



May 10, 2022

To all concerned parties

Listed company name ROHM Co., Ltd.
Company Isao Matsumoto, President,
Representative Chief Executive Officer
(Code: 6963 Prime Section, Tokyo Stock Exchange)
Contact Person: Hidenari Nagayoshi, Manager, Public
and Investor Relations Division
(Tel: 075-311-2121)

Notice of Partial Amendments to the Articles of Incorporation

ROHM Co., Ltd. (hereinafter the “Company”) hereby notifies that the Board of Directors today resolved to propose the following amendments to the Company’s Articles of Incorporation at the 64th Ordinary General Meeting of Shareholders to be held on June 24, 2022.

1. Reasons for the Proposal

- (1) With the enforcement of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021) and the Ministerial Order concerning General Meetings of Shareholders to be Held Without a Designated Location under the Industrial Competitiveness Enhancement Act as Amended (Order 1 of 2021 of the Ministry of Justice and the Ministry of Economy, Trade and Industry) on June 16, 2021, the Company proposes that Paragraph 2 of Article 13 of the Articles of Incorporation be added to enable the Company to hold General Meetings of Shareholders with no designated location if the Board of Directors determines that it is not in the best interest of the Shareholders to hold a General Meeting of Shareholders with a designated location in light of the outbreak of infectious diseases and the occurrence of natural disasters, among other emergencies.
- (2) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in order to prepare for the introduction of a system for electronic provision of Materials for General Meetings of Shareholders, the Company proposes to amend the Articles of Incorporation as follows:
 - The proposed Article 15, Paragraph 1 stipulates that the Company shall take measures to electronically provide information that constitutes the content of the Reference Documents for General Meetings of Shareholders, etc.
 - The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper-based materials to be delivered to Shareholders who have requested them.
 - The provisions related to the Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders (Article 15 of the current Articles of Incorporation) will be deleted as they become unnecessary.
 - In line with the addition and deletion of provisions as described above, supplementary provisions related to the effective date, etc. shall be established.
- (3) To further strengthen and enhance its business foundations, the Company proposes that a provision

that “a Chairman may concurrently serve as an Executive Director” be added to Article 21 of the current Articles of Incorporation, and further that a provision that “a Representative Director and Chairman of the Board who is authorized to represent the Company may be appointed” be added to Article 22 of the current Articles of Incorporation.

In addition, in order to permit the General Meetings of Shareholders and the Board of Directors’ meetings to be conducted more flexibly, the Company proposes that Articles 17 and 23 of the current Articles of Incorporation be amended to allow a Director designated in advance by the Board of Directors to serve as a person authorized to convene and chair the General Meetings of Shareholders and the Board of Directors’ meetings as appropriate.

3. Date of Partial Amendments to the Articles of Incorporation (the “Partial Amendments”)

Ordinary General Meeting of Shareholders to approve the Partial Amendments:

June 24, 2022 (scheduled)

Effective Date of the Partial Amendments:

June 24, 2022 (scheduled)

Note: This report is a translation of the press release of the Company prepared in accordance with the provisions set forth in the Securities and Exchange Law and its related accounting regulations. The original version of this press release is written in Japanese. In the event of any discrepancies in words, accounts, figures or the like between this press release and the original, the original Japanese version shall govern.