesas Electronics Corporation

Renesas Electronics Corporation ([TSE: 6723](#)) delivers trusted embedded design innovation with complete semiconductor solutions that enable billions of connected, intelligent devices to enhance the way people work and live. A [global](#) leader in microcontrollers, analog, power, and SoC products, Renesas provides comprehensive solutions for a broad range of automotive, industrial, home electronics, office automation, and information communication technology applications that help shape a limitless future. Learn more at [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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