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**Renesas Electronics Reaches a Definitive Agreement  
to Transfer its Subsidiaries' Back-End Facilities and Others to J-Devices**

**TOKYO, Japan, March 19, 2013** - Renesas Electronics Corporation (TSE:6723, "Renesas"), a premier supplier of advanced semiconductor solutions, today announced that Renesas and J-Devices Corporation ("J-Devices") signed a definitive agreement ("DA") to transfer Renesas subsidiaries' back-end facilities and others to J-Devices following a Memorandum of Understanding which was announced on January 30, 2013 in the news release "*Renesas Electronics and J-Devices Sign Memorandum of Understanding on Transfer of Back-End Facilities*".

In this transfer, Renesas defines its wholly owned subsidiaries, Renesas Northern Japan Semiconductor, Inc. ("Renesas Northern Japan"), Renesas Kansai Semiconductor Co., Ltd. ("SKS"), Renesas Kyushu Semiconductor Corp. ("Renesas Kyushu") and Renesas Northern Japan's wholly owned subsidiary, Hokkai Electronics Co., Ltd. ("Hokkai Electronics") as "splitting companies in absorption-type split". Through an absorption-type corporate split ("the corporate split") Renesas will transfer assets, debts, other rights and obligations related to partial back-end production business of the splitting companies in absorption-type split (back-end production business of the Hakodate Factory of Renesas Northern Japan and the Fukui Factory of SKS, back-end production business and contract manufacturing service of the Kumamoto Factory of Renesas Kyushu, and production support business of Hokkai Electronics: referred to collectively below as "the business to be transferred") to a wholly owned subsidiary that Renesas will newly establish. Then Renesas will transfer all issued shares of the subsidiary to J-Devices (This transfer is referred to below as "the transfer").

The DA aims at building a long-term, mutually beneficial relationship between Renesas and J-Devices as strategic partners in the semiconductor production business. With today's agreement as the basis, the two companies intend to complete the transfer on June 1, 2013.

I. Purpose of the Corporate Split and the Transfer

As announced on July 3, 2012, in "*Renesas Electronics Announces the Direction of Various Measures to Establish Robust and Profitable Structure*", Renesas is proceeding with the restructuring of Renesas group production facilities in Japan in order to strengthen its revenue base. As part of this process, under a production strategy in which the back-end facilities in Japan specialize in production of high-value added products with increasing outsourcing ratio as well as production ratio at Renesas overseas sites as a result, the Yonezawa Factory of Renesas Northern Japan and the Oita Factory of Renesas Semiconductor Kyushu Yamaguchi Co., Ltd. were to be maintained and strengthened, and the business to be transferred this time were to be "considered for transfer within one year" in a process of selection and focus of business operations. Accordingly, Renesas began looking for a transfer assignee with whom it could expect to build a long-term partnership that would strengthen the competitiveness of the business to be transferred and provide

a high-quality, reliable supply of products.

On the other hand, as a company devoted to semiconductor assembly and test operations for customers, J-Devices believed it is of the utmost importance to expand the scale of its operation in order to strengthen cost competitiveness required for the further business growth.

Against this background, Renesas and J-Devices came to a common understanding, and reached the DA regarding the business to be transferred to J-Devices on June 1, 2013.

The Renesas products, which are related to the business to be transferred, will continue to be supplied by Renesas to customers with the quality, delivery schedules, service equal to or better than before even after the transfer.

As previously mentioned, Renesas will transfer assets, debts, other rights and obligations related to the business to be transferred to a wholly owned subsidiary that Renesas will newly establish. Then Renesas will transfer all issued shares of the subsidiary to J-Devices. The overview of the subsidiary is as follows.

## II. Establishment of the Subsidiary

### 1. Purpose of the Establishment of the Subsidiary (Successor Company in Absorption-Type Split)

As part of the transfer, Renesas intends to integrate the business to be transferred into Renesas J Semiconductor Corporation (“successor company in absorption-type split”), which Renesas will newly establish as its wholly owned subsidiary.

### 2. Overview of the Subsidiary to be Established in April 2012 as a Successor Company in Absorption-Type Split

Company Name	Renesas J Semiconductor Corporation
Location	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan
Representative	Akira Furuki, Representative Director and President
Major Operations	Research, development, design, manufacture and sale of electronic products
Capital	1 million yen

## III. The Corporate Split

### 1. Outline of the Corporate Split

#### (1) Timeline for the Corporate Split

Approval of the splitting companies in absorption-type split for the corporate split agreement:

April 2013 (planned)

Approval of the successor company in absorption-type split for the corporate split agreement:

April 2013 (planned)

Signing of the corporate split agreement: April 2013 (planned)

Approval of shareholders' meetings of the splitting companies in absorption-type split for the corporate split: May 2013 (planned)

Approval of shareholders' meeting of the successor company in absorption-type split for the corporate split: May 2013 (planned)

Effective date of the corporate split: June 1, 2013 (planned)

(2) Method of the Corporate Split

Renesas Northern Japan, SKS, Renesas Kyushu and Hokkai Electronics will be the splitting companies in absorption-type split and Renesas J Semiconductor Corporation will be the successor company in absorption-type split.

(3) Share Allocation in Accordance with the Corporate Split

<Corporate split of Renesas Kyushu>

Upon the corporate split, the successor company in absorption-type split will issue 3,000 common stocks and will allocate all of them to Renesas Kyushu, a splitting company in absorption-type split. In addition, Renesas Kyushu will allocate all the shares as dividend of surplus to its wholly owning parent company, Renesas.

<Corporate split of other three companies (Renesas Northern Japan, SKS, and Hokkai Electronics) >

Upon the corporate split, allocation of shares, cash and other property is not scheduled.

(4) Share Subscription Rights and Bonds with Share Subscription Rights

The splitting companies in absorption-type split have not issued share subscription rights and bonds with share subscription rights.

(5) Increase and Decrease in Capital Resulting from the Corporate Split

Capital of the splitting companies in absorption-type split will not be changed following the corporate split while capital of the successor company in absorption-type split will be increased by 300 million yen resulting from the corporate split of Renesas Kyushu.

(6) Rights and Obligations Transferred to the Successor Company

The successor company in absorption-type split will acquire assets, debts, other rights and obligations of the business to be transferred on the effective date of the corporation split based on the corporate split agreement with the splitting companies in absorption-type split. The transfer will be undertaken with the method of noncumulative taking of obligation.

(7) Ability to Fulfill Obligations

Renesas concludes that both the splitting companies and the successor company in absorption-type split shall have abilities to fulfill all their debt obligations on and after the effective date of the corporate split.

## 2. Overview of the Splitting Companies and the Successor Company

	Splitting Company 1	Successor Company	
(1) Company Name	Renesas Northern Japan Semiconductor, Inc.	Renesas J Semiconductor Corporation	
(2) Location	145, Aza-Nakajima, Nanae-cho, Kameda-gun, Hokkaido, 041-1196, Japan	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan	
(3) Representative	Kosuke Tanaka, Representative Director and President	Akira Furuiki, Representative Director and President	
(4) Major Operations	Research, development, design, manufacture and sale of semiconductor and IC products	Research, development, design, manufacture and sale of electronic products	
(5) Capital	2,550 million yen	1 million yen	
(6) Established	May 30, 1970	April, 2013 (planned)	
(7) Number of Shares Issued	6,648,000	—	
(8) Fiscal Term	March 31	March 31	
(9) Employees	—	—	
(10) Main Client	—	—	
(11) Main Bank	—	—	
(12) Major Shareholders and Equity Ratio	Renesas Electronics Corporation 100%	Renesas Electronics Corporation 100%	
(13) The financial results and financial position of the splitting company for the past three years			
Accounting Period	Fiscal year ended March 2010	Fiscal year ended March 2011	Fiscal year ended March 2012
Net Asset	9,380 million yen	9,827 million yen	8,031 million yen
Total Asset	31,335 million yen	30,421 million yen	31,117 million yen
Net Asset Per Share	1,410.88 yen	1,478.16 yen	1,208.06 yen
Net Sales	44,318 million yen	48,562 million yen	41,536 million yen
Operating Income	1,162 million yen	2,143 million yen	-814 million yen
Ordinary Income	1,043 million yen	2,064 million yen	-885 million yen
Net Income	1,901 million yen	447 million yen	-1,796 million yen
Net Income Per Share	285.94 yen	67.27 yen	-270.09 yen
Dividends Per Share	—	—	—

	Splitting Company 2	Successor Company
(1) Company Name	Renesas Kansai	Renesas J Semiconductor

	Semiconductor Co., Ltd.	Corporation
(2) Location	2-9-1 Seiran, Otsu-shi, Shiga 520-8555, Japan	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan
(3) Representative	Yasuhiro Funakoshi, Representative Director and President	Akira Furuki, Representative Director and President
(4) Major Operations	Research, development, design, manufacture and sale of semiconductor and IC products	Research, development, design, manufacture and sale of electronic products
(5) Capital	1,000 million yen	1 million yen
(6) Established	July 1, 1983	April, 2013 (planned)
(7) Number of Shares Issued	20,000	—
(8) Fiscal Term	March 31	March 31
(9) Employees	—	—
(10) Main Client	—	—
(11) Main Bank	—	—
(12) Major Shareholders and Equity Ratio	Renesas Electronics Corporation 100%	Renesas Electronics Corporation 100%

(13) The financial results and financial position of the splitting company for the past three years

Accounting Period	Fiscal year ended March 2010	Fiscal year ended March 2011	Fiscal year ended March 2012
Net Asset	1,871 million yen	1,866 million yen	560 million yen
Total Asset	56,987 million yen	53,309 million yen	45,524 million yen
Net Asset Per Share	93,555.32 yen	93,312.14 yen	28,016.53 yen
Net Sales	85,991 million yen	68,065 million yen	55,121 million yen
Operating Income	7,641 million yen	1,547 million yen	582 million yen
Ordinary Income	6,540 million yen	184 million yen	-639 million yen
Net Income	3,584 million yen	-3.7 million yen	-1,307 million yen
Net Income Per Share	179,219.92 yen	-185.74 yen	-65,325.00 yen
Dividends Per Share	—	—	—

	Splitting Company 3	Successor Company
(1) Company Name	Renesas Kyushu Semiconductor Corp.	Renesas J Semiconductor Corporation
(2) Location	272-10, Oaza-Takaono, Ozu-machi, Kikuchi-gun, Kumamoto, 869-1232, Japan	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan

(3)	Representative Director	Akira Furuki, Representative Director and President	Akira Furuki, Representative Director and President	
(4)	Major Operations	Research, development, design, manufacture and sale of semiconductor and IC products	Research, development, design, manufacture and sale of electronic products	
(5)	Capital	500 million yen	1 million yen	
(6)	Established	August 1, 1991	April, 2013 (planned)	
(7)	Number of Shares Issued	7,000	—	
(8)	Fiscal Term	March 31	March 31	
(9)	Employees	—	—	
(10)	Main Client	—	—	
(11)	Main Bank	—	—	
(12)	Major Shareholders and Equity Ratio	Renesas Electronics Corporation 100%	Renesas Electronics Corporation 100%	
(13)	The financial results and financial position of the splitting company for the past three years			
	Accounting Period	Fiscal year ended March 2010	Fiscal year ended March 2011	Fiscal year ended March 2012
	Net Asset	1,494 million yen	1,747 million yen	1,124 million yen
	Total Asset	20,863 million yen	22,012 million yen	18,232 million yen
	Net Asset Per Share	213,396.76 yen	249,618.47 yen	160,634.74 yen
	Net Sales	31,506 million yen	30,890 million yen	24,791 million yen
	Operating Income	471 million yen	572 million yen	-348 million yen
	Ordinary Income	367 million yen	468 million yen	-493 million yen
	Net Income	241 million yen	253 million yen	-623 million yen
	Net Income Per Share	34,447.75 yen	36,221.71 yen	-88,983.73 yen
	Dividends Per Share	—	—	—

	Splitting Company 4	Successor Company	
(1)	Company Name	Hokkai Electronics Co., Ltd.	Renesas J Semiconductor Corporation
(2)	Location	289-12, Higashi-cho, Yakumo-cho, Futami-gun, Hokkaido, 049-3102, Japan	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan
(3)	Representative	Keiichi Nakamura, Representative Director and President	Akira Furuki, Representative Director and President
(4)	Major Operations	Manufacture and sale of IC	Research, development, design,

	products	manufacture and sale of electronic products	
(5)	Capital	20 million yen	1 million yen
(6)	Established	November 2, 1978	April, 2013 (planned)
(7)	Number of Shares Issued	400	—
(8)	Fiscal Term	March 31	March 31
(9)	Employees	—	—
(10)	Main Client	—	—
(11)	Main Bank	—	—
(12)	Major Shareholders and Equity Ratio	Renesas Northern Japan Semiconductor, Inc. 100%	Renesas Electronics Corporation 100%
(13)	The financial results and financial position of the splitting company for the past three years		
Accounting Period	Fiscal year ended March 2010	Fiscal year ended March 2011	Fiscal year ended March 2012
Net Asset	62 million yen	70 million yen	75 million yen
Total Asset	215 million yen	210 million yen	198 million yen
Net Asset Per Share	156,517.50 yen	175,405.00 yen	188,185.00 yen
Net Sales	308 million yen	310 million yen	262 million yen
Operating Income	13 million yen	20 million yen	18 million yen
Ordinary Income	16 million yen	20 million yen	16 million yen
Net Income	3 million yen	7 million yen	5 million yen
Net Income Per Share	8,139.99 yen	18,888.64 yen	12,779.84 yen
Dividends Per Share	—	—	—

### 3. Overview of the Business to be Carved out through the Corporate Split

#### (1) Business to be Carved out

Hakodate Factory of Renesas Northern Japan: Semiconductor back-end production business

Fukui Factory of SKS: Semiconductor back-end production business

Kumamoto Factory of Renesas Kyushu: Semiconductor back-end production business and contract manufacturing service

Hokkai Electronics: Support business of semiconductor back-end production

#### (2) Financial Results of Divisions to be Carved out

##### A. Hakodate Factory of Renesas Northern Japan

	Fiscal year ended March 2011	Fiscal year ended March 2012
Sales*	25,782 million yen	30,960 million yen

##### B. Fukui Factory of SKS

	Fiscal year ended March 2011	Fiscal year ended March 2012
Sales*	35,017 million yen	25,422 million yen

C. Kumamoto Factory of Renesas Kyushu

	Fiscal year ended March 2011	Fiscal year ended March 2012
Sales*	50,208 million yen	56,293 million yen

D. Hokkai Electronics

	Fiscal year ended March 2011	Fiscal year ended March 2012
Sales*	310 million yen	262 million yen

\*Above sales include the value of chips and others which Renesas provides to each splitting company for profit.

(3) List of Assets and Liabilities to be Carved out and their Book Values (As of March 31, 2012)

A. Hakodate Factory of Renesas Northern Japan

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	624 million yen	Current Liabilities	6 million yen
Fixed Assets	4,195 million yen	Fixed Liabilities	3 million yen
Total	4,819 million yen	Total	9 million yen

B. Fukui Factory of SKS

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	1,213 million yen	Current Liabilities	1 million yen
Fixed Assets	4,869 million yen	Fixed Liabilities	0 million yen
Total	6,082 million yen	Total	1 million yen

C. Kumamoto Factory of Renesas Kyushu

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	1,909 million yen	Current Liabilities	0 million yen
Fixed Assets	9,911 million yen	Fixed Liabilities	44 million yen
Total	11,820 million yen	Total	44 million yen

D. Hokkai Electronics

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	0 million yen	Current Liabilities	0 million yen
Fixed Assets	2 million yen	Fixed Liabilities	0 million yen
Total	2 million yen	Total	0 million yen

\* After March 31, 2012, the splitting companies had 7 billion yen of fixed liability of which Renesas becomes the creditor. 7 billion of fixed liability has the equivalent effect as the future



payment for the transferred company.

#### 4. Status of the Splitting Companies and the Successor Company Following the Corporate Split

##### (1) Status of the Splitting Companies

There will be no changes to company names, major operations, capital and fiscal terms of the splitting companies (Renesas Northern Japan, SKS, Renesas Kyushu and Hokkai Electronics) following the corporate split. Representatives and locations of the companies are subject to change.

##### (2) Status of the Successor Company (Planned to be Established in April 2013)

Company Name* <sup>1</sup>	Renesas J Semiconductor Corporation
Location* <sup>1</sup>	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan
Representative	Akira Furuki, Representative Director and President
Major Operations	Research, development, design, manufacture and sale of electronic products
Capital* <sup>2</sup>	301 million yen
Fiscal Term	March 31
Net Asset	Not fixed yet at the moment
Total Asset	Not fixed yet at the moment

Note 1: The successor company's name and location will be changed on the effective date of the transfer. (The name is scheduled to change to J-Devices Semiconductor Corporation.)

Note 2: The successor company's capital will be increased by 300 million yen following the corporate split.

#### 5. Financial Outlook

The splitting companies and the successor company in absorption-type split are wholly owned subsidiaries of Renesas, thereby there will be no impact to Renesas' consolidated financial results.

#### IV. The Transfer

##### 1. Purpose of the Transfer

Please refer to "*I. Purpose of the Corporate Split and the Transfer*". The transfer will be completed on condition that the corporate split, which was previously mentioned in "*III. The Corporate Split*", will be come into force.

##### 2. Overview of a Subsidiary (Renesas J Semiconductor Corporation) to be Transferred

(1) Company Name* <sup>1</sup>	Renesas J Semiconductor Corporation
(2) Location* <sup>1</sup>	2-6-2, Ote-machi, Chiyoda-ku, Tokyo 100-0004, Japan

(3) Representative* <sup>1</sup>	Akira Furuki, Representative Director and President		
(4) Major Operations	Research, development, design, manufacture and sale of electronic products		
(5) Capital* <sup>2</sup>	301 million yen		
(6) Established	April 2013 (planned)		
(7) Major Shareholders and Equity Ratio	Renesas Electronics Corporation 100%		
(8) Relationships between Related Parties	Capital Relationships	This company will be a Renesas' wholly owned consolidated subsidiary to be established in April 2013.	
	Personnel Relationships	There is no personnel relationship between Renesas and this company required to be referred to herein. A representative director of Renesas Kyushu, a Renesas subsidiary, will concurrently serve as a representative director of this company.	
	Business Relationships	There is no business relationship between Renesas and this company required to be referred to herein.	
(9) The financial results and financial position of the company for the past three years* <sup>3</sup>			
Accounting Period	Fiscal year ended March 2012	Fiscal year ended March 2011	Fiscal year ended March 2010
Net Asset	—	—	—
Total Asset	—	—	—
Net Asset Per Share	—	—	—
Net Sales	—	—	—
Operating Income	—	—	—
Ordinary Income	—	—	—
Net Income	—	—	—
Net Income Per Share	—	—	—
Dividends Per Share	—	—	—

Note 1: The company's name, location and representative will be changed on the effective date of the transfer. (The name is scheduled to change to J-Devices Semiconductor Corporation.)

Note 2: The company's capital will be increased by 300 million yen following the corporate split.

Note 3: Since the company is planned to be established in April 2013, no financial results and financial position for the past three years are available.

### 3. Overview of the Transferee

(1) Company Name	J-Devices Corporation
(2) Location	1913-2 Fukura, Usuki-shi, Oita, Japan

(3) Representative	CEO: Yoshifumi Nakaya	
(4) Major Operations	Back-end manufacturing of semiconductor devices (Wafer test, Assembly and Final test)	
(5) Capital	1.77 billion yen	
(6) Established	November 6, 1970	
(7) Net Asset	7.3 billion yen	
(8) Total Asset	27.4 billion yen	
(9) Major Shareholders and Equity Ratio	Yoshifumi Nakaya, etc.* <sup>1</sup> 60.0% Amkor Technology Inc. 30.0% Toshiba Corporation 10.0%	
(10) Relationships between Related Parties	Capital Relationships	There is no capital relationship between Renesas and J-Devices required to be referred to herein. There is no capital relationship between affiliates of Renesas and J-Devices required to be referred to herein.
	Personnel Relationships	There is no personnel relationship between Renesas and J-Devices required to be referred to herein. There is no personnel relationship between affiliates of Renesas and J-Devices required to be referred to herein.
	Business Relationships	There is no business relationship between Renesas and J-Devices required to be referred to herein. There is no business relationship between affiliates of Renesas and J-Devices required to be referred to herein.
	Status of Related Parties	Renesas is not deemed to be a related party of J-Devices. Affiliates of Renesas are not deemed to be a related party of affiliates of J-Devices.

Note 1: Existing shareholders who invested before the capital injection from Amkor Technology Inc.

#### 4. Number of Shares to be Transferred, Transfer Price, and Status of Shares after the Transfer

(1) Shares before the Transfer	3,010 (Number of voting rights: 3,010) (Ratio of voting rights: 100%)
(2) Shares to be Transferred	3,010 (Number of voting rights: 3,010)
(3) Transfer Price	4.8 billion yen (Value of common stocks of the successor company)  Note: After March 31, 2012, the splitting companies had 7 billion yen

	of fixed liability of which Renesas becomes the creditor. 7 billion of fixed liability has the equivalent effect as the future payment for the transferred company.
(4) Shares after the Transfer	0 (Number of voting rights: 0) (Ratio of voting rights: 0%)

#### 5. Timeline for the Transfer

Approval of Board of the Directors for the share transfer agreement: March 19, 2013

Signing of the share transfer agreement: March 19, 2013

Date of the share transfer: June 1, 2013 (planned)

#### 6. Financial Outlook

Renesas recorded 7 billion yen impairment loss from reduced book values of tangible and intangible fixed assets and others related to the business to be transferred in the third quarter of the fiscal year ending March 31, 2013. Thus the impact from the transfer is already counted into Renesas' financial forecasts for the fiscal year ending March 31, 2013.

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#### About Renesas Electronics Corporation

Renesas Electronics Corporation (TSE: 6723), the world's number one supplier of microcontrollers, is a premiere 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).

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