

For immediate release

May 11, 2009

Name of the Company: MegaChips Corporation  
Representative: Yukihiro Ukai  
President and Representative  
Director  
(Code No. 6875, the First Section of the Tokyo Stock Exchange)  
Person to contact: Shigeki Matsuoka  
Executive Vice President,  
General manager of Administrative  
headquarters  
(TEL +81-6-6399-2884)

### **Notice Concerning Amendments to Articles of Incorporation**

MegaChips Corporation announces that a meeting of its Board of Directors held today resolved to propose partial amendments to the Articles of Incorporation as follows as an agenda item for the 19<sup>th</sup> Ordinary General Meeting of Shareholders to be held on June 24, 2009.

#### 1. Reasons for amendments

- (1) Amendments to reflect introduction of book-entry transfer system for stocks (share certificate dematerialization)

With the enforcement of Law Amending the Partial Revision of the Commercial Code Concerning Book-Entry Transfer of Corporate Securities for Rationalization of Settlements Related to the Trading of Equities, (Law No. 88 of 2004; hereinafter the “Settlement Rationalization Law”), the Company shall make the necessary amendments to its Articles of Incorporation, including the deletion of articles that are no longer necessary, such as those concerning share certificates, beneficial shareholders and the register of beneficial shareholders. In addition, the Company will establish the necessary provisions concerning the register of lost share certificates as Supplementary Provisions, because the register of lost share certificates must be prepared and kept for one year reckoned from the day following the day of enforcement of the Settlement Rationalization Law.

Pursuant to the provisions of Article 6, Paragraph 1 of the Supplementary Provisions to the Settlement Rationalization Law, the resolution on amendments to the Articles of Incorporation abolishing the provision of Article 7 of the existing Articles of Incorporation (Issuance of Share Certificates) shall be deemed as having been approved with effect January 5, 2009, which is the day of enforcement of the Settlement Rationalization Law.

- (2) Change of Number of Directors

The Company shall request to change the number of directors provided for in Article 20 of the existing Articles of Incorporation from seven to eight, to strengthen business systems aiming at further expansion of business and to strengthen the corporate governance system.

2. Details of Amendments (Amendments are underlined.)

| Existing Articles of Incorporation   | Proposed Amendments   |
|--|---|
| <p><u>(Issuance of Share Certificates)</u><br/> <u>Article 7</u> <u>The Company shall issue share certificates representing its shares.</u><br/> <u>(2) Notwithstanding the provision of the preceding paragraph, the Company may opt not to issue any share certificates for shares constituting less than one full unit.</u></p> <p>(Request for Sale of Shares Constituting Less than One Full Unit)<br/> <u>Article 8</u> A shareholder <u>(including a beneficial shareholder; the same applies hereinafter)</u> holding shares constituting less than one full unit may request the Company to sell to the shareholder such number of shares that will, when aggregated with the shares constituting less than one full unit, constitute one full unit of stock (hereinafter “additional purchase”).</p>   | <p>(Deleted)</p> <p>(Request for Sale of Shares Constituting Less than One Full Unit)<br/> <u>Article 7</u> A shareholder holding shares constituting less than one full unit may request the Company to sell to the shareholder such number of shares that will, when aggregated with the shares constituting less than one full unit, constitute one full unit of stock (hereinafter “additional purchase”).</p>  |
| <p>(Rights Vested in Shares Constituting Less Than One Full Unit)<br/> <u>Article 9</u> (Omitted)</p> <p>(Administrator of the Register of Shareholders)<br/> <u>Article 10</u> The Company shall have an administrator of the register of shareholders.<br/> (2) The administrator of the register of shareholders and its handling office shall be designated by a resolution of the Board of Directors and published in a public notice.<br/> (3) The register of shareholders <u>(including the register of beneficial shareholders; hereinafter the same), the register of lost share certificates</u> and the register of share purchase warrants of the Company shall be kept at the handling office of the administrator of the register of shareholders. Business pertaining to shares and share purchase warrants, such as listing and recording in the register of shareholders, <u>the register of lost share certificates</u> and the register of share purchase warrants, <u>and the purchase and additional purchase of shares constituting less than one full unit</u>, shall be delegated to the administrator of the register of shareholders and shall not be handled by the Company.</p> <p>(Share Handling Regulations)<br/> <u>Article 11</u> <u>The denominations of the share certificates issued by the Company, as well as</u> the handling of shares and share purchase warrants, including listing and</p> | <p>(Rights Vested in Shares Constituting Less Than One Full Unit)<br/> <u>Article 8</u> (Unchanged)</p> <p>(Administrator of the Register of Shareholders)<br/> <u>Article 9</u> The Company shall have an administrator of the register of shareholders.<br/> (2) The administrator of the register of shareholders and its handling office shall be designated by a resolution of the Board of Directors and published in a public notice.<br/> (3) The register of shareholders and the register of share purchase warrants of the Company shall be kept at the handling office of the administrator of the register of shareholders. Business pertaining to shares and share purchase warrants, such as listing and recording in the register of shareholders and the register of share purchase warrants, shall be delegated to the administrator of the register of shareholders and shall not be handled by the Company.</p> <p>(Share Handling Regulations)<br/> <u>Article 10</u> The handling of shares and share purchase warrants, including listing and recording in the register of shareholders and the register of share purchase warrants.</p> |

| Existing Articles of Incorporation   | Proposed Amendments  |
|--|--|
| <p>recording in the register of shareholders, <u>the register of lost share certificates</u> and the register of share purchase warrants, and the purchase and additional purchase of shares constituting less than one full unit, procedures, etc. for the exercise of rights by shareholders and handling charges shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Share Handling Regulations determined by the Board of Directors.</p> <p>Article <u>12</u> - Article <u>19</u> (Omitted)<br/>(Number of Directors)<br/>Article <u>20</u> The Company shall have up to <u>seven (7)</u> Directors.</p> <p>Article <u>21</u> - Article <u>51</u> (Omitted)<br/>(Newly Enacted)</p> | <p>and the purchase and additional purchase of shares constituting less than one full unit, procedures, etc. for the exercise of rights by shareholders and handling charges shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Share Handling Regulations determined by the Board of Directors.</p> <p>Article <u>11</u> - Article <u>18</u> (Unchanged)<br/>(Number of Directors)<br/>Article <u>19</u> The Company shall have up to <u>eight (8)</u> Directors.</p> <p>Article <u>20</u> - Article <u>50</u> (Unchanged)</p> <p><u>Supplementary Provisions</u><br/><u>Article 1</u> <u>The register of lost share certificates of the Company shall be kept at the handling office of the administrator of the register of shareholders. Business relating to listing and recording in the register of lost share certificates shall be delegated to the administrator of the register of shareholders and shall not be handled by the Company.</u><br/><u>Article 2</u> <u>Listing and recording in the register of lost share certificates of the Company shall be governed by applicable laws and regulations and/or these Articles of Incorporation as well as the Share Handling Regulations determined by the Board of Directors.</u><br/><u>Article 3</u> <u>Article 1 and this Article shall be deleted with effect January 6, 2010.</u></p> |

3. Schedule

Scheduled date of the ordinary general meeting of shareholders for the purpose of the amendments to the Articles of Incorporation: June 24, 2009

Scheduled date when amendments to the Articles of Incorporation come into effect: June 24, 2009