



[Please note that the followings including Independent Auditor's Reports and Report of Audit and Supervisory Committee are English translation of the original Japanese version, prepared only for the convenience of shareholders residing outside Japan with certain reference information excerpted from the Company's financial report for the fiscal year ended March 31, 2022. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please be advised that certain expressions in the original document for domestic voting procedures that are not applicable to the aforesaid shareholders are omitted or modified to avoid confusion. Please also be advised that this material will not facilitate your status as a registered shareholder. In order to be authorized to physically attend the ordinary general shareholders meeting, presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.]

(Securities Code: 6963)
May 26, 2022

To Our Shareholders:

ROHM Co., Ltd.
21, Saiin Mizosaki-cho,
Ukyo-ku, Kyoto, Japan
Isao Matsumoto
President

NOTICE OF THE 64TH ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

We will inform you of the 64th Ordinary General Shareholders Meeting of ROHM CO., LTD. ("the Company"). Please kindly take the necessary procedure to exercise your voting rights in connection with the following matters to be resolved. Such matters can be reviewed in the attached "REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS" on page 4 through page 18. Your vote must be received by the Company no later than Thursday June 23, 2022, 5:15 p.m. (JST).

NOTICE OF MEETING

1. Date and Time: Friday, June 24, 2022, 10:00 a.m. (Start Accepting: 9:00 a.m.)

2. Place: Hyatt Regency Kyoto 1F The Ball Room
644-2 Sanjusangendo-mawari, Higashiyama-ku, Kyoto, Japan

3. Objectives of the Meeting:

Reporting:

1. Business Report, Consolidated Financial Statements and Audit Reports on Consolidated Financial Statements from the Independent Auditor and the Audit and Supervisory Committee for the 64th Fiscal Year (from April 1, 2021 to March 31, 2022)
2. Nonconsolidated Financial Statements for the 64th Fiscal Year (from April 1, 2021 to March 31, 2022)

Resolutions:

- Proposal 1: Appropriation of Dividends of Surplus for the 64th Fiscal Year
- Proposal 2: Partial Amendment to the Articles of Incorporation
- Proposal 3: Election of Eight (8) Directors who are not Audit and Supervisory Committee Members
- Proposal 4: Determination of performance-linked restricted stock compensation for directors (excluding directors who are Audit and Supervisory Committee Members and outside directors)

Note:

- * You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Shareholders Meeting as your delegate. In such a case, a Power of Attorney will need to be submitted.
- * Please note that the meeting will be conducted in Japanese only.
- * If any changes have been made to items in the Reference Materials for the Exercise of Voting Rights, Business Report, Consolidated Financial Statements, or Nonconsolidated Financial Statements, such changes will be posted on our website. (<https://www.rohm.com/investor-relations>)

Company Mission:

Quality is our top priority at all times. Our objective is to contribute to the advancement and progress of culture through a consistent supply, under all circumstances, of high quality products in large volumes to the global market.

Our Statement:

Electronics for the Future

ROHM will continue to support the development of society and the enrichment of people's lives into the future by solving a variety of social issues with our electronics technology.

Management Vision:

We focus on power and analog solutions and solve social problems by contributing to our customers' needs for "energy savings" and "miniaturization" of their products.

To Our Shareholders (Message from the President)

On behalf of ROHM Co., Ltd., I would like to thank you for your continued support. In addition, our thoughts and prayers go out to everyone affected by the COVID-19 pandemic, and we wish their quick recovery. On the occasion of sending you a notice of invitation to the 64th Ordinary General Meeting of Shareholders, I would like to say a few words.

The global economic outlook remains uncertain amid continuing COVID-19 challenges and concerns over the international situation, among other things. Meanwhile, on the back of the increasing electrification of vehicles and increasing consumer demand for autonomous driving systems and advanced driver assistance systems, as well as the advancement of 5G technologies and digital transformation (DX), we see growing business opportunities in the electronics industry. In particular, power and analog semiconductors are increasing their importance as key devices to help achieve decarbonization. Amid increasingly higher expectations from society and customers, we at ROHM deem it our mission to solve social issues with our products and technologies, and we have been accelerating efforts to develop new products and technologies and to ensure the stable supply of our products and environmentally friendly "Monozukuri (Manufacturing)".

I am pleased to report that our business performance has been strong over the period, achieving our long-cherished desire of beating our all-time sales record, and that we have partially revised the Medium-Term Management Plan accordingly. That said, we are fully aware that the current favorable business conditions will not last forever and that we need to quickly respond to changes in markets and to make sure to grab opportunities that will come along.

In order to continue to achieve real business growth, independent of the external environment, we at the ROHM Group will make a concerted effort to build a robust management foundation based on the Medium-Term Management Plan and thus to enhance corporate value.

We appreciate your continued support and patronage.

Isao Matsumoto
President, CEO

How to Exercise Your Voting Rights

1. Three Methods to Exercise Your Voting Rights as follows:

- Attend the General Shareholders Meeting
Presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.
- By means of the Voting Rights Exercise Form
Fill out the Voting Rights Exercise Form with your voting in the affirmative or the negative for each proposal, and send the Form to the Company by mail. Voting by means of the Voting Rights Exercise Form can be accepted until 5:15 p.m. (JST), Thursday, June 23, 2022.
- Via the Internet
If you exercise your voting rights via the Internet, please follow the instructions below. If you are going to attend the meeting, you are not required to complete procedures to exercise your voting rights by mail (by means of the Voting Rights Exercise Form) or online.

(1) Exercise Your Voting Rights via the Internet

- 1) You are able to exercise your voting rights via the Internet by accessing the designated voting website (<https://evote.tr.mufg.jp/>). (Operation is adjourned from 2:00 a.m. to 5:00 a.m. everyday). You may be unable to access the voting website depending on the internet connection conditions.
- 2) Enter your login ID and temporary password, both of which can be found on your ballot sheet. Enter your current password, new password and the same again for confirmation, and then click a send button. Proceed with the instructions that appear on the display and select whether you are voting in the affirmative, or the negative for each proposals.
- 3) If you exercise your voting rights both by mail and via the Internet, only those exercised via the Internet will be valid, and if you exercise your voting rights multiple times via the Internet, the last time that you exercise your voting rights shall be deemed valid.
- 4) The expenses incurred by accessing to the voting website (internet access fees, communications charges, etc.) shall be borne by shareholders.
- 5) Voting from the website can be accepted until 5:15 p.m. (JST), Thursday, June 23, 2022. However, exercising your voting rights at an earlier date is recommended. In the event of any problems with voting from the website, please contact the Help Desk below.

(2) Handling of Password

- 1) You will be informed of your login ID and temporary password each time a shareholders meeting is called.
- 2) The password is very important to prove your legitimacy as a shareholder of the Company, so please ensure that you do not disclose them to other people.
Please note that the Company cannot answer any inquiries regarding your password by phone, etc.

For the e-voting system, please contact:
Help Desk, Securities Business Division
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027
Working hours: 9:00 a.m. to 9:00 p.m. (JST)

2. Exercising Your Voting Rights by Electronic voting platform

If nominal shareholders (including standing proxies), such as management trust banks, apply in advance for the use of the platform for electronic exercise of voting rights for institutional investors, which is operated by ICJ, Inc., they may utilize the said platform as a method for exercising voting rights via an electromagnetic method for this Shareholders Meeting of the Company.

REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

Proposal 1: Appropriation of Dividends of Surplus for the 64th Fiscal Year

Concerning the appropriation and year-end dividends of surplus, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2022, financial forecasts, and future fund demands for investment in business to improve our corporate value.

Accordingly, the total dividend for the year is 185 yen per share, including the interim dividend of 75 yen.

- (1) Type of assets distributed: Cash
- (2) Distribution of dividends of surplus and total distributed amount:

Distribution of each common share of the Company	110 yen
Total amount distributed	10,795,802,600 yen
- (3) Date when the distribution takes effect: June 27, 2022

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendments:

(1) Following the enforcement of the “Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws” (Act No. 70 of 2021) and “Ministerial Order on General Meetings of Shareholders Without a Designated Location Pursuant to the Act on Strengthening Industrial Competitiveness” (Order of the Ministry of Justice and Ministry of Economy, Trade and Industry No. 1 of 2021) on June 16, 2021, the Company proposes to add paragraph 2 to Article 13 of the Articles of Incorporation to enable a shareholders meeting without a designated location to be held when circumstances of an infectious disease outbreak or natural disaster leads the Board of Directors to determine that holding a shareholders meeting with a designated location is not appropriate, considering the interests of shareholders.

(2) Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the shareholders meeting in electronic format.

- Article 15, paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for shareholders meeting, etc. in electronic format.
- Article 15, paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for Shareholders Meeting, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- Accompanying the aforementioned new establishment and deletion, supplementary provisions regarding the effective date, etc. will be established.

(3) To further strengthen and enhance the Company’s business foundations, it is proposed that a provision that “a Chairman may concurrently serve as an Executive Director” be added to Article 21 of the Articles of Incorporation of the Company, and it is further proposed that a provision that “a Chairman and Representative Director who is authorized to represent the Company may be appointed” be added to Article 22 of the Articles of Incorporation.

In addition, in order to permit the General Shareholders Meeting and the Meeting of Board of Directors to be conducted more flexibly, Articles 17 and 23 of the existing Articles of Incorporation shall 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 Shareholders Meeting and the Meeting of Board of Directors as appropriate.

2. Details of Amendments:

Details of amendments are as follows:

(Underlined are the amended positions)

Current Articles of Incorporation	Proposed Articles of Incorporation
<p>Article 13 (Convocation) An ordinary general shareholders meeting of the Company shall be convened in June in each year. An extraordinary general shareholders meeting may be convened whenever necessary.</p> <p style="text-align: center;">(Newly added)</p> <p><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for General Shareholders Meeting, etc.)</u> <u>The Company may, by disclosing the information relating to the matters that shall be described or indicated in reference documents for the general shareholders meeting, business reports, financial statements and consolidated financial statements through the Internet in accordance with the Ordinance of the Ministry of Justice, in connection with the convocation of the general shareholders meeting, deem that it has provided the same to the shareholders.</u></p> <p style="text-align: center;">(Newly added)</p>	<p>Article 13 (Convocation) An ordinary general shareholders meeting of the Company shall be convened in June in each year. An extraordinary general shareholders meeting may be convened whenever necessary.</p> <p><u>2. The Company may hold an ordinary general shareholders meeting without a designated location when circumstances of an infectious disease outbreak or natural disaster leads the Board of Directors to determine that holding an ordinary general shareholders meeting with a designated location is not appropriate, considering the interests of shareholders.</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>Article 15 (Measures for Providing Information in Electronic Format, Etc.)</u> <u>When the Company convenes an ordinary general shareholders meeting, it shall take measures for providing information that constitutes the content of reference documents for shareholders meeting, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ordinance of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Articles of Incorporation
<p>Article 17 (Person to Convene General Shareholders Meetings and Chairperson) The <u>President</u> shall convene a general shareholders meeting and act as the chairperson thereof. When <u>the President</u> is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.</p> <p>Article 21 (Directors with Title) The Board of Directors shall select, by resolution, one (1) President from among Directors who are not Audit and Supervisory Committee Members, and shall select, if necessary, respectively one (1) or more Executive Vice Presidents, Senior Managing Directors, and Managing Directors, from among Directors.</p> <p>Article 22 (Representative Directors) The President, who shall represent the Company, shall command the overall business of the Company. The Board of Directors may select, by resolution, Representative Directors from among Executive Vice Presidents, Senior Managing Directors and Managing Directors.</p> <p>Article 23 (Person to Convene Meetings of the Board of Directors and Chairperson) Unless otherwise provided by laws and regulations, the <u>President</u> shall convene a meeting of the Board of Directors and shall act as the chairperson thereof. When <u>the President</u> is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.</p>	<p>Article 17 (Person to Convene General Shareholders Meetings and Chairperson) The <u>Director who is determined in advance by a resolution of the Board of Directors</u> shall convene a general shareholders meeting and act as the chairperson thereof. When <u>such Director</u> is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.</p> <p>Article 21 (Directors with Title) The Board of Directors shall select, by resolution, one (1) President from among Directors who are not Audit and Supervisory Committee Members, and shall select, if necessary, respectively one (1) or more <u>Chairman</u>, Executive Vice Presidents, Senior Managing Directors, and Managing Directors, from among Directors.</p> <p>Article 22 (Representative Directors) The President, who shall represent the Company, shall command the overall business of the Company. The Board of Directors may select, by resolution, Representative Directors from among <u>Chairman</u>, Executive Vice Presidents, Senior Managing Directors and Managing Directors.</p> <p>Article 23 (Person to Convene Meetings of the Board of Directors and Chairperson) Unless otherwise provided by laws and regulations, the <u>Director who is determined in advance by a resolution of the Board of Directors</u> shall convene a meeting of the Board of Directors and shall act as the chairperson thereof. When <u>such Director</u> is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.</p>

Current Articles of Incorporation	Proposed Articles of Incorporation
<p style="text-align: center;">SUPPLEMENTARY PROVISION</p> <p>(Transitional Measure Concerning Limited Liability Agreements with Outside Company Auditors) Limited liability agreements pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act already entered into with Outside Company Auditors (including former Outside Company Auditors) regarding the liability for damages described in Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 61th ordinary general shareholders meeting held in June 2019 shall be governed by Article 32 of the Articles of Incorporation prior to the amendment made by resolution of the said ordinary general shareholders meeting.</p> <p style="text-align: center;">(Newly added)</p>	<p style="text-align: center;">SUPPLEMENTARY PROVISION</p> <p><u>Article 1</u> (Transitional Measure Concerning Limited Liability Agreements with Outside Company Auditors) Limited liability agreements pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act already entered into with Outside Company Auditors (including former Outside Company Auditors) regarding the liability for damages described in Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 61th ordinary general shareholders meeting held in June 2019 shall be governed by Article 32 of the Articles of Incorporation prior to the amendment made by resolution of the said ordinary general shareholders meeting.</p> <p><u>Article 2 (Transitional Measure Concerning Providing Information in Electronic Format)</u> <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for General Shareholders Meeting, etc.) of the current Articles of Incorporation and the establishment of the proposed Article 15 (Measures for Providing Information in Electronic Format, Etc.) shall come into effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to an ordinary general shareholders meeting to be held up to the end of February 2023.</u></p> <p><u>3. These supplementary provisions shall be deleted on March 1, 2023 or the lapse of three months from the date of the ordinary general shareholders meeting set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Eight (8) Directors who are not Audit and Supervisory Committee Members

The terms of office for all six (6) current Directors who are not Audit and Supervisory Committee Members will expire at the closing of this Ordinary General Shareholders Meeting.




Accordingly, it is proposed that the number of the Directors who are not Audit and Supervisory Committee Members be increased to eight (8) by adding two (2) Independent Outside Directors, to ensure further diversity within the Board of Directors while further enhancing sustainability-focused management, which is the ROHM Group's primary focus, and further strengthening the Board of Directors' oversight function over the Company's business execution from global perspectives.




This proposal has been determined by the Board of Directors on the basis of reports from the Officer Nomination Council, an advisory body to the Board of Directors the majority of whose members are Independent Outside Directors. And see page 12 for the opinion of the Audit and Supervisory Committee regarding this proposal.



The candidates for the directors who are not Audit and Supervisory Committee Members are as follows:

No.	NAME		Positions and Duties at the Company	Attendance of the Board of Directors for the 64th Fiscal Year
1	Isao Matsumoto	Reappointment	President (Representative Director), CEO	100% (15/15)
2	Katsumi Azuma	Reappointment	Member of the Board, Senior Managing Executive Officer, COO	100% (15/15)
3	Kazuhide Ino	Reappointment	Member of the Board, Managing Executive Officer, CSO and Director of Accounting & Finance Headquarters	100% (15/15)
4	Tetsuo Tateishi	Reappointment	Member of the Board, Senior Corporate Officer, CTO	100% (15/15)
5	Koji Yamamoto	Reappointment	Member of the Board, Senior Corporate Officer, Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability	100% (12/12) *
6	Tadanobu Nagumo	Reappointment Outside Independent	Member of the Board	100% (12/12) *
7	Peter Kenevan	New appointment Outside Independent	-	-
8	Kuniko Muramatsu	New appointment Outside Independent	-	-

*Because Koji Yamamoto and Tadanobu Nagumo were appointed as Members of the Board of Directors at the 63rd ordinary general shareholders meeting held on June 25, 2021, the number of Board of Directors meetings available for their attendance differs from the other Members.

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company	
1	Isao Matsumoto (M) (Jan. 25, 1961) [Reappointment] 	Apr. 1985 Jun. 2013 Sep. 2019 May. 2020 Jun. 2020	Joined the Company Member of the Board, Director of General Manager of LSI Production Headquarters Member of the Board, Managing Executive Officer, in charge of Quality, Safety and Production President (Representative Director), Chief Executive Officer President (Representative Director), CEO (Current Position)
Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting: 9 years Number of ROHM Shares Held: 4,978 shares			
[Reasons for nomination as a candidate for a Director] Isao Matsumoto has attained an abundant knowledge and experience through the duties in Business Unit, as well as the global perspective through the experience overseas, contributes to improve corporate value of the whole group by strong leadership as the President. The Company requests continued election for a Director.			
2	Katsumi Azuma (M) (Nov. 10, 1964) [Reappointment] 	Apr. 1989 Jun. 2013 Jul. 2017 Sep. 2019 Jun. 2020 Jan. 2021 Jun. 2021	Joined the Company Member of the Board, Director of Discrete Production Headquarters Member of the Board, Senior Managing Director, in charge of Discrete and Optical module Member of the Board, Senior Managing Executive Officer, in charge of Business and Strategy Member of the Board, Senior Managing Executive Officer, COO, Senior Director of Sales Member of the Board, Senior Managing Executive Officer, COO, Senior Director of Production • Quality • Sales Member of the Board, Senior Managing Executive Officer, COO (Current Position)
Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting: 9 years Number of ROHM Shares Held: 3,503 shares			
[Reasons for nomination as a candidate for a Director] Katsumi Azuma has attained an abundant knowledge and experience in quality improvement and production engineering primarily through the duties in production sections of semiconductors and electronic components, and he has superior ability in managing and promoting business strategically. The Company requests election for a Director.			
3	Kazuhide Ino (M) (Mar. 31, 1970) [Reappointment] 	Apr. 1999 Sep. 2019 Jun. 2020 Jan. 2021 Jun. 2021	Joined the Company Corporate Officer, Director of Power Device Production Headquarters Member of the Board, CSO and Senior Director of Power Device Business Member of the Board, Senior Corporate Officer, CSO Member of the Board, Managing Executive Officer, CSO and Director of Accounting & Finance Headquarters (Current Position)
Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting: 2 years Number of ROHM Shares Held: 1,761			
[Reasons for nomination as a candidate for a Director] Kazuhide Ino has attained an abundant knowledge and experience through the duties in technology development sections of Power device and electronic components and financial experience in corporate management. In addition, from the perspective of both axes in conjunction with business operations, he has superior ability to promote business of ROHM Group. The Company requests continued election for a Director.			

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
4	<p>Tetsuo Tateishi (M) (Feb. 24, 1963) [Reappointment]</p> 	<p>Jul. 2014 Joined the Company Jun. 2019 Member of the Board, Director of LSI Development Headquarters Sep. 2019 Member of the Board, Senior Corporate Officer, Director of LSI Development Headquarters Jun. 2020 Member of the Board, CTO and Senior Director of LSI Business Jan. 2021 Member of the Board, Senior Corporate Officer, CTO (Current Position)</p>
<p>Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting): 3 years Number of ROHM Shares Held: 1,489 shares</p>		
<p>[Reasons for nomination as a candidate for a Director] Tetsuo Tateishi has attained highly specialized expertise and abundant experience as a developer, and he is familiar with a broad range of LSI technologies and he has superior ability in carrying out ROHM Group's business strategically as CTO (Chief Technology Officer). The Company requests continued election for a Director.</p>		
5	<p>Koji Yamamoto (M) (Feb. 28, 1963) [Reappointment]</p> 	<p>Apr. 1985 Joined the Company Sep. 2019 Corporate Officer, Director of LSI Production Headquarters and in charge of Development of ATP Rationalization Jun. 2020 Corporate Officer, Director of Supply Chain Management Headquarters Jun. 2021 Member of the Board, Senior Corporate Officer, Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability (Current Position)</p>
<p>Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting): 1 year Number of ROHM Shares Held: 2,196 shares</p>		
<p>[Reasons for nomination as a candidate for a Director] Koji Yamamoto has superior ability in carrying out about Sustainability, Supply Chain Management (SCM) and Risk Management based on an abundant knowledge and experience through the duties in development and production sections. The Company requests continued election for a Director.</p>		
6	<p>Tadanobu Nagumo (M) (Feb. 12, 1947) [Reappointment] [Outside] [Independent]</p> 	<p>Apr. 1969 Joined The Yokohama Rubber Co., Ltd. Jun. 1999 Director of The Yokohama Rubber Co., Ltd. Jun. 2004 President and Representative Director of The Yokohama Rubber Co., Ltd. Jun. 2011 Chairman and CEO and Representative Director of The Yokohama Rubber Co., Ltd. Outside Company Auditor of The Zeon Corporation Jun. 2015 Outside Director of The Zeon Corporation (Current Position) Mar. 2016 Chairman and Representative Director of The Yokohama Rubber Co., Ltd. Mar. 2019 Senior Advisor of The Yokohama Rubber Co., Ltd. (Current Position) Jun. 2021 Member of the Board (Current Position)</p> <p>(Significant Concurrent Positions) Senior Advisor of The Yokohama Rubber Co., Ltd. Outside Director of The Zeon Corporation</p>
<p>Period in office as Member of the Board of Directors (at the conclusion of this general shareholders meeting): 1 year Number of ROHM Shares Held: 500 shares</p>		
<p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Tadanobu Nagumo has attained an abundant knowledge and experience acquired as a top executive of a listed company that operates globally and he has a proven track record of aggressively promoting global strategies. Additionally, as an engineer he has a high level of insight in the field of manufacturing. He is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the management of the ROHM's business on a wide range of issues from an international and practical perspective. The Company requests continued election for a Director.</p>		

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
7	<p>Peter Kenevan (M) (Jun. 28, 1964) [New appointment] [Outside] [Independent]</p> 	<p>Jun. 1995 Admitted to California Bar Sep. 1995 Joined The McKinsey & Company, Inc. Jun. 2000 Partner of The McKinsey & Company, Inc. (Tokyo office) Jun. 2012 Senior Partner of The McKinsey & Company, Inc. (Tokyo office) Apr. 2021 VP, Head of Japan of The PayPal Pte. Ltd. (Tokyo branch) (Current Position)</p> <p>(Significant Concurrent Positions) VP, Head of Japan of PayPal Pte. Ltd. (Tokyo branch)</p>
Number of ROHM Shares Held: -		
<p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Peter Kenevan has extensive knowledge and abundant experience in corporate finance, mergers and acquisitions (M&As), among other fields, nurtured over the years through working for a consulting firm. He also has a proven track record serving as the Japan Country Manager of a company that operates globally. He is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the management of the ROHM's business on a wide range of issues from an international and practical perspective. The Company requests election for an Outside Director.</p>		
8	<p>Kuniko Muramatsu (F) (Sep. 1, 1958) [New appointment] [Outside] [Independent]</p> 	<p>Oct. 1983 Joined The Texas Instruments Japan Limited Nov. 2003 Head of Corporate Ethics Office and Officer in charge of Diversity Promotion of The Texas Instruments Japan Limited Oct. 2009 Chief Researcher of The Business Ethics Research Center Jan. 2010 Representative Director of The Wellness Systems Institute (Current Position) Apr. 2016 Representative Director of The GEWEL Jun. 2016 Outside Director of The YOKOWO Co., Ltd. (Current Position) Apr. 2018 Senior Researcher of The Business Ethics Research Center (Current Position) Jun. 2019 Outside Director of The NEC Networks & System Integration Corporation (Current Position) Jun. 2020 Outside Director of The Kyusyu Railway Company (Current Position)</p> <p>(Significant Concurrent Positions) Representative Director of The Wellness Systems Institute Outside Director of The YOKOWO Co., Ltd. Outside Director of The NEC Networks & System Integration Corporation Outside Director of The Kyusyu Railway Company</p>
Number of ROHM Shares Held: -		
<p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Kuniko Matsumura has real-world work experience at a foreign semiconductor company. In addition, she has a wide range of knowledge and insight, nurtured through establishing and managing her own company aiming to build a foundation for a sustainable society, as well as through an extensive track record and background as an advisor in enhancing corporate ethics and promoting sustainability and diversity. She is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the sustainability-focused management, which is the ROHM Group's primary focus. The Company requests election for an Outside Director.</p>		

(Notes)

1. Tadanobu Nagumo is a candidate for the position of Outside Director of the Company. He has concluded an advisory agreement with the Company from June 2020 to June 2021 to receive advice on the management of its business, and his annual advisory fee is less than 10 million yen. He satisfies the “Independence Standards for Outside Officers” of the Company on page 18, it has been judged that they are fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and The Yokohama Rubber Co., Ltd. that he serves as Senior Advisor. The Company has designated Tadanobu Nagumo as an Independent Director/Company Auditor pursuant to the rules of the Tokyo Stock Exchange, and reported the designation to the Exchange.
2. Peter Kenevan is a candidate for the position of Outside Director of the Company. Although the Company has outsourced consulting services to The McKinsey & Company, Inc. that he served as Senior Partner of Tokyo office until March 2021, the business amounts to less than 0.1% of consolidated sales of The McKinsey & Company, Inc. and the Company in each fiscal year. He satisfies the “Independence Standards for Outside Officers” of the Company on page 18, it has been judged that they are fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and The PayPal Pte. Ltd. that he serves as VP, Head of Japan of Tokyo branch. He meets the requirements for an Independent Directors/Company Auditors pursuant to the rules of the Tokyo Stock Exchange, if he is elected, the Company will designate as Independent Directors/Company Auditors and report the designation to the exchange.
3. Kuniko Muramatsu is a candidate for the position of Outside Director of the Company. She satisfies the “Independence Standards for Outside Officers” of the Company on page 18, it has been judged that they are fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and The Wellness Systems Institute that she serves as Representative Director. She meets the requirements for an Independent Directors/Company Auditors pursuant to the rules of the Tokyo Stock Exchange, if she is elected, the Company will designate as Independent Directors/Company Auditors and report the designation to the exchange.
4. There are no special relationships of interest between the other candidates and the Company.
5. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract with Tadanobu Nagumo that limits his liability specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company will continue the contract with him.
6. If Peter Kenevan and Kuniko Muramatsu are elected, pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company will enter into contracts with them as Directors excluding those are Executive Directors, etc. that limit his liabilities specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in Article 425, Paragraph 1 of the Companies Act.
7. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company to indemnify the Directors of the Company who are the insured parties of such contract, against personal liability for any loss or claim they may incur arising out of the execution of the Company’s business. If the appointments of the candidates to be Directors are approved, they will become the insured parties of such contract and the Company plans to renew such contract with the same provisions during their terms of office.

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee deliberated the discussions about the election of the Company’s Members of the Board of Directors (excluding Members of the Board of Directors who are Audit and Supervisory Committee Members, the same shall apply hereinafter) in the Officer Nomination Advisory Council and about their remuneration in the Director Remuneration Council. Regarding the nomination of candidates for Director, the Audit and Supervisory Committee judged that the procedures for deciding candidates are appropriate, and that each candidate is suitably qualified to be a Member of the Board of Directors based on the evaluation of the status of business execution and business performance of the respective candidate for the fiscal year under review, the candidate’s comments in the Board of Directors meetings, and the candidate’s career history, etc. up until present. The Audit and Supervisory Committee also judged that the procedures for deciding remuneration for Members of the Board of Directors are appropriate and the details of the remuneration, etc. are suitable based on the verification made on such matters as the remuneration system and the specific computation method for the amount of remuneration.

〈For Your Reference〉 Board Composition after being appointed and Skill Matrix

If Proposal 3 is approved, the Board of Directors of the Company will consist of six (6) Internal Directors and seven (7) Outside Directors (of whom two (2) will be female) and the share of Independent Outside Directors in the Board of Directors is majority.

Based on ROHM's Company Mission, which we have embraced since its foundation, we have identified the skill sets (such as knowledge, experience, and ability) that the Board of Directors needs to achieve sustainable growth of the ROHM Group and enhance the Group's corporate value over the medium to long term.

The following skill sets are especially expected of Directors and defined.

Name		Highly expected Skill Sets							
		Corporate Management	ESG/Sustainability	Global	Innovation/Technology	HR Development	Legal/Compliance	Finance/Accounting	Industry Expertise
Isao Matsumoto		○	○	○	○	○	○		○
Katsumi Azuma		○	○	○		○	○		○
Kazuhide Ino		○		○	○			○	○
Tetsuo Tateishi				○	○		○		○
Koji Yamamoto			○	○		○	○		○
Tadanobu Nagumo	Outside Independent	○	○	○		○			
Peter Kenevan	Outside Independent	○		○				○	○
Kuniko Muramatsu	Outside Independent		○			○			
Masahiko Yamazaki	Audit		○				○		
Hiroyuki Nii	Audit Outside Independent		○				○		
Hidero Chimori	Audit Outside Independent		○				○		
Toshiro Miyabayashi	Audit Outside Independent		○					○	
Kumiko Tanaka	Audit Outside Independent		○					○	

Audit : Audit and Supervisory Committee Member

Highly expected Skill Sets	Definition
Corporate Management	Strive to further enhance corporate value by foreseeing changes in the environment surrounding the Company's business, developing strategies from mid-to long-term perspectives and making decisions and running an organization effectively.
ESG / Sustainability	Contribute to the sustainable development and prosperity of the world, society and companies through conducting business activities with integrity, fairness and transparency, working towards the achievement of the United Nations' Sustainable Development Goals (SDGs) and establishing and maintaining a good relationship with stakeholders.
Global	Given the rapidly changing international situation, gain increased confidence from international markets by developing strategies and conducting business from global perspectives.
Innovation / Technology	Promote the creation, establishment and expansion of businesses by capturing the needs of society and customers and focusing time and resources on the development of new technologies and products that are essential for the sustainable growth of the Company.
HR Development	Discover human resources who can be the next generation of managers, and conduct human resources development and human resources investment of medium and long term that are linked to the Company's management strategy.
Legal / Compliance	Perform appropriate risk management by understanding all applicable laws and regulations related to the Company's business and by recognizing and understanding risks that may materially affect the Company's business management, always from the standpoint of ensuring legal and other compliances.
Finance / Accounting	Appropriately identify the Company's business management issues based on the full understanding of accounting, taxation and finance, and develop and monitor the progress of financial strategies and measures that are linked to the Company's management strategy.
Industry Expertise	Possess insight on semiconductors and a wide network of personal connections in the semiconductor industry, and look to optimize the Company's business portfolio by appropriately monitoring competitive and market trends.

Proposal 4: Determination of performance-linked restricted stock compensation for directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors)

At the 61st annual general meeting of shareholders held on June 27th, 2019, the Company received approval from its shareholders for setting the annual compensation of directors who are not members of the Audit & Supervisory Committee of the Company at no more than ¥900 million yen (¥100 million yen annually for outside directors; excluding salaries for directors who also hold positions as employees). Furthermore, the Company received approval from its shareholders at the 62nd annual general meeting of shareholders held on June 26th, 2020 to allocate annual stock compensation of no more than ¥100 million yen for directors of the Company (excluding directors who are members of the Audit & Supervisory Committee and outside directors).

As a part of its review of executive compensation plans, the Company would like to introduce a performance-linked restricted stock compensation plan (the "Plan") to directors of the Company other than directors who are members of the Audit & Supervisory Committee and outside directors (the "Eligible Directors") separate from the compensation above, in order to provide an incentive for the Eligible Directors to continuously improve the Company's corporate value through achievement of their performance objectives set out in the Company's medium-term management plan and improvement of performance in the medium to long term, and to align their interests more closely with those of shareholders.

Under the Plan, Eligible Directors will be delivered monetary compensation claims in a lump sum for the purpose of granting ordinary shares of the Company, in line with their achievement of performance objectives after the first ordinary shareholders' meeting after a performance evaluation period between 3 to 5 fiscal years that is stipulated in advance by the Board of Directors (the "Performance Cycle"). Subsequently, the Eligible Directors who receive the relevant monetary compensation claims and the Company will enter into a restricted stock allocation agreement as discussed below based on the Board of Directors' resolution, and the Eligible Directors will receive the entire amount of monetary compensation claims for deposit as contribution in kind for ordinary shares to be issued or disposed of to them by the Company upon vesting.

The number of ordinary shares of the Company to be issued or disposed of under the Plan shall not exceed 50,000 (if there is a stock split (including allotment of shares without contribution) or reverse stock split of the ordinary shares of the Company, or other circumstances which necessitate adjustment of the total number of shares to be issued or disposed of under the Plan after this agenda has been approved, the total number of shares concerned will be adjusted to a reasonable extent; the same shall apply hereinafter) for each Performance Cycle. It is assumed that monetary compensation claims under the Plan will be provided in a lump sum to grant ordinary shares of the Company, with the amount corresponding to compensation for execution of duties for the relevant fiscal years in the Performance Cycle after the Performance Cycle stipulated in advance at the Board of Directors, and the maximum amount shall be 50,000 shares multiplied by the share price at the time of delivery (the "Upper Limit of the Monetary Compensation". Timing and details of the monetary compensation claims to be delivered to each Eligible Director shall be separately determined at the Board of Directors, subject to the limit explained above.

The Company considers the upper limit of the compensation, total number of ordinary shares of the Company to be issued or disposed of, and the conditions to grant ordinary shares of the Company to the Eligible Directors pursuant to this agenda to be rational since they are in line with the Company's compensation policy and are based on the report of the Directors' Compensation Committee established as an advisory body of the Board of Directors.

Currently, there are 6 directors who are not members of the Audit & Supervisory Committee (including 1 outside director), therefore the number of the Eligible Directors will be 5 directors, if Proposal 3 of "Election of Eight (8) Directors who are not Audit and Supervisory Committee Members" is approved as proposed.

[Outline of the Plan]

Under the Plan, Eligible Directors will receive compensation in line with their achievement of performance objectives based on the Company's medium-term management plan, as contribution in kind for ordinary shares of the Company to be issued or disposed of to them, after the first ordinary shareholders' meeting held after the Performance Cycle. The specific Performance Cycle shall be a period between 3 to 5 fiscal years stipulated in advance by the Board of Directors, and indicators stipulated as performance objectives (the "Performance Indicators") shall be prescribed in advance at the Board of Directors of the Company.

The Company has initially set the Performance Cycle and Performance Indicators as follows. However, the Plan may be continued within the framework approved in this agenda, even after completion of the initial Performance Cycle.

<Reference: Performance Cycle/Indicators initially planned>

Performance Cycle	4 years from FY 2023/03 to FY 2026/03	
Performance Indicators	Financial	ROE
	Non-financial	Volume of greenhouse gas emissions
		Diversity & inclusion (Increase share of women in management globally)
		ROHM Group employee engagement

(1) Method for calculating the amount of monetary compensation claims

The Company will firstly calculate the number of ordinary shares of the Company to be delivered to each Eligible Director based on the formula described in (i) below, then calculate the amount of monetary compensation claims to be awarded to each Eligible Director based on the formula described in (ii) below.

- (i) The number of ordinary shares of the Company to be issued or disposed of to each Eligible Director (*1)
Standard number of shares granted (*2) x delivery percentage (*3)
- (ii) Amount of monetary compensation claims granted to each Eligible Director
The number of ordinary shares to be issued or disposed of to each Eligible Director ((i) above) x share price at the time of delivery (*4)

(*1) Amounts less than one share will be rounded down

(*2) To be stipulated in advance at the Board of Directors of the Company

(*3) The delivery percentage shall be stipulated in advance at the Board of Directors of the Company within a range from 0% to 150% in line with each Eligible Director's achievement of Performance Indicators during the Performance Cycle

(*4) The Board of Directors will decide payout per share based on the closing price of the ordinary shares of the Company in regular trading on the Tokyo Stock Exchange on the preceding business day of the date of the board resolution regarding issuance and disposal of the ordinary shares of the Company held after the first annual general meeting of shareholders after the Performance Cycle (if the transaction does not complete that day, the closing price of the latest completed transaction prior to that day), provided that this does not unduly advantage the Eligible Directors

(2) Conditions for delivery of ordinary shares of the Company to the Eligible Directors

In principle, the Company will issue or dispose of the number of ordinary shares of the Company calculated based on (1) above to each Eligible Director after the Performance Cycle, only when the relevant Eligible Director meets the following requirements.

- (i) The Eligible Director has continuously served as a director of the Company or other position stipulated by the Board of Directors during the Performance Cycle
- (ii) The Eligible Director has not committed any illegal actions as stipulated by the Board of Directors of the Company
- (iii) The Eligible Director has satisfied any other requirements that the Board of Directors of the Company has deemed necessary for the achievement of the purpose of the Plan

For directors newly assigned or directors with a change in position during the Performance Cycle, the Board of Directors of the Company will issue or dispose of a number of ordinary shares of the Company reasonably adjusted according to the achievement of performance objectives, responsibilities of the position, and the office tenure, etc. of the relevant director.

Also, if any Eligible Directors resign or retire from positions stipulated in advance by the Board of Directors of the Company due to legitimate reasons (excluding death) during the Performance Cycle, they will receive a cash payout, while if this happens between the end of the Performance Cycle and the first day of the next annual general meeting of shareholders, they will receive ordinary shares of the Company. Further, if any Eligible Directors resign or retire from positions stipulated in advance by the Board of Directors of the Company due to death during the Performance Cycle or between the end of the Performance Cycle and the first day of the next annual general meeting of shareholders, they will receive a cash payout as well.

The relevant director shall receive the amount calculated by multiplying the appropriately adjusted number of the standard number of shares granted in line with the achievement of performance objectives and tenure of the director; by the closing price of the ordinary shares of the Company in regular trading on the Tokyo Stock Exchange on the day of their resignation or retirement (closing price on the most recent trading day if trading did not occur on that day).

Regardless of the Upper Limit of the Monetary Compensation claims above, the total amount awarded to the Eligible Directors under such circumstances will not exceed the amount resulting from multiplying 50,000 shares by the share price on the day of their resignation or retirement for each Performance Cycle (the closing price of

the ordinary share of the Company in regular trading on the Tokyo Stock Exchange on the day of their resignation or retirement; closing price on the most recent trading day if trading did not occur on that day).

(3) Treatment at the time of Reorganization, etc.

In the event that the Company's annual general meeting of shareholders (the Company's Board of Directors in the case of an organizational restructuring, etc. that does not require approval at the Company's annual general meeting of shareholders) approves a merger agreement under which the Company is the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other organizational restructuring, etc., during the Performance Cycle or by the first day of the next annual general meeting of shareholders after the Performance Cycle (limited to cases where the effective date of such reorganization, etc. is planned to come earlier than the issuance or disposal of ordinary shares of the Company based on the Plan), the Company will, instead of ordinary shares of the Company, provide a cash payout of an amount calculated by multiplying the standard number of shares appropriately adjusted in line with the period from the commencement date of the Performance Cycle to the approval date of such reorganization, etc. by the closing price of the ordinary shares of the Company in regular trading on the Tokyo Stock Exchange on the preceding business day to the date of such reorganization, etc. (closing price on the most recent trading day if trading did not occur on that day).

Regardless of the upper limit of the monetary compensation claims above, the total amount awarded to the Eligible Directors under such circumstances shall not exceed the amount resulting from multiplying 50,000 shares by the market price on the preceding business day to the approval date of such reorganization (the closing price of the ordinary shares of the Company in regular trading on the Tokyo Stock Exchange on the preceding business day to the date of such approval; closing price on the most recent trading day if trading did not occur on that day) for each Performance Cycle.

When the Company issues or disposes of ordinary shares of the Company under the Plan, the Company and Eligible Directors are required to execute a restricted stock allocation agreement (the "Allocation Agreement") stipulating the contents listed in (4) below. However, this shall not apply to Eligible Directors who no longer hold a position stipulated by the Company's Board of Directors as of the timing of the issuance or disposal of the relevant ordinary shares or the receipt of monetary compensation claims as contribution in kind for the relevant ordinary shares.

(4) Overview of the Allocation Agreement

(i) Transfer restriction period

The Eligible Directors may not transfer, assign security interest on, or otherwise dispose of ordinary shares of the Company (the "Transfer Restriction") allocated based on the Allocation Agreement (the "Allocated Shares") for 30 years starting from the date of the relevant allocation (the "Transfer Restriction Period").

(ii) Treatment at the time of resignation

If an Eligible Director resigns from a position stipulated in advance by the Board of Directors of the Company or retires before the end of the Transfer Restriction Period, the Company will automatically acquire the Allocated Shares without compensation, unless such resignation or retirement is due to the expiration of his/her term of office, death, or other legitimate reason.

(iii) Lifting of the Transfer Restriction

In the case of the expiration of the Transfer Restriction Period as stipulated in (i) above, or the resignation or retirement of the Eligible Director prior to the expiration of the Transfer Restriction Period due to expiration of his/her term of office, death, or other legitimate reason as stipulated in (ii) above, the Transfer Restriction on all Allocated Shares will be lifted when the relevant Eligible Director resigns or retires from his/her position as stipulated above.

(iv) Treatment at the time of Reorganization, etc.

Regardless of stipulation in (i) above, in the case that the Company's annual general meeting of shareholders (the Company's Board of Directors in the case of an organizational restructuring, etc. that does not require approval at the Company's annual general meeting of shareholders) approves a merger agreement under which the Company is the disappearing company, a share exchange agreement or share transfer plan under which the Company becomes a wholly-owned subsidiary, or other organizational restructuring, etc. during the Transfer Restriction Period, then by resolution of the Board of Directors, the Transfer Restriction will be lifted prior to the effective date of such reorganization, etc.

(v) Other matters

Other matters regarding the Allocation Agreement shall be stipulated at the Board of Directors of the Company.

Independence Standards for Outside Officers

The Company appoints only persons who do not fall into any of the following categories of persons as its Outside Officers.

1. A major shareholder¹ of the Company or a person who executes the business² of the said shareholder;
2. A person who executes the business of a company of which the Company is a major shareholder;
3. A major customer³ of the Group or a person who executes the business of that major customer;
4. An organization for whom the Group is a major customer⁴ or a person who executes the business of said organization;
5. A consultant, accounting expert or legal expert who, in addition to director's remuneration, receives money or other assets exceeding a certain amount⁵ from the Group (and, if such consultant, accounting expert or legal expert is an organization, a person who belongs to the said organization);
6. A person who receives donations or grants exceeding a certain amount⁶ from the Group (or a director or a person who executes the business of the organization or the association which receives donations or grants exceeding the same amount from the Group);
7. A partner, member or employee of the Independent Auditor of the Company;
8. A person who executes the business of a major lender of the Company⁷;
9. A person who fell into any of the categories described in 1 to 8 above in the last three years;
10. An organization a director of whom comes from the Group or a person who executes the business of the said organization, or;
11. The spouse of an important person who executes the business⁸ of the Group or a relative of that person within the second degree of relationship.

(Enacted on November 5, 2015)

¹ A major shareholder means a shareholder holding at least 10% of the total voting rights of the Company.

² A person who executes business means a director, an executive officer, a member or an employee.

³ A major customer means a company whose payments account for over 2% of annual consolidated sales of the Company.

⁴ An organization for whom the Group is a major customer means a company with over 2% in annual sales coming from the Company.

⁵ A certain amount means ten million yen per year for an individual and over 2% of total revenue for an organization.

⁶ A certain amount means over ten million yen per year.

⁷ A major lender of the Company means a lender from which an amount exceeding 2% of total consolidated assets of the Company is borrowed.

⁸ An important person who executes business means a director (excluding outside directors) or a person in the senior management position of general manager or above.

Business Report

For the period from April 1, 2021 to March 31, 2022

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

During the fiscal year ended March 31, 2022, the global economy generally remained on track to recovery, backed by the economic recovery in China and the United States, as well as the ramping-up of COVID-19 vaccinations around the world, among other things. That said, the global economy faced the risk of slowdown, with the continuing shortage of parts and materials due to supply chain disruptions and the materialization of geopolitical risks in Ukraine from the turn of the year onwards.

Overall, the electronics industry did well during the period. Although hit hard by automobile production cuts due to a shortage of parts and materials, the automotive electronics market largely performed well, supported by the increasing electrification of vehicles and more extensive use of electronic components in vehicles to help realize a decarbonized society, as well as the continued strong demand in the semiconductor market. In addition, the industrial equipment market continued its steady growth, supported primarily by increasing capital investments for factory automation and digitization around the world.

Working within this business environment, we have proceeded with the development of new products and technologies for power, analog and standard devices, where the ROHM Group excels, for the automotive electronics market, where the shift to electric vehicles is expected to further accelerate, as well as for the industrial equipment market, where mid- to long-term growth is expected. Through such efforts, we have promoted our proposals for total solutions that can extensively contribute to meeting customers' needs for energy savings and downsizing.

In terms of production, we have achieved overall optimization through the adoption of a matrix-type organizational structure, and we have promoted the installation of labor-saving and automated production lines through "monozukuri (manufacturing) innovation". We also have made every effort to ensure the stable supply of our products to customers by thoroughly implementing COVID-19 infection prevention and control measures, and by improving productivity and increasing our production capacity to cope with fast-growing demand.

In addition, we have concentrated our management resources in priority focus areas by reaching a final decision for the transfer of assets related to the tantalum capacitor business, and by proceeding with the plan to build a new production facility at our manufacturing subsidiary in Malaysia, with the construction scheduled to be completed in 2023, as well as the plan to establish the Monozukuri Innovation Center at the Kyoto Head Office, among other things.

Under these circumstances, consolidated net sales for the fiscal year ended on March 31, 2022 were 452,124 million yen (an increase of 25.6% from last year) by mainly increasing demand of the automotive electronics markets, the consumer product market, and the industrial equipment market, and we achieved our all-time sales record.

Operating income was 71,479 million yen (an increase of 85.7% from last year) according to decrease of fixed cost burden ratio, and operating income ratio increased 10.7% to 15.8%.

Ordinary income was 82,551 million yen (an increase of 103.0% from last year) according to increase of operating income and foreign currency exchange gain.

Net income attributable to owners of parent was 66,827 million yen (an increase of 80.6% from the last year)

And regarding to an important business performance indicator in ROHM Group, EBITDA (*) was 113,507 million yen (an increase of 44.3% from last year).

* EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

EBITDA is a measure calculated by taking Earnings Before Taxes and adding Interest, Depreciation and Amortization, and it is global common in comparing company's earnings capacities. ROHM Group calculate it by simply taking Operation Profit and adding Depreciation and Amortization.

Overview of performance in each segment

<LSI>

By markets, in the automotive electronics market, sales of light-emitting diode (LED) driver ICs and power ICs for advanced driver assistance systems (ADAS), infotainment and car bodies performed well, and sales of high value-added ICs, such as isolated gate driver ICs with their increasing use in electric vehicles, also increased steadily. In the industrial equipment market, sales of power ICs, especially those for factory automation (FA) applications, saw a steady growth on the back of active capital investments in related industries. The consumer product market also performed well, with strong sales of a variety of driver ICs and power ICs primarily for home appliance and personal computer (PC) applications due to market recovery and widespread remote working and learning.

As a result, consolidated net sales for the year ended March 31, 2022 were 203,895 million yen (an increase of 21.3% from last year) and segment income was 32,988 million yen (an increase of 109.4% from last year).

<Discrete semiconductor devices>

By business segment, sales of transistors, diodes and power devices generally performed well, backed by strong sales primarily for the automotive electronics market and the industrial equipment market, as well as for home appliance applications. Sales of LEDs and laser diodes increased primarily in the industrial equipment market and the consumer product market.

As a result, consolidated net sales for the year ended March 31, 2022 were 188,093 million yen (an increase of 32.1% from last year) and segment income was 32,774 million yen (an increase of 55.7% from last year).

<Modules>

By business segment, sales of printheads increased primarily for printers. As for optical modules, sales of sensor modules for telecommunication device applications declined, while sales for the industrial equipment market and the consumer product market increased.

As a result, consolidated net sales for the year ended March 31, 2022 were 32,835 million yen (an increase of 12.4% from last year) and segment income was 4,442 million yen (an uncrease of 107.0% from last year).

<Others>

By business segment, sales of resistors increased, with sales for the automotive electronics market and the home electrical appliance market showing the largest increases. Sales of tantalum capacitors remained strong throughout the period, primarily in the PC and smartphone market.

As a result, consolidated net sales for the year ended March 31, 2022 were 27,299 million yen (an increase of 35.3% from last year) and segment income was 5,018 million yen (an increase of 171.8% from last year).

The net sales mentioned above are sales to external customers.

(2) Capital Expenditures

In this period, the Group invested 79,985 million yen in total in facilities to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining. A breakdown of investment by segment is as follows:

LSI	30,130	million yen
Discrete Semiconductor Devices	33,789	million yen
Modules	1,793	million yen
Others	4,237	million yen
Sales and Administrative Expenses Division	10,034	million yen

(3) Financing

The capital expenditures and others during this period were funded through internal funding. No financing through stock issuance, bond issuance and borrowing was carried out.

(4) Priority Issues

The global economic outlook is likely to remain uncertain amid a new wave of COVID-19 outbreaks and heightened concerns over geopolitical risks, such as the Ukraine crisis, and inflation risks. In the meantime, despite the risk of increases in materials and other costs due to the effects of high energy and materials prices, as well as the risk of shortage in the supply of rare gases and rare metals that are essential for production, the electronics market will likely continue to perform well, primarily on the back of the further acceleration of energy savings, more extensive use of electronic components, and increasing capital investments for factory automation and digitization around the world, among other things.

Given these circumstances, we at the ROHM Group will continue to develop high value-added products that pre-empt future market needs and launch them timely in the market

In terms of production, we will continue to push forward with the monozukuri innovation primarily through the establishment of a state-of-the-art quality control system and the promotion of labor-saving efforts and automation. At the same time, we will be committed to ensuring the smooth and uninterrupted operation of business by maintaining and continuing supply chains through ensuring the stable procurement of raw materials, etc. and through entering into long-term contracts with customers, among other things.

In addition, we will seek to improve medium- to long-term financial results and thus enhance our corporate value by executing the Medium-Term Management Plan.

〈For Your Reference〉

Revision of the Medium-Term Management Plan "Moving Forward to 2025"

ROHM has revised part of the target figures for the fiscal year ending March 31, 2026, the final year of the Medium-Term Management Plan "Moving Forward to 2025," which started in 2021.

The core growth strategies and measures in the Medium-Term Management Plan remain unchanged.

ROHM Group is committed to continuing to build an even stronger management foundation and enhance our company value, in order to achieve our new Management Targets.

Revision of Financial Targets

Achieve Further Growth to Become a Major Global Player

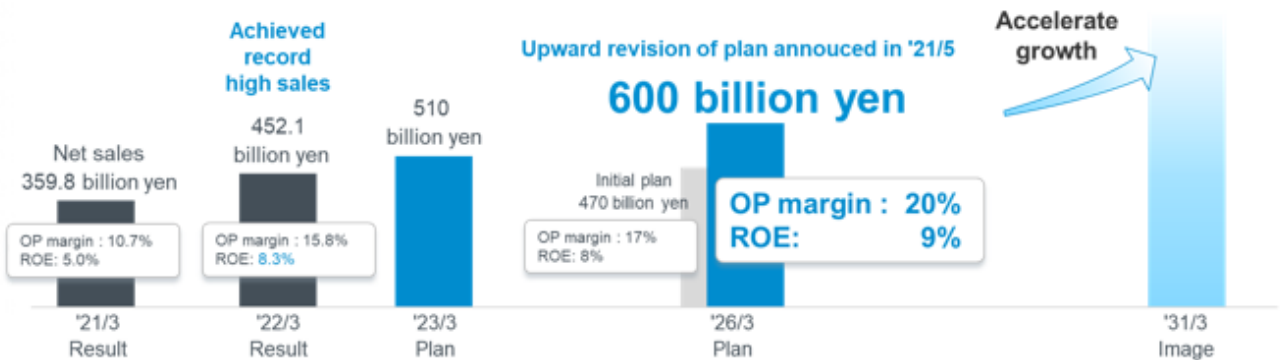
FY2021-FY2025

FY2030

Achieve growth in the "automotive segment" and "markets outside of Japan" and build a foundation for further growth

Become a major global player

- Five years to return to growth trajectory
- Establish global top market share in the electric vehicle market (SiCs, Isolated gate drivers)
- Achieve outside of Japan sales ratio of **50% or more** (previous plan: 45% or more)
- Strengthen profit structure (raise unit prices and further improve production efficiency through high value-added products)
- Establish sales/development structures that can compete globally



※OP margin : Operating Profit margin

**Non-Financial
Targets (Abridged)**

Environment (FY2030)

- Reduce GHG emissions by **50.5%** (vs. FY2018) ※Revised in Sept. 2021.
- Promote 100% introduction of renewable energy by FY2050
- Achieve zero waste emissions

Diversity and Employees

- Achieve global female manager ratio of 15%
- Reach employee engagement score above industry average

Customers

- Improve quality satisfaction score by +10% (vs. FY2020)

<TOPIX>

As the risks related to climate change become more apparent, ROHM accelerate initiatives to reduce environmental impact by raising GHG reduction targets to achieve our Environmental Vision 2050. In addition, ROHM is a member of the global RE100 Initiative and actively introducing renewable energy.

FY2022 Locations where renewable energy is installed



(5) Operating Results and Financial Position of the ROHM Group (Millions of yen otherwise noted)

Item	Mar-2019	Mar-2020	Mar-2021	(Current period) Mar-2022
Net Sales	398,989	362,885	359,888	452,124
Ordinary Income	64,689	35,774	40,672	82,551
Net Income Attributable to Owners of the Parent	45,441	25,632	37,002	66,827
Net Income per Share (yen)	431.29	247.65	376.24	680.62
Total Assets	874,427	848,873	926,240	1,029,132
Equity	766,754	715,479	769,490	840,353

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

(Reference) Operating Results and Financial Position of the Company (Millions of yen otherwise noted)

Item	Mar-2019	Mar-2020	Mar-2021	(Current Period) Mar-2022
Net Sales	342,360	309,598	303,222	384,181
Ordinary Income	44,034	24,501	40,325	62,429
Net Income	35,372	21,606	41,885	53,236
Net Income per Share (yen)	335.87	209.04	426.28	542.46
Total Assets	528,371	518,473	574,882	637,391
Equity	456,060	413,884	457,134	488,233

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

(6) Main Business Segments

The Group's main operations are the manufacturing and sales of electronic components.
The main products and business segments are as follows:

(As of March 31, 2022)

Segment Name	Main products and business
LSI	Analog ICs, Logic ICs, Memory ICs
Discrete semiconductor devices	Diodes, Transistors, Light Emitting Diodes, Laser Diodes
Modules	Printhead Products, Optical Modules, Power Modules
Others	Resistors, Tantalum Capacitors,

(7) Main Business Sites

(As of March 31, 2022)

	Name	Location
ROHM CO., LTD.	Head Office/Factory Shiga Factory Kyoto Technology Center Yokohama Technology Center Kyoto Business Center Tokyo Business Center Yokohama Business Center Nagoya Business Center	Kyoto Shiga Kyoto Kanagawa Kyoto Tokyo Kanagawa Aichi
Manufacturing	ROHM HAMAMATSU CO., LTD. ROHM WAKO CO., LTD. ROHM APOLLO CO., LTD. ROHM MECHATECH CO., LTD. LAPIS SEMICONDUCTOR CO., LTD. LAPIS TECHNOLOGY CO., LTD. ROHM KOREA CORPORATION ROHM ELECTRONICS PHILIPPINES, INC. ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD. ROHM SEMICONDUCTOR (CHINA) CO., LTD. ROHM ELECTRONICS DALIAN CO., LTD. ROHM WAKO ELECTRONICS (MALAYSIA) SDN., BHD. ROHM MECHATECH PHILIPPINES, INC. ROHM MECHATECH (THAILAND) CO., LTD. KIONIX, INC. SICRYSTAL GmbH	Shizuoka Okayama Fukuoka Kyoto Kanagawa And others Kanagawa Korea Philippines Thailand China China Malaysia Philippines Thailand U.S.A. Germany
Sales	ROHM SEMICONDUCTOR KOREA CORPORATION ROHM SEMICONDUCTOR (SHANGHAI) CO., LTD. ROHM SEMICONDUCTOR (BEIJING) CO., LTD. ROHM SEMICONDUCTOR (SHENZHEN) CO., LTD. ROHM SEMICONDUCTOR (H.K.) CO., LTD. ROHM SEMICONDUCTOR TAIWAN CO., LTD. ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. ROHM SEMICONDUCTOR PHILIPPINES CORPORATION ROHM SEMICONDUCTOR (THAILAND) CO., LTD. ROHM SEMICONDUCTOR MALAYSIA SDN. BHD. ROHM SEMICONDUCTOR INDIA PVT. LTD. ROHM SEMICONDUCTOR U.S.A., LLC ROHM SEMICONDUCTOR GmbH	Korea China China China China Taiwan Singapore Philippines Thailand Malaysia India U.S.A. Germany
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(8) Employees

(As of March 31, 2022)

Segment Name	Number of Employees	Change from the Previous Fiscal Year	Average Service Years
LSI	23,401	Increase by 1,031 employees	12.0 years
Discrete semiconductor devices			
Modules			
Others			
Sales and administrative expenses division			

(Notes) The value of the average service years is rounded down to one decimal place.

(9) Summary of Important Subsidiaries

(As of March 31, 2022)

Company Name	Capital	Voting Right Ratio by ROHM	Main Business
ROHM HAMAMATSU CO., LTD.	Million yen 10,000	100.0%	Manufacture of electronic components
ROHM APOLLO CO., LTD.	Million yen 450	100.0	Manufacture of electronic components
LAPIS SEMICONDUCTOR CO., LTD.	Million yen 300	100.0	Manufacture and Sales of electronic components
LAPIS TECHNOLOGY CO., LTD.	Million yen 100	100.0	Manufacture and Development of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.0	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 16,190	100.0	Manufacture of electronic components
ROHM ELECTRONICS DALIAN CO., LTD.	Million yen 9,417	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK\$ 27,000	100.0	Sales of electronic components
ROHM U.S.A., INC.	Thousand US\$ 317,142	100.0	Administrative responsibility for subsidiaries in North and South America
ROHM ELECTRONICS EUROPE LTD.	Thousand UK£ 101,037	100.0	Administrative responsibility for subsidiaries in Europe
ROHM ELECTRONICS ASIA PTE. LTD.	Thousand S\$ 90,630	100.0	Administrative responsibility for subsidiaries in Asia and others

(Notes) 1. Amounts of capital and voting right ratios are rounded down to the nearest million (in yen) or the nearest thousand (in foreign currencies), and to one decimal places, respectively.

2. Voting right ratio by ROHM includes indirect holdings through subsidiaries.

2. Status of Shares

(1) Total Number of Shares Authorized to be Issued	300,000,000
(2) Total Number of Shares Issued	103,000,000 (Including 4,856,340 shares of treasury stock)
(3) Total Number of Shareholders as of March 31, 2022	28,274

(4) Major Shareholders (Top 10 Shareholders)

(As of March 31, 2022)

Name	Number of Shares Held (Thousands of shares)	Ownership
The Master Trust Bank of Japan, Ltd. (Trust account)	15,401	15.69%
Rohm Music Foundation	10,385	10.58-
Custody Bank of Japan, Ltd. (Trust account)	5,569	5.67-
The Bank of Kyoto, Ltd.	2,606	2.65-
The Bank of New York 134088	1,540	1.56-
STATE STREET BANK WEST CLIENT - TREATY 505234	1,513	1.54-
GOVERNMENT OF NORWAY	1,090	1.11-
JP MORGAN CHASE BANK 385781	1,061	1.08-
BBH FOR FINANCIAL INVESTORS TRUST-SEAFARER OVERSEAS GROWTH AND INC FD	1,050	1.06-
NORTHERN TRUST CO. (AVFC) RE IEDU UCITS CLIENTS NON LENDING 15 PCT TREATY ACCOUNT	987	1.00-

- (Notes) 1. The number of shares less than one thousand shares and the percentage of ownership less than two decimal places are rounded down to the nearest unit, respectively.
2. 4,856 thousand shares of treasury stock are excluded from the above calculation. Number of treasury stock does not include 5 thousand shares hold by Employee Stock Ownership Plan (ESOP).
3. Ownership is calculated by deducting the number of treasury stock from the total number of shares issued.

(5) Status of Share issued to the Directors as compensation for the execution of their duties in the fiscal year ended on March 31, 2022.

	Class and amount of stock	Number of Members
Member of the Board (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)	Common stock of the Company 3,318	5

3. Directors and Company Auditors of the Company

(1) Directors and Company Auditors

(As of March 31, 2022)

Position	Name	Positions at the Company and Important Duties outside the Company
* President, Chief Executive Officer	Isao Matsumoto	CEO
Member of the Board, Senior Managing Executive Officer	Katsumi Azuma	COO
Member of the Board, Managing Executive Officer	Kazuhide Ino	CSO and Director of Accounting & Finance Headquarters
Member of the Board, Senior Corporate Officer	Tetsuo Tateishi	CTO
Member of the Board, Senior Corporate Officer	Koji Yamamoto	Member of the Board, Senior Corporate Officer, Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability
Member of the Board	Tadanobu Nagumo	Senior Advisor of The Yokohama Rubber Co., Ltd. Outside Director of The Zeon Corporation
Member of the Board, Audit and Supervisory Committee Member (Full-Time)	Masahiko Yamazaki	
Member of the Board, Audit and Supervisory Committee Member (Full-Time)	Hiroyuki Nii	
Member of the Board, Audit and Supervisory Committee Member	Hidero Chimori	Partner of Miyake & Partners (Attorney at Law) Outside Auditor of The Oji Holdings Corporation
Member of the Board, Audit and Supervisory Committee Member	Toshiro Miyabayashi	Miyabayashi Accounting Office (CPA)
Member of the Board, Audit and Supervisory Committee Member	Kumiko Tanaka	Managing Partner of Midousuji Audit Corporation (CPA)

(Notes) 1. * Representative Director.

2. Tadanobu Nagumo, Hiroyuki Nii, Hidero Chimori, Toshiro Miyabayashi and Kumiko Tanaka are Outside Directors as provided in Article 2, Item 15, of the Companies Act.
3. The Company has designated Tadanobu Nagumo, Hiroyuki Nii, Hidero Chimori, Toshiro Miyabayashi and Kumiko Tanaka as Independent Directors pursuant to the rules of the Tokyo Stock Exchange, and reported that information to the Exchange.
4. Toshiro Miyabayashi and Kumiko Tanaka are certified public accountants and are duly informed of finances and accounting.
5. Masahiko Yamazaki and Hiroyuki Nii are the full-time Audit and Supervisory Committee Members. The Company has designated the full-time Audit and Supervisory Committee Members in order to strengthen audit and supervisory function of the Audit and Supervisory Committee through designing an environment for audits, collecting internal information, auditing daily status of designing the internal control system, and cooperating with the Internal Audit Division.
6. There are no special relationships between the Company and the entities where Outside Directors hold concurrent positions.
7. Changes in the Member of the Board during this fiscal year were as specified below.
 - (1) New appointments
 - 1) Koji Yamamoto and Tadanobu Nagumo were newly elected and appointed as a Member of the Board at the 63rd Ordinary General Shareholders Meeting of June 25, 2021.
 - 2) Although Masahiko Yamazaki was a Member of the Board, he was newly elected and appointed as a Member of the Board (Audit and Supervisory Committee Member) at the 63rd Ordinary General Shareholders Meeting of June 25, 2021.

- (2) Retirements
 - Kunio Uehara and Koichi Nishioka retired the Members of the Board as of the closing of the 63rd Ordinary General Shareholders Meeting of June 25, 2021.
- (3) Changes in positions
 - 1) Kazuhide Ino was appointed as Member of the Board, Managing Executive Officer as of June 25, 2021.
 - 2) Koji Yamamoto was appointed as Member of the Board, Senior Corporate Officer as of June 25, 2021.
 - 3) Masahiko Yamazaki was appointed as Member of the Board, Audit and Supervisory Committee Member (Full-Time) as of June 25, 2021.
- (4) Changes in duties
 - 1) Katsumi Azuma's position was changed from COO, Senior Director of Production · Quality · Sales to COO as of June 25, 2021.
 - 2) Kazuhide Ino's position was changed from CSO to CSO and Director of Accounting & Finance Headquarters as of June 25, 2021.
 - 3) Koji Yamamoto's position was changed from Director of Supply Chain Management Headquarters to Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability as of June 25, 2021.
- (5) Changes in important duties outside the Company
 - Hidero Chimori was appointed the Outside Auditor of The Oji Holdings Corporation as of June 29, 2021.

(2) Overview of the Contents of Contracts for Limitation of Liability

Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into contracts with all Directors excluding those are Executive Directors that limit their liabilities specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in Article 425, Paragraph 1 of the Companies Act.

(3) Overview of the Contents of Indemnity Agreements

There is no applicable information.

(4) Overview of the Contents of Directors and Officers Liability Insurance

The Company has concluded an executive liability insurance policy with an insurer as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan. This policy covers liability related to the performance of duties of directors and others, as the named insured, or compensation for damages arising from claims in pursuit of such liability. The named insured under this insurance policy are the Directors, company auditors, executive officers, and similar parties of the Company and its subsidiaries. The Company pays all premiums on this insurance policy. Measures are taken to ensure that this insurance is not detrimental to the proper execution of duties of directors and others through exempting from coverage damages and other costs incurred by an insured who has engaged in criminal acts or intentional unlawful acts.

(5) Remunerations for Directors

① Policy on Determining the Remuneration of each Director(excluding Directors who are Audit and Supervisory Committee Members)

(a) Determination Method of Policy on Determining the Remuneration of each Director

Based on the reports from the Director Remuneration Council, the Company resolved at the Board of Directors held on March 12, 2021 to adopt the policy on determining the Remuneration of each Director.

(b) Overview of the policy

1. The basic policy

The remuneration and bonuses (hereinafter referred to as the "Remunerations") of Directors shall be linked to the profits of shareholders in order to clarify management responsibilities and to fully operate as a sound incentives for sustainable corporate growth and increase corporate value over the mid- to long-term. In determining the Remunerations of each Directors, the basic policy shall be to set an appropriate level based on the responsibilities of each position.

To be specific, the Remunerations of an Executive Director consist of fixed remuneration, performance-linked remuneration and non-monetary remuneration (stock options), while the Remunerations of an Independent Outside Director, who performs an oversight function independently from the execution of the Company's operations, consist only of fixed remuneration.

We establish the Director Remuneration Council, a majority of the member shall be independent Outside Directors, as an advisory body to the Board of Directors, and discusses a system of Director remuneration and each Director's Remunerations based on this system in order to raise independency and objectivity and transparency of the Remunerations of Directors.

2. Policy for determining the amount of fixed remuneration (including the timing for payment of Remunerations)

The amount of fixed remuneration for the Company's Directors shall be determined according to the positions and responsibilities of the Directors by comprehensively taking into consideration all relevant factors, including the remuneration levels of peer companies. The fixed remuneration shall be paid in cash monthly.

3. Policy for determining the content and amounts of performance-linked remuneration and non-monetary remuneration (including the timing for payment of Remunerations)

Performance-linked remuneration, which is a monetary remuneration that reflects the Company's achievement of performance indicators, is designed to serve as an incentive for Directors to further increase awareness about their contribution to improvements in the Company's business performance for each fiscal year. The amount of performance-linked remuneration shall be calculated according to the level of achievement of the Company's consolidated net sales and operating income targets for the immediately preceding fiscal year and shall be paid in cash at a certain time each fiscal year.

Non-monetary remuneration shall be provided in the form of restricted stock options to further promote value sharing with shareholders. Based on the resolution of the Company's Board of Directors, Executive Directors shall make in-kind contribution of all monetary remuneration receivables that are to be granted under the Restricted Stock Option Plan, and shall, in return, receive shares of the Company's common stock that will be issued or disposed of by the Company. Restricted stock options shall be granted to Executive Directors at a certain time each fiscal year.

4. Policy for determining the remuneration ratio by type of Remunerations for each Director

Based on the levels of remuneration identified by benchmarking peer companies of comparable business size to the Company in related industries and business categories, the Director Remuneration Council shall consider the remuneration ratio by type of Remunerations.

If the target financial performance indicator is achieved 100%, the approximate ratio by type of Remunerations shall be fixed remuneration: performance-linked remuneration: non-monetary remuneration = 6:3:1.

5. Policy for determining the content of Remunerations for each Director

With regard to the Remunerations of the Directors, based on the Director Remuneration Council's recommendations, the Company's Board of Directors shall adopt, by resolution, the Director Remuneration Rules which specify the director remuneration system, remuneration ratio by type and calculation methods, among other things.

The Board of Directors shall respect the Director Remuneration Council's reports and shall determine the Remunerations of each Director in accordance with the Director Remuneration Rules.

(c) Reasons for the Board of Directors to have judged that the proposed content of the Remunerations of each Director for this fiscal year is in compliance with the Policy

In determining the Remunerations of each Director, the Board of Directors has judged that the proposed content is in compliance with the Policy by basically respecting the reports made by the Director Remuneration Council through their deliberation on the proposal from various angles, including its compliance with the Policy.

② The resolution of the General Shareholders' Meeting on the Remunerations of Directors

The 61st General Shareholders Meeting on June 27, 2019 resolved that the maximum amount of annual remuneration for the Company Directors who are not Audit and Supervisory Committee Members should be within ¥900 million (for outside directors within ¥100 million) and the maximum amount of annual remuneration for the Company Directors who are Audit and Supervisory Committee Members should be within ¥100 million. The number of Directors who are not Audit and Supervisory Committee Members (excluding Outside Directors) is eight, Outside Directors who are not Audit and Supervisory Committee Member is one and Directors who are Audit and Supervisory Committee Member is four as of the conclusion of this Ordinary General Meeting of Shareholders.

The 62nd General Shareholders Meeting on June 26, 2020 resolved that the maximum amount of annual shares remuneration for the Company Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) should be within ¥100 million. The number of Directors who are not Audit and Supervisory Committee Member (excluding Outside Directors) is six as of the conclusion of this Ordinary General Meeting of Shareholders.

③ Total Remunerations for Directors

Position	Total Amount (million yen)	Total Amount by type (million yen)			Number of Members
		fixed remuneration	performance-linked remuneration	non-monetary remuneration	
Directors (excluding Audit and Supervisory Committee Members) (Outside Directors)	379 (12)	185 (12)	159 (-)	34 (-)	9 (2)
Directors (Audit and Supervisory Committee Members) (Outside Directors)	83 (61)	83 (61)	- (-)	- (-)	5 (4)
Total (Outside Directors)	463 (73)	269 (73)	159 (-)	34 (-)	14 (6)

- (Notes) 1. The table above includes two Directors who resigned, and a Director who was changed to a director who is an Audit and Supervisory Committee Member from a director who is not, as of the closing the 63rd Ordinary General Shareholders Meeting of June 25, 2021.
2. Directors' remunerations do not include the amount paid as salary for employees to those Directors who are also employees.

④ Performance-linked Remuneration

To ensure the Company's sustainable growth and enhance corporate value by providing an incentive for Directors to further increase awareness about their contribution to the Company's business performance, we have adopted performance-linked remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors). Performance-linked remuneration is calculated according to the level of achievement of the Company's consolidated net sales and operating income targets for the immediately preceding fiscal year and is paid in cash at a certain time each fiscal year.

The reason for selecting consolidated net sales and consolidated operating income as performance indicators is because we have judged that these performance indicators create an appropriate incentive for Directors as they are the most straightforward in terms of enhancing financial results and corporate value, give a clear picture of the Company's business achievements, and are consistent with key performance indicators in the Company's mid-term management plan.

Consolidated net sales for this fiscal year were 452,124 million yen, and consolidated operating income for this fiscal year was 71,479 million yen.

⑤ Non-Monetary Remuneration

Stock-based remuneration is provided to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) with the aim of creating an incentive for them to sustainably enhance corporate value through the ownership of the Company's shares and of further promoting value sharing with the shareholders.

The stock-based remuneration comes in the form of restricted stock. The status of restricted stock issued is as described in 2. Status of Shares.

(6) Main Activities of Outside Directors for this fiscal year

Name Position	Attendance	Status of expressing opinions and Performance of duties about expected role to play
Tadanobu Nagumo Member of the Board	The Board of Directors :12/12 The Officer Nomination Council :4/4 The Director Remuneration Council :3/3	He will be expected to be able to utilize abundant knowledge and experience acquired as a top executive to strengthen supervisory functions of management. He has lived up to the Company's expectations, after appointment in June 2021, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint. Furthermore, as a member of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.
Hiroyuki Nii Member of the Board, Audit and Supervisory Committee Member (Full-Time)	The Board of Directors :15/15 The Audit and Supervisory Committee :15/15 The Officer Nomination Council :4/4 The Director Remuneration Council :3/3	He will be expected to be able to utilize knowledge and insight through long-time experience at a financial institution and abundant experience as the full-time Company Auditor and the full-time Audit and Supervisory Committee Member of the Company to strengthen audit and supervisory functions of management. He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint. In addition, he serves as Chairperson of the Audit and Supervisory Committee and is also engaged in auditing the business execution of Directors in collaboration with the Internal Audit Division. Furthermore, until June 2021 as a member of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.
Hidero Chimori Member of the Board, Audit and Supervisory Committee Member	The Board of Directors :15/15 The Audit and Supervisory Committee :15/15 The Officer Nomination Council :8/8 The Director Remuneration Council :6/6	He will be expected to be able to utilize professional knowledge and experience, wide insight as an attorney-at-law to ensuring the transparency and integrity for decision-making of the Board of Directors and to strengthen audit and supervisory functions of management. He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management to strengthen corporate governance from an independent standpoint. Furthermore, as a member of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.

Name Position	Attendance	Status of expressing opinions and Performance of duties about expected role to play
Toshiro Miyabayashi Member of the Board, Audit and Supervisory Committee Member	The Board of Directors :15/15 The Audit and Supervisory Committee :15/15	He will be expected to be able to utilize professional knowledge and experience, wide insight as a certified public accountant (CPA) to strengthen decision-making functions of the Board of Directors and audit and supervisory functions of management from an independent perspective. He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management through audit of the director's execution based on the knowledge of Finance and Accounting.
Kumiko Tanaka Member of the Board, Audit and Supervisory Committee Member	The Board of Directors :15/15 The Audit and Supervisory Committee :15/15	She will be expected to be able to utilize professional knowledge and experience, wide insight as a certified public accountant (CPA) as well as a global perspective nurtured through overseas assignments to strengthen decision-making functions of the Board of Directors and audit and supervisory functions of management from an independent perspective. She has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management through audit of the director's execution based on the knowledge of Finance and Accounting.

4. Independent Auditor

(1) Name of the Independent Auditor

Deloitte Touche Tohmatsu LLC

(2) Remuneration

	Remuneration
Remuneration for the Independent Auditor for the 63rd Fiscal Year	122 million yen
Total Remuneration for the Independent Auditor to be Paid by the Company and Its Subsidiaries	137 million yen

(Notes) 1. The audit engagement between the Company and its Independent Auditor, Deloitte Touche Tohmatsu LLC, does not and actually cannot distinguish between remuneration based on the Companies Act and remuneration based on the Financial Instruments and Exchange Act. For this reason, the amount above includes the aggregate sum of these amounts.

2. The Audit and Supervisory Committee has verified and examined the execution of duties of accounting audit and remuneration for previous fiscal year, the contents of audit plans and the calculation basis for remuneration estimates. As a result, the Audit and Supervisory Committee agreed to the remuneration paid to the Independent Auditor.

3. Among ROHM Group's major subsidiaries, financial statements of the eight overseas subsidiaries are audited by certified public accountants or auditing firms (including those who have commensurate licenses in foreign countries) other than the Company's Independent Auditor.

(3) Policy Regarding Decision to Dismiss or Not to Reappoint Independent Auditor

The Audit and Supervisory Committee may dismiss the Independent Auditor based on a unanimous decision when the Audit and Supervisory Committee has decided that the Independent Auditor has violated or infringed Article 340, Paragraph 1 of the Companies Act and that such dismissal is appropriate.

The Audit and Supervisory Committee may decide the proposal regarding dismiss or not to reappoint the Independent Auditor and based on such decision the Board of Directors shall submit such proposal at the General Shareholders Meeting when it is deemed difficult for the Independent Auditor to perform audits properly due to an event that may damage their qualification or independence.

5. Corporate System and Policies of ROHM Group

(1) Corporate System to Ensure Proper Operation (Internal Control System)

Regarding the reinforcement of the internal control system as one of the major corporate missions, ROHM Group intends to carry out its sustainable growth and corporate social responsibilities by maintaining compliance of the operational processes of the entire Group. The Board of Directors of the Company has resolved the basic policies to build the internal control system and the improvement of the system, as listed below:

Furthermore, in order to respond sustainability issues and strengthen the management system to ensure appropriate controlling business risks, some revisions of the committee structure were made at the Board of Directors held on April 20, 2022. Following descriptions about the Corporate System, those revision are reflected.

- 1) The system to ensure the compliance of the execution of duties of the Directors under applicable laws as well as the Articles of Incorporation
 - (a) In order to promote further progress of globalization, ROHM Group will not only comply with laws and regulations but also support the 10 principles of the United Nations Global Compact for a wide range of problems in the areas of human rights, labor, the environment, anti-corruption, etc. and contribute to solve these social challenges (Sustainable Development Goals) through ROHM's products, technology, and services. And the Company will promote the management focusing on Sustainability by complying with "ISO26000" the international standards for social responsibility, as well as the Code of Conduct of the Responsible Business Alliance (RBA).
 - (b) Directors should perform their duties based on the in-house regulations such as "ROHM Group Business Conduct Guidelines" and the Basic Rules of the Board of Directors and ensure the compliance with all applicable laws and regulations as well as the Articles of Incorporation.
 - (c) Based on the ROHM Corporate Governance Policy, an appropriate governance structure shall be put in place to allow the Board of Directors to exercise oversight over the Directors to ensure the integrity and transparency of the Company's business management.
 - (d) Should a Director be found having committed an illegal act by another Director, it should be promptly reported to the Board of Directors and the Audit and Supervisory Committee.
 - (e) Independent Outside Directors should regularly hold the meeting to exchange information and opinions with each other and constantly check that Directors perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation.
 - (f) The Compliance Hotline (the internal hotline system (including the case where the hotline system independent from the management is set up at an outside law firm) and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities to discover any illegal conduct of a Director and to prevent recurrence thereof.
 - (g) The Company establish the independent internal audit division and monitor and evaluate the effectiveness of the internal control system and the reporting line in which the independent internal audit division can directly report to the Board of Directors in the event of a Director's misconduct.
- 2) System to save and control information related to Directors' performance of duties
 - (a) Decisions regarding Directors' performance of their duties, such as the minutes of general shareholders meetings, the minutes of the meetings of the Board of Directors, executive proposals, business plans for individual fiscal years, etc., should be saved in writing. The documents (including electronic data) should be saved and controlled in compliance with all applicable laws and regulations as well as all in-house regulations.
 - (b) The directions and notices provided to Group companies or in-house divisions concerned shall be issued in writing (including electronic data) as a rule. The directions and notices shall be saved so as to be inspected at any time by Directors.
 - (c) Information related to Directors' performance of duties should be kept and controlled duly by relevant sections or divisions concerned, and the leak and unjust use of such information must be prevented by giving internal notice and information security training to all employees to ensure that they are fully aware of and comply with such rule.
- 3) Rules and other systems to control the risk of loss
 - (a) The EHSS General Committee shall oversee the operations of management systems related to the environment(E), health and hygiene(H), safety(S) and sustainability(S). It shall report to and consult with the Board of Directors, as appropriate, and shall be supervised by, and receive instructions from,

the Board of Directors. Under the EHSS General Committee, a framework for promoting management systems in the areas of safety and health, risk management and business continuity management (BCM), the environment, supply chains, ethics, labor, information security and quality shall be set up to appropriately respond to various management issues and risks in each responsible area by taking necessary measures, giving directions and solving problems.

- (b) The Risk Management/BCM Committee should be organized to identify, analyze and control major risks that may occur in the course of the performance of business operations. In order to avoid or minimize the effect of unforeseeable circumstances such as sudden natural disasters as much as possible and enable the survival of our business as a consequence, the Risk Management/BCM Committee will verify the activities of each section in charge of risk management, establish a business continuity plan and take any and all possible preliminary measures or preparations across ROHM Group.
 - (c) As a corporate effort to eradicate antisocial groups, the Risk Management Office should be established in the Department of General Affairs. The Office should cooperate and exchange information with external specialist organizations such as the police department, promote specific actions and perform them thoroughly, to eradicate antisocial groups. In-house regulations should be established to eradicate antisocial groups and should be strictly observed. All ROHM Group employees should be informed by way of the "ROHM Group Business Conduct Guidelines", as distributed to all employees, or by other means, that they must take a firm stand against antisocial groups. Further, the necessity of taking a firm stand against antisocial groups should be communicated to all employees through various in-house training sessions.
- 4) System to ensure that Directors perform their duties efficiently
- (a) By narrowing down the number of Directors and introducing Corporate Officer System, the Company perform the specific duties based on the segregation of duties and to realize prompt executive decision-making.
 - (b) To assist the President's decision-making, the Company establish the Executive Meeting consists of Corporate Officers.
 - (c) Issues that may have a considerable influence on corporate management should be examined, analyzed and reported by in-house project teams established separately for individual issues. Upon completion of such examination, prompt decisions should be made by way of a meeting of Board of Directors or executive proposals, as appropriate, based on the Articles of Incorporation and in-house regulations.
 - (d) The in-house written standards of in-house control procedures regarding various managerial issues such as risk control and information control should be strictly observed.
 - (e) To increase the competitiveness of ROHM Group and to ensure a fair amount of profits, the Medium-Term Management Plan shall be established and key sustainability issues (materiality) that may negatively affect the achievement of the Plan's objectives shall be identified and the progress of addressing such issues shall be monitored and managed.
- 5) System to ensure that employees perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation
- (a) The Compliance Committee should be organized and across-the-group compliance actions should be taken by implementing the "ROHM Group Business Conduct Guidelines". A compliance system of the Group companies should be created based on the system of our company, and a leader for each division should be nominated as a leader to raise the awareness of the importance of compliance and to ensure the ongoing compliance of each division.
 - (b) To appropriately comply with proprietary laws and regulations in a proper manner, each management system under the EHSS General Committee should be committed to such actions as checking the status of compliance for the entire Group and performing ongoing educational activities.
 - (c) Under the internal system for timely disclosure, individual sections and divisions should properly control insider information and educate employees in the interest of and raising awareness of the importance of strict information handling, to prevent insider trading.
 - (d) The Compliance Hotline (the internal hotline system (including the case where the hotline system independent from the management is set up at an outside law firm) and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal conduct of an employee and to prevent any recurrence thereof.

- 6) System to ensure compliance of the Group's corporate operations
 - (a) ROHM Group shares the corporate mission and policy, which are the basis of the founding spirit of the Company, and carries out the business activities with the concerted efforts as the Group in order to enhance the corporate values of the entire Group.
 - (b) Each management system under the EHSS General Committee should supervise and control Group companies comprehensively to ensure proper execution of duties in each responsible area.
 - (c) Written standards applicable to the entire ROHM Group should be established and implemented.
 - (d) As a parent company, the Company appropriately associate with nominations of Directors of the group companies by establishing "The Group Company Officer Nomination Council" in the Company. Furthermore, the Company monitor appropriateness of their business executions by properly appointing Directors and Auditors in Group companies.
 - (e) As for important matters of Group companies, approvals of the Board of Directors of the Company or through executive proposals are required as well as reports are regularly made to each section of the Company, thereby the Company controls the Group companies.
 - (f) An internal control system that includes the Company and significant Group companies should be established and reinforced through a framework that ensures financial reporting compliance and through efforts to conform to the auditing system.
 - (g) The Company's internal auditing division under the direct control of the President should perform internal audits to check each Group company's situations of execution of duties, compliance with all applicable laws and regulations as well as in-house regulations, risk management, etc.
- 7) Directors and employees to assist the Audit and Supervisory Committee's duties, independence of the Directors and employees from Directors (except the Directors who are Audit and Supervisory Committee Members) and to ensure effectiveness of the instruction to such Directors and employees
 - (a) The Company can appoint staff employees with necessary practical capabilities.
 - (b) The staff employees should not do duties related to the business execution. In the employment, transfer and evaluation of performance of those staffs, opinions from the Audit and Supervisory Committee shall be respected.
- 8) System of report to the Audit and Supervisory Committee, and system for employees not to be treated disadvantageously by the reason of such reports
 - (a) Should a Director be found having committed an illegal conduct in the performance of Directors' duties or neglected the obligation of being duly conscious as good Directors, or any fact be found having a threat to damage the Company considerably, etc. by another Director, it should be promptly reported to the Audit and Supervisory Committee.
 - (b) The meetings of the EHSS General Committee and each management system under the EHSS General Committee should be attended by full-time Audit and Supervisory Committee Members as observers as necessary, and individual committees should make periodical reports on their activities to the Audit and Supervisory Committee by submitting meeting minutes or by other appropriate means.
 - (c) A system should be retained whereby the status and results of business operations can be properly reported to the Audit and Supervisory Committee through executive proposals and reports.
 - (d) Directors and employees of the Company and Group companies should promptly make a necessary report if they are asked by the Audit and Supervisory Committee to make a report of their business operations.
 - (e) A section in charge of the Compliance Hotline should make periodical reports on situations and results thereof to the Audit and Supervisory Committee.
 - (f) If each Director or Company Auditor of the group company find violation of laws or the Articles of Incorporation or other in-house regulations or any fact that may damage the ROHM Group considerably regarding the execution of business, it should be promptly reported to the Audit and Supervisory Committee by those or a person who received a report from those.
 - (g) To address a situation where any of the Company's Directors or the Legal Affairs Division is the subject of a whistleblower complaint for the Compliance Hotline, a reporting channel where a whistleblower complaint is directly reported to full-time Audit and Supervisory Committee Members shall be put in place to ensure independence in receiving whistleblower reports.
 - (h) Employees that have reported to the Audit and Supervisory Committee shall not disadvantageously treated by the reason of such reports according to applicable laws and regulations as well as in-house

regulations.

- 9) Other systems to ensure that the audits by the Audit and Supervisory Committee are performed effectively
 - (a) Concerning the status of the operation of the internal control system, Directors should report to the Audit and Supervisory Committee where requested.
 - (b) The internal audit division should strengthen the collaboration with the Audit and Supervisory Committee and report the results of audit periodically.
 - (c) The Audit and Supervisory Committee should be diverse in composition, including Inside Directors who are well-versed in affairs at the ROHM Group and Outside Directors who specialize in law, accounting, finance, etc., to ensure a competent organization with independence and effectiveness.
 - (d) The Audit and Supervisory Committee should exchange opinions with Directors who are not Audit and Supervisory Committee Members whenever necessary.
 - (e) The expenses that the Audit and Supervisory Committee deem to be necessary when they perform their duties should be borne by the Company.

(2) Outline of the Status of the Operation of the Corporate System to Ensure Proper Operation

ROHM Group is striving to build the internal control system and properly operate it based on the aforementioned basic policies. The outline of the status of the operation of the internal control system during the fiscal year ended March 31, 2021 is as follows:

1) Compliance system

- ROHM Group not only makes all Directors and employees fully aware of the “ROHM Group Business Conduct Guidelines” as their codes of conduct to comply with when they practice the mission and policy such as “Company Mission” and “Management Policy” but also thoroughly ensures that they act according to such Guidelines.
- ROHM Group regularly holds the Compliance Committee in order to formulate a plan to reinforce the compliance system, implement education by rank and by role in accordance with the plan, send the message from the top concerning the compliance with the “ROHM Group Business Conduct Guidelines,” etc.
- ROHM Group operates the internal hotline system to prevent compliance violations, discover violations early, and take appropriate measures. ROHM Group also regularly reports the status of the operation to the Board of Directors and the Audit and Supervisory Committee.
- The Company establishes the internal audit division which is independent from business execution division and the division monitor/evaluate the effectiveness of the internal control system, and that improves transparency and effectiveness of the work.

2) Risk management system

- ROHM Group holds the Risk Management/BCM Committee as needed to identify, analyze and control major risks that may occur in the course of the performance of business operations. Also, in order to avoid or minimize the effect of unforeseeable circumstances such as sudden natural disasters as much as possible and enable the survival of our business as a consequence, the Risk Management/BCM Committee verifies the activities of each section in charge of risk management, establishes a business continuity plan (BCP) and takes any and all possible preliminary measures or preparations across ROHM Group.
- Against Novel Coronavirus Disease(COVID-19) ROHM Group has ensured safety of all employees of ROHM Group and their family, thoroughly prevented spread of the infection and pursued business continuity globally, and the activities are reported on the Board of the Directors.
- On the back of increasingly sophisticated and elaborate cyber attacks and the increasing frequency of telework and remote work arrangements, security measures are implemented on a continuous basis, for example, by providing education and training on information security and the handling of suspicious e-mails to all employees, and introducing software that instantaneously detects the occurrence of an incident.
- To ensure appropriate confidential information management, ROHM Group has created and operated a framework for confidential information management by establishing the ROHM Group Confidential Information Management Policy and creating a division in charge of managing and supervising the management of confidential information on a company-wide basis.

3) Subsidiary management system

- ROHM Group manages Group companies by operating the system that requires the approval of the Company's Board of Directors and final decision on executive proposals regarding important projects in Group companies, and also by each division of the Company regularly receiving the report with respect to the status of its operation.
- Based on an annual plan, the Company's internal auditing division under the direct control of the President performs internal audits to check each Group company's situations of execution of duties, compliance with all applicable laws and regulations as well as in-house regulations, risk management, etc., and confirms the compliance of business. Also, the results of audits are periodically reported to Directors and the Audit and Supervisory Committee.

4) Directors' performance of duties

- The regular meetings of Board of Directors are held according to the annual plan and extraordinary meetings of Board of Directors are held where necessary to resolve matters stipulated in laws and regulations or Articles of Incorporation as well as matters which are important for management and to mutually supervise the performance of Directors' duties.
- Matters to be delegated to each Director are made clear in the Basic Rules of the Board of Directors and in the in-house regulations and introducing Corporate Officer System to ensure Directors' efficient and agile performance of their duties.
- In the Executive Meeting, the Company deliberates primary management policies, plans, and business operations in order to assist the President's decision-making.
- Information related to Directors' performance of duties is properly kept and controlled duly according to the in-house regulations, and the leak and unjust use of such information are prevented.

5) Performance of duties of the Audit and Supervisory Committee Members selected by the Audit and Supervisory Committee

- Such selected members attend not only the meetings of Board of Directors but also other important meetings such as those of the CSR Committee (Currently the EHSS General Committee) to offer opinions as needed.
- Such selected members carry out visiting audit and/or audit remotely at each division of the Company and Group companies and remote auditing, confirm the legality and compliance of business operations.
- Such selected members regularly exchange information and opinions with Directors, Independent Auditor and the internal auditing division to improve effectiveness of auditing.

(3) Basic Policies Related to the Company's Ownership Control

The Company's Mission has been to contribute to the advancement and progress of our culture through a consistent supply, under all circumstances, of high quality products in large volumes to the domestic market as well as the global market. We believe that fulfilling this mission creates and enhances total long-term corporate value, and at the same time promotes the common interests of all of our stakeholders including our shareholders. We understand that the Board of Directors, delegated by the shareholders, is responsible for further enhancing corporate value by fulfilling the above mission and making consistent managerial efforts for sustainable growth.

As for so-called takeover defenses, the Company believes that the best strategy is to achieve a higher stock price as well as to gain, to the fullest extent, the confidence of its shareholders by mutual communications through ongoing and comprehensive investor relations activities. And if a takeover proposal is put forward, we consider that the ultimate decision as to whether or not to accept the takeover proposal should be made by the shareholders of that time. The Company considers that, in the process of the ultimate decision making, it is not acceptable that the Board of Directors make arbitrary judgments in order to protect their own interests, for instance. Moreover, the Company has determined that, when a takeover is proposed, it is necessary to have our shareholders be able to make an appropriate decision based on sufficient information and within a reasonable time period for the purpose of securing and improving the corporate value and the common interests of the shareholders.

Consolidated Balance Sheet

As of March 31, 2022

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	620,004	Current liabilities	105,877
Cash and deposits	293,144	Notes and accounts payable—trade	18,105
Notes and accounts receivable—trade	100,151	Electronically recorded obligations	4,929
Electronically recorded monetary claims	8,644	Accounts payable—other	36,131
Securities	49,256	Income taxes payable	11,472
Merchandise and finished products	39,678	Other	35,237
Work in process	61,675		
Raw materials and supplies	53,135	Long-term liabilities	82,901
Income taxes receivable	1,026	Bonds	40,536
Other	13,342	Deferred tax liabilities	28,983
Allowance for doubtful accounts	(49)	Liability for retirement benefits	11,092
		Other	2,289
Fixed assets	409,127	Total liabilities	188,778
Tangible fixed assets	292,090	(Equity)	
Buildings and structures	92,046	Shareholders' equity	810,851
Machinery, equipment, and vehicles	78,396	Common stock	86,969
Furniture and fixtures	6,876	Capital surplus	102,411
Land	68,421	Retained earnings	661,386
Construction in progress	41,760	Treasury stock	(39,915)
Other	4,589		
Intangible fixed assets	5,266	Accumulated other comprehensive income	28,965
Goodwill	795	Unrealized gain on available-for-sale securities	39,314
Other	4,471	Foreign currency translation adjustments	(8,294)
Investments and other assets	111,770	Accumulated adjustments for retirement benefits	(2,054)
Investment securities	87,506		
Asset for retirement benefits	3,176	Noncontrolling interests	536
Deferred tax assets	11,310		
Other	9,846	Total equity	840,353
Allowance for doubtful accounts	(69)	Total liabilities and equity	1,029,132
Total assets	1,029,132		

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Consolidated Statement of Income

From April 1, 2021 to March 31, 2022

(Millions of yen)

Accounts	Amount	
Net sales		452,124
Cost of sales		289,803
Gross profit		162,320
Selling, general and administrative expenses		90,841
Operating income		71,479
Non-operating income		
Interest income	1,175	
Dividend income	847	
Foreign currency exchange gain	8,090	
Other	1,316	11,430
Non-operating expenses		
Interest expense	114	
Settlement package	195	
Other	47	358
Ordinary income		82,551
Extraordinary gains		
Gain on sale of fixed assets	619	
Gain on sale of investment securities	2,190	
Subsidy income	100	2,909
Extraordinary losses		
Loss on sale and disposal of fixed assets	789	
Loss on reduction of fixed assets	100	
Loss on impairment of fixed assets	285	
Loss on natural disasters	427	1,602
Income before income taxes		83,859
Income taxes—current	15,944	
Income taxes—deferred	1,057	17,001
Net income		66,857
Net income attributable to noncontrolling interests		30
Net income attributable to owners of the parent		66,827

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Consolidated Statement of Changes in Equity

From April 1, 2021 to March 31, 2022

(Millions of yen)

	Shareholders' Equity					Accumulated Other Comprehensive Income (Loss)			
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Unrealized Gain on Available-for-Sale Securities	Foreign Currency Translation Adjustments	Accumulated Adjustments for Retirement Benefits	Total Accumulated Other Comprehensive Income (Loss)
Balance at the beginning of the year	86,969	102,403	609,280	(39,947)	758,706	47,001	(33,878)	(2,856)	10,266
Changes in the year									
Dividends			(14,721)		(14,721)				
Net income attributable to owners of the parent			66,827		66,827				
Purchase of treasury stock				(9)	(9)				
Disposal of treasury stock		7		41	48				
Net changes in items other than shareholders' equity						(7,686)	25,584	801	18,699
Total changes in the year	-	7	52,105	32	52,145	(7,686)	25,584	801	18,699
Balance at the end of the year	86,969	102,411	661,386	(39,915)	810,851	39,314	(8,294)	(2,054)	28,965

	Non controlling Interests	Total Equity
Balance at the beginning of the year	518	769,490
Changes in the year		
Dividends		(14,721)
Net income attributable to owners of the parent		66,827
Purchase of treasury stock		(9)
Disposal of treasury stock		48
Net changes in items other than shareholders' equity	18	18,717
Total changes in the year	18	70,863
Balance at the end of the year	536	840,353

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Notes to Consolidated Financial Statements

Basis of Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries	39
(2) Names of major consolidated subsidiaries	
ROHM HAMAMATSU CO., LTD.	ROHM APOLLO CO., LTD.
LAPIS SEMICONDUCTOR CO., LTD.	LAPIS TECHNOLOGY CO., LTD.
ROHM ELECTRONICS PHILIPPINES, INC.	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	ROHM ELECTRONICS DALIAN CO., LTD.
ROHM SEMICONDUCTOR HONG KONG CO., LTD.	ROHM U.S.A., INC.
ROHM ELECTRONICS EUROPE LTD.	ROHM ELECTRONICS ASIA PTE. LTD.

2. Application of Equity Method

(1) Number of unconsolidated subsidiaries accounted for by the equity method	0
(2) Number of associated companies accounted for by the equity method	0
(3) Names of major unconsolidated subsidiaries and associated companies not accounted for by the equity method	
(Associated company)	
LB LUSEM CO., LTD.	

This associated company is excluded from the scope of application of the equity method due to immateriality in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership), and others, as well as the immateriality as a whole.

3. Fiscal Year of the Consolidated Subsidiaries

The fiscal year end of 5 consolidated subsidiaries is December 31, which is different from the fiscal year end of the group consolidated financial statement (March 31).

Consolidated financial statements are prepared based on the financial statements of these subsidiaries, which are prepared as of the provisional closing date of March 31.

4. Accounting Policies

(1) Basis and method for valuation of significant assets

1) Securities

Marketable stocks and other securities classified as available-for-sale securities are stated at fair value (based on market prices at the consolidated balance sheet date), with unrealized gains and losses reported as a separate component of equity. The cost of available-for-sale securities sold is principally determined based on the moving-average method. Unmarketable stocks and other securities are stated at cost determined by the moving-average method.

2) Derivatives

Derivatives are stated at fair value.

3) Inventories

Merchandise, finished products, work in process, and raw materials are stated principally at the lower of cost, determined by the moving-average method, or net selling value. Supplies are stated principally at cost determined by the last purchase cost method.

(2) Depreciation of significant fixed assets

1) Tangible fixed assets excluding right-of-use asset

Depreciation of tangible fixed assets is computed principally by the declining-balance method, while the straight-line method is applied to buildings (excluding building improvements) acquired by the Company and its domestic subsidiaries on or after April 1, 1998.

The range of estimated useful lives of buildings and structures is mainly 3 to 50 years and that of machinery, equipment, and vehicles is mainly 2 to 10 years.

2) Intangible fixed assets excluding right-of-use asset

Amortization of intangible fixed assets is computed by the straight-line method.

3) Right-of-use asset

Right-of-use assets are amortized by the straight-line method over the lease term, assuming no residual value.

(3) Basis for significant allowances

Allowance for doubtful accounts

In order to account for loss on doubtful accounts, an allowance for ordinary receivables is determined based on past actual loss ratios, and an allowance for certain identified doubtful accounts is determined based on individually estimated recoverable amounts.

(4) Basis for significant revenues and expenses

The details of major performance obligations and the ordinary point in time of satisfaction of these performance obligations (ordinary point of time of revenue recognition) in major businesses related to revenues arising from contracts with customers of the Group are as described below.

In accordance with the Accounting Standard for Revenue Recognition (ASBJ Statement No. 29), the Group recognizes revenues from contracts with customers except transactions related to financial instruments within the scope of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10) and lease transactions within the scope of the Accounting Standard for Lease Transactions (ASBJ Statement No. 13) by applying the following steps:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligations in the contract

Step 5: Recognize revenue when (or as) a performance obligation is satisfied

The Group sells large-scale integrated circuits (analog devices, logic, memory), semiconductor devices (diodes, transistors, light-emitting diodes, semiconductor lasers), modules (print heads, optical modules, power modules), and other electronic components (resistors, tantalum capacitors). The Group recognizes revenue when a performance obligation is satisfied by transferring an electronic component to a customer since the customer obtains control of the component at the time of delivery.

(5) Translation of foreign currencies

All monetary receivables and payables denominated in foreign currencies are translated into Japanese yen using the exchange rates at the consolidated balance sheet date, and the foreign currency exchange gains and losses from the translation are recognized in the consolidated statement of income.

The balance sheet accounts of foreign subsidiaries are translated into Japanese yen using the current exchange rate as of the balance sheet date, except for shareholders' equity, which is translated using the historical rate. Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen using the average exchange rate. Differences arising from such translation are shown as "Foreign currency translation adjustments" and "Noncontrolling interests" in a separate component of equity.

(6) Amortization of goodwill

Goodwill is amortized on a straight-line basis over reasonable periods (within twenty years) individually.

(7) Other significant conditions in preparing consolidated financial statements

1) Accounting for retirement benefits

Asset and liability for retirement benefits are stated based on the projected benefit obligations and plan assets at the consolidated balance sheet date.

In calculating the projected benefit obligation, a benefit formula basis is utilized to attribute expected retirement benefits to periods up to the consolidated balance sheet date.

Actuarial gains and losses arising in the current year are amortized on a straight-line basis, commencing in the following year, over certain periods (mainly 10 to 13 years) within the average remaining service periods of employees for each fiscal year in which the actuarial gains or losses arose.

Past service cost is amortized on a straight-line basis over certain periods (10 to 13 years) within the average remaining service periods of employees for each fiscal year in which the past service cost arose.

Unrecognized actuarial gains and losses and unrecognized past service costs are recognized as accumulated adjustments for retirement benefits within accumulated other comprehensive income in equity, after adjusting for tax effects.

2) Accounting for consumption taxes

Transactions subject to consumption taxes are accounted for by the tax exclusion method.

Significant Accounting Estimates

1. Valuation of tangible fixed assets (Impairment of fixed assets)

(1) Carrying amount on Consolidated Financial Statements of Fiscal Year ended March 31, 2022

Tangible fixed assets 292,090 million yen

(2) Information on the significant accounting estimate

The Group reviews its assets held for use to identify impairment loss with the units of management accounting for which revenue and expenditures are managed on a continuous basis. Whenever there is any indication of impairment for asset groups, the Group calculates the undiscounted future cash flow generated by the asset group based on certain assumptions. If the recoverable amount is less than the carrying amount, an impairment loss measured as the amount by which the carrying amount exceed its recoverable amount is recognized. The recoverable amount is calculated by the value in use based on the discounted future cash flow.

The undiscounted future cash flows used in the determination is estimated on the basis of a business plan developed by management (mainly 5 years), and it is estimated by the following assumptions.

- Regarding net sales, the Group estimates the growth rate by considering market forecast data provided from external market research organizations, continuous sales trends, the Group's production plan and orders from customers.
- The estimation period of future cash flows is calculated on a basis of the remaining useful lives of major assets. If it exceeds the period of the business plan, the Group will not estimate any growth after the final year covered in the business plan due to future uncertainty. The Group assumes that cash flow for the final year of the business plan continues for the rest of the estimation period.

These assumptions are determined by the best estimates of management, but they might be affected by further uncertain economic fluctuation and may need to be reconsidered. If assumptions will be revised, there is a possibility of impairment loss being recognized in the future.

2. Valuation of deferred tax assets

(1) Carrying amount on Consolidated Financial Statements of Fiscal Year ended March 31, 2022

Deferred tax assets 11,310 million yen

Deferred tax liabilities 28,983 million yen

(2) Information on the significant accounting estimate

In recording deferred tax assets, the recoverability of such deferred tax assets is determined based on the schedule of reversal of taxable temporary differences for each tax entity, future taxable income and future tax planning.

Future taxable income is estimated based on the business plan made by management, and deferred tax assets the Group evaluates likely to be recoverable is recognized.

As the result, the Group offsets deferred tax assets and deferred tax liabilities for each tax entity and records the net amount in the consolidated balance sheet.

Future taxable income might be affected by further uncertain economic fluctuation. In case actual taxable income is different from the estimates, it can cause a significant impact on the amount identified as deferred tax assets on consolidated financial statements in the future consolidated fiscal year.

Notes to Changes to Accounting Policies

(Adoption of Accounting Standard for Revenue Recognition, etc.)

The Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, March 31, 2020) ("Revenue Recognition Standard" hereinafter) and other related standards have been applied since the beginning of the consolidated fiscal period. Thus, revenue is recognized in the amount expected to be received in exchange for the good or service at the point in time when control of a promised good or service is transferred to the customer. As a result, due to having buyback obligations, the Group has decided not to record derecognition of work in process etc. supplied at a charge in transactions related to such supply which was previously recorded.

The Group has applied these standards since the beginning of the consolidated fiscal period in accordance with the transitional handling in the proviso to Paragraph 84 of Revenue Recognition Standard.

The impact of this adoption on the consolidated financial statements is not material.

(Adoption of Accounting Standard for Fair Value Measurement etc.)

The Accounting Standard for Fair Value Measurement (ASBJ Statement No. 30, July 4, 2019) ("Fair Value Measurement Standard" hereinafter) and related standards have been applied since the beginning of the consolidated fiscal period. Pursuant to the transitional handling described in Paragraph 19 of Fair Value Measurement Standard and Paragraph 44-2 of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10, July 4, 2019), the new accounting policies provided for in Fair Value Measurement Standard and related standards have been applied prospectively.

This adoption has had no effect on the consolidated financial statements.

In addition, notes have been added under the "Notes to Financial Instruments" concerning financial instruments categorized by fair value hierarchy.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

828,950 million yen

2. Accumulated Reduction of Tangible Fixed Assets

The accumulated reduction from the acquisition cost of tangible fixed assets due to insurance benefits for fire or other disaster loss, and subsidies or other benefits received from the government are 481 million yen and 1,240 million yen, respectively.

The breakdown of the accumulated reduction from the acquisition cost of tangible fixed assets is as follows:

	(Millions of yen)
Buildings and structures	829
Machinery, equipment, and vehicles	507
Furniture and fixtures	7
Land	377

3. Guarantees

The Company and its subsidiaries (the "Group") guarantee employees' loans from banks as follows:

Employees (housing loans)	12 million yen
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4. Assets for Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	708 million yen
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Notes to Consolidated Statement of Income

1. Loss on Impairment of Fixed Assets

The Group recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2022.

Use of Asset	Location	Account	Amount (Millions of yen)
Idle assets	Japan and others	Machinery, equipment, and vehicles	145
		Construction in progress	83
		Furniture and fixtures	32
		Buildings and structures and others	23
Total			285

In recognizing impairment loss on fixed assets, for assets held for use, the Group identifies asset groups according to the units of management accounting for which revenue and expenditures are managed on a continuous basis, and for idle assets, each property is deemed an asset group.

(Idle assets)

As the Group determined that the idle assets are unlikely to be used in the future, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as "Loss on impairment of fixed assets" in extraordinary losses.

The recoverable amounts were measured at their net selling prices, which were based on a reasonable estimation in consideration of market value.

Notes to Consolidated Statement of Changes in Equity

1. Number of Shares Issued as of March 31, 2022

Common stock 103,000,000 shares

2. Dividends

(1) Dividends paid

(Resolution)	Class of Stock	Total Amount of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders' Meeting held on June 25, 2021	Common stock	7,360 million yen	75.00 yen	March 31, 2021	June 28, 2021
Meeting of the Board of Directors held on October 28, 2021	Common stock	7,360 million yen	75.00 yen	September 30, 2021	December 3, 2021

(2) Dividends for the fiscal year ended March 31, 2022, to be distributed after the end of the fiscal year

(Scheduled Resolution)	Class of Stock	Total Amount of Dividends	Source of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders' Meeting to be held on June 24, 2022	Common stock	10,795 million yen	Retained earnings	110.00 yen	March 31, 2022	June 27, 2022

Notes to Financial Instruments

1. Matters Relating to Financial Instruments

(1) Policy for financial instruments

The Group invests surplus funds in low-risk financial assets and uses derivatives only as a means to hedge the foreign exchange risk of trade receivables. The Group does not engage in any speculative transactions.

(2) Nature and extent of risks arising from financial instruments and risk management

Receivables, such as notes and accounts receivable-trade and electronically recorded monetary claims, are exposed to customer credit risk. Regarding the relevant risks, the Group controls due dates and the receivable balances by customer pursuant to the internal rules of the Group and, at the same time, promotes the early identification and reduction of bad debt risk due to financial deterioration. Foreign currency trade receivables are exposed to market risks arising from fluctuations in foreign currency exchange rates. Such foreign exchange risks are partially hedged by forward foreign currency contracts.

Securities and investment securities, such as stocks and bonds, are exposed to the risk of market price fluctuations. The Group continually reviews the status of possessing such securities, monitoring fair value, and the financial positions of issuers and others on a regular basis. The Group purchases only highly rated bonds pursuant to the internal policy approved by the Board of Directors, thereby minimizing its exposure to credit risks.

Payment terms of payables, such as notes and accounts payable-trade, electronically recorded obligations and accounts payable-other, are primarily less than one year. These payables are exposed to liquidity risk, and the Group manages the risk by preparing and updating financing plans as appropriate.

Bonds were issued by the Company in order to fund to repurchase treasury stock.

The Group enters into derivative transactions pursuant to the internal policy approved by the Board of Directors, and in order to reduce credit risks, the Group only conducts derivative transactions with highly rated financial institutions.

(3) Supplemental information to fair value of financial instruments

Fair value of financial instruments is measured based on quoted market prices or those calculated by other rational valuation techniques in cases where a quoted price is not available. Since variable factors are incorporated to calculate this fair value, the use of different assumptions may change the value.

2. Fair Value of Financial Instruments

Carrying amount, fair value, and the difference thereof for financial instruments as of March 31, 2022, are listed in the table below, except for unmarketable stocks and other securities (see Note 1).

In addition, the fair value of cash is not disclosed, and the fair values of deposits, notes and accounts receivable-trade, electronically recorded monetary claims, negotiable certificates of deposit in securities, notes and accounts payable-trade, electronically recorded obligations, and accounts payable-other are not disclosed because their maturities are short and the carrying values approximate fair value.

(Millions of yen)

	Carrying Amount	Fair Value	Difference
Securities and investment securities			
Available-for-sale securities	94,533	94,533	-
Stock of associated company	652	7,220	6,567
Bonds	40,536	42,765	2,229
Derivative transactions *	(795)	(795)	-

* Assets and liabilities arising from derivative transactions are presented on a net basis, and net liabilities are presented in parentheses.

(Notes)

1. Unmarketable Stocks and other Securities

(Millions of yen)

Category	Carrying Amount
Unlisted stocks	885
Rights under limited partnership agreements for investment	235
Stocks of unconsolidated subsidiaries and associated companies	56

These financial instruments are excluded from "Securities and investment securities."

2. Maturity analysis for monetary receivables and securities with contractual maturities

(Millions of yen)

	Due in One Year	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years
Securities and investment securities				
Available-for-sale securities with contractual maturities (corporate bonds)	8,853	12,354	-	-

3. Maturity analysis for bonds

(Millions of yen)

	Due in One Year	Due after One Year through Two Years	Due after Two Years through Three Years	Due after Three Years through Four Years	Due after Four Years through Five Years	Due after Five Years
Bonds	-	-	40,000	-	-	-

3. Financial Instruments Categorized by Fair Value Hierarchy

The fair value of financial instruments is categorized into the following three levels, depending on the observability and significance of the inputs used in making fair value measurements:

Level 1: Fair values measured by using quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Fair values measured by using inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3: Fair values measured by using unobservable inputs for the assets or liabilities.

If multiple inputs are used that have a significant impact on the measurement of fair value, fair value is classified at the lowest level in the fair value measurement among the levels to which each of these inputs belongs.

(1) The financial assets and liabilities measured at the fair values in the consolidated balance sheet

(Millions of yen)

Category	Fair Value			
	Level1	Level2	Level3	Total
Securities and investment securities				
Available-for-sale securities				
Stocks	67,202	-	-	67,202
Bonds	-	20,785	-	20,785
Others	1,486	5,060	-	6,546
Derivative transactions	-	(795)	-	(795)

(2) The financial assets and liabilities not measured at the fair values in the consolidated balance sheet

(Millions of yen)

Category	Fair Value			
	Level1	Level2	Level3	Total
Securities and investment securities				
Stock of associated company	7,220	-	-	7,220
Bonds	-	42,765	-	42,765

(Notes) Description of valuation methods and inputs used for the measurement of the fair value of assets and liabilities

Securities and investment securities

The fair values of listed stocks and corporate bonds are measured at the quoted market prices. Since listed stocks are traded in active markets, the fair values of listed stocks are categorized as Level 1. As the quoted market prices of corporate bonds are not considered to be in active markets due to low market transactions, the fair values of corporate bonds are classified as Level 2.

Derivative transactions

The fair values of foreign currency forward contracts are measured by using discounted present value techniques considering observable inputs such as interest rates and foreign currency exchange rate and are classified as Level 2.

Bonds

The fair values of bonds are measured at the quoted market prices. As the quoted market prices of bonds are not considered to be in active markets due to low market transactions, the fair values of bonds are classified as Level 2.

Notes to Revenue Recognition**1. Information on the Disaggregation of Revenue from Contracts with Customers**

The Table below lists information on the disaggregation of revenue from contracts with customers.

(Millions of yen)

	Reportable segments				Others*	Total
	LSI	Discrete semiconductor devices	Modules	Total		
Sales						
Japan	80,417	56,783	7,994	145,196	4,661	149,857
Asia	107,421	102,037	20,913	230,372	17,520	247,892
Americas	8,308	9,942	1,278	19,528	2,306	21,834
Europe	7,748	19,330	2,649	29,728	2,811	32,539
Revenues from contracts with customers	203,895	188,039	32,835	424,825	27,299	452,124
Other revenues	-	-	-	-	-	-
Sales to external customers	203,895	188,093	32,835	424,825	27,299	452,124

* "Others" is an operational segment that is not included in reportable segments, consisting of business in resistors and tantalum capacitors.

2. Information serving as the basis for understanding revenues arising from contracts with customers

Information serving as the basis for understanding revenues arising from contracts with customers is described under "4. Accounting Policies: (4) Accounting standards for significant revenues and expenses".

3. The relationship between satisfaction of performance obligations and cash flow based on contracts with customers, and amounts and points of time of revenues expected to be recognized in the following consolidated fiscal year or later arising from contracts with customers as of March 31, 2022

The Group records the portion of prices received from customers in sale of electronic components based mainly on individual contracts in excess of the amount already recognized as revenues as advances received until the performance obligations arising from transfer of the goods or services have been fulfilled. These are included under other current liabilities on the consolidated balance sheet. The amounts of advances received as of March 31, 2021 and March 31, 2022 and the amount of revenues recognized in the consolidated fiscal year included in contract liabilities as of the start of the fiscal year are minor.

There are no balances of contract assets as of March 31, 2021 and March 31, 2022.

Notes to per Share Information

Equity per share	8,557.15 yen
Net income per share	680.62 yen

Nonconsolidated Balance Sheet

As of March 31, 2022

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	314,578	Current liabilities	95,358
Cash and deposits	87,969	Accounts payable—trade	55,279
Notes receivable—trade	245	Electronically recorded obligations	6,654
Accounts receivable—trade	93,620	Accounts payable—other	14,907
Electronically recorded monetary claims	8,247	Accrued expenses	11,157
Securities	45,856	Income taxes payable	5,996
Merchandise and finished products	19,049	Deposits received	1,054
Work in process	8,704	Other	307
Raw materials and supplies	12,895	Long-term liabilities	53,800
Prepaid expenses	827	Bonds	40,536
Short-term loans receivable	460	Long-term accounts payable-other	376
Accounts receivable—other	33,231	Deferred tax liabilities	10,950
Other	3,470	Liability for retirement benefits	1,903
		Provision for share-based remuneration	16
		Asset retirement obligations	17
		Total liabilities	149,158
Fixed assets	322,813	(Equity)	
Tangible fixed assets	90,400	Shareholders' equity	448,908
Buildings	19,333	Common stock	86,969
Structures	332	Capital surplus	97,261
Machinery and equipment	14,202	Additional paid-in capital	97,253
Vehicles	4	Other capital surplus	7
Furniture and fixtures	1,170	Retained earnings	304,593
Land	43,008	Legal reserve	2,464
Construction in progress	12,349	Other retained earnings	302,128
Intangible fixed assets	3,271	Reserve for research and development	1,500
Goodwill	795	Other reserve	243,500
Patents	205	Retained earnings carried forward	57,128
Software	2,143	Treasury stock	(39,915)
Other	127	Valuation and translation adjustments	39,325
Investments and other assets	229,141	Unrealized gain on available-for-sale securities	39,325
Investment securities	86,722		
Investment in subsidiaries and associated companies	122,885		
Long-term loans receivable	9,265		
Long-term prepaid expenses	4,813		
Prepaid pension cost	2,452		
Other	3,002		
Allowance for doubtful accounts	(0)		
		Total equity	488,233
Total assets	637,391	Total liabilities and equity	637,391

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Nonconsolidated Statement of Income

From April 1, 2021 to March 31, 2022

(Millions of yen)

Accounts	Amount	
Net sales		384,181
Cost of sales		296,786
Gross profit		87,394
Selling, general and administrative expenses		53,628
Operating income		33,766
Non-operating income		
Interest and dividend income	15,045	
Foreign currency exchange gain	6,218	
Technical advisory fees	10,042	
Management advisory fees	684	
Other	1,231	33,221
Non-operating expenses		
Commission fees	3,020	
Taxes and dues	1,260	
Other	277	4,558
Ordinary income		62,429
Extraordinary gains		
Gain on sale of fixed assets	756	
Gain on sale of investment securities	1,830	2,587
Extraordinary losses		
Loss on sale and disposal of fixed assets	555	
Loss on impairment of fixed assets	196	751
Income before income taxes		64,264
Income taxes—current	6,176	
Income taxes—deferred	4,851	11,028
Net Income		53,236

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Nonconsolidated Statement of Changes in Equity

From April 1, 2021 to March 31, 2022

(Millions of yen)

	Shareholders' Equity										
	Common Stock	Capital Surplus			Legal Reserve	Retained Earnings			Total Retained Earnings	Treasury Stock	Total Shareholders' Equity
		Additional Paid-in Capital	Other Capital Surplus	Total Capital Surplus		Other Retained Earnings					
						Reserve for Research and Development	Other Reserve	Retained Earnings Carried Forward			
Balance at the beginning of the year	86,969	97,253	-	97,253	2,464	1,500	243,500	18,613	266,078	(39,947)	410,353
Changes in the year											
Dividends								(14,721)	(14,721)		(14,721)
Net income								53,236	53,236		53,236
Purchase of treasury stock										(9)	(9)
Disposal of treasury stock			7	7						41	48
Net changes in items other than shareholders' equity											
Total changes in the year	-	-	7	7	-	-	-	38,514	38,514	32	38,554
Balance at the end of the year	86,969	97,253	7	97,261	2,464	1,500	243,500	57,128	304,593	(39,915)	448,908

	Valuation and Translation Adjustments		Total Equity
	Unrealized Gain on Available-for- Sale Securities	Total Valuation and Translation Adjustments	
Balance at the beginning of the year	46,780	46,780	457,134
Changes in the year			
Dividends			(14,721)
Net income			53,236
Purchase of treasury stock			(9)
Disposal of treasury stock			48
Net changes in items other than shareholders' equity	(7,455)	(7,455)	(7,455)
Total changes in the year	(7,455)	(7,455)	31,098
Balance at the end of the year	39,325	39,325	488,233

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Notes to Nonconsolidated Financial Statements

Significant Accounting Policies

1. Basis and Method for Valuation of Assets

(1) Basis and method for valuation of securities

Investment securities in subsidiaries and associated companies are stated at cost determined by the moving-average method. Marketable stocks and other securities classified as available-for-sale securities are stated at fair value (based on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of equity. The cost of available-for-sale securities sold is principally determined based on the moving-average method. Unmarketable stocks and other securities are stated at cost determined by the moving-average method.

(2) Basis and method for valuation of inventories

Merchandise, finished products, work in process, and raw materials are stated at cost determined by the moving-average method. Supplies are stated at cost determined by the last purchase cost method (Carrying amount in the balance sheet is calculated net of any write-downs due to decreased profitability.).

2. Depreciation of Fixed Assets

(1) Tangible fixed assets

Depreciation of tangible fixed assets is computed by the declining-balance method, while the straight-line method is applied to buildings (excluding building improvements) acquired on and after April 1, 1998.

The estimated useful life of buildings is mainly 3 to 50 years and that of machinery and equipment is mainly 2 to 8 years.

(2) Intangible fixed assets

Amortization of intangible fixed assets is computed by the straight-line method.

The estimated useful life of software for internal use is mainly 3 to 5 years and that of goodwill is mainly 5 years.

3. Basis for Significant Allowances

(1) Allowance for doubtful accounts

In order to account for loss on doubtful accounts, an allowance for ordinary receivables is determined based on past actual loss ratios, and the allowance for certain identified doubtful accounts is determined based on individually estimated collectability.

(2) Liability for retirement benefits

Liability for retirement benefits is stated based on the projected benefit obligations and plan assets at the balance sheet date.

In calculating the projected benefit obligation, a benefit formula basis is utilized to attribute expected retirement benefits to periods up to the balance sheet date.

Actuarial gains and losses arising in the current year are amortized on a straight-line basis, commencing in the following year, over a certain period (10 years) within the average remaining service period of employees for each fiscal year in which the actuarial gains or losses arose.

Past service cost is amortized on a straight-line basis over a certain period (10 years) within the average remaining service period of employees for each fiscal year in which the past service cost arose.

(3) Allowances for share-based remuneration

In order to prepare for the delivery of the Company's shares by Employee Stock Ownership Plan (ESOP), the estimated cost of the shares that would be delivered to the corporate officers in accordance with trust-type stock delivery regulation is recorded as allowances for share-based remuneration.

4. Basis for significant revenues and expenses

The details of major performance obligations and the ordinary point in time of satisfaction of these performance obligations (ordinary point of time of revenue recognition) in major businesses related to revenues arising from contracts with customers of the Company are as described below.

In accordance with the Accounting Standard for Revenue Recognition (ASBJ Statement No. 29), the Group recognizes revenues from contracts with customers except transactions related to financial instruments within the scope of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10) and lease transactions within the scope of the Accounting Standard for Lease Transactions (ASBJ Statement No. 13) by applying the following steps:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligations in the contract

Step 5: Recognize revenue when (or as) a performance obligation is satisfied

The Company sells large-scale integrated circuits (analog devices, logic, memory), semiconductor devices (diodes, transistors, light-emitting diodes, semiconductor lasers), modules (print heads, optical modules, power modules), and other electronic components (resistors, tantalum capacitors). The Company recognizes revenue when a performance obligation is satisfied by transferring an electronic component to a customer since the customer obtains control of the component at the time of delivery.

5. Other Significant Conditions in Preparing Nonconsolidated Financial Statements

(1) Translation of foreign currencies

All monetary receivables and payables denominated in foreign currencies, unless hedged by forward exchange contracts, are translated into Japanese yen at the exchange rates at the balance sheet date, and the foreign exchange gains and losses from translation are recognized in the nonconsolidated statement of income.

(2) Hedge accounting

1) Hedge accounting

Accounts receivable denominated in foreign currencies for which foreign exchange forward contracts are used to hedge exchange rate fluctuations are translated at the contracted rate.

2) Hedging instruments and hedged items

Hedging instruments and hedged items are as follows:

(Hedging instruments)	(Hedged items)
Foreign exchange forward contracts	Accounts receivable in foreign currencies

3) Hedging policy

The Company uses derivative financial instruments only as a means to hedge foreign currency exchange risks.

4) Evaluation of hedge effectiveness

The Company evaluates hedge effectiveness by assessing the conditions of the hedging transactions for the derivative financial instruments and hedged items in each transaction.

(3) Accounting for retirement benefits

Accounting treatments for unrecognized actuarial gains and losses and unrecognized past service costs in the nonconsolidated financial statements are different from those in the consolidated financial statements.

(4) Accounting for deferred assets

Bond issuance cost is recognized as an expense when incurred.

(5) Accounting for consumption tax

Accounting treatments for national and regional consumption taxes shall be based on the tax exclusion method, and national and regional consumption taxes that are not tax-deductible are accounted as expenses in the fiscal year ended March 31, 2022.

Significant Accounting Estimate

Valuation of deferred tax assets

(1) Carrying amount on Financial Statements of Fiscal Year ended March 31, 2022

Deferred tax liabilities 10,950 million yen

As described in Notes to Tax Effect Accounting, deferred tax assets of 6,865 million yen is offset by deferred tax liabilities of 17,815 Million of yen. As the result, net deferred tax liabilities of 10,950 million yen is recorded.

(2) Information on the significant accounting estimate

In recording deferred tax assets, the recoverability of such deferred tax assets is determined based on the schedule of reversal of taxable temporary differences for each tax entity, future taxable income and future tax planning.

Future taxable income is estimated based on the business plan developed by management, and deferred tax assets the Company evaluates likely to be recoverable is recognized.

Future taxable income might be affected by further uncertain economic fluctuation. In case actual amount generated is different from the estimates, it causes significant impact on the amount identified as deferred tax assets on consolidated financial statements in the further consolidated fiscal year.

Notes to Changes to Accounting Policies

(Adoption of Accounting Standard for Revenue Recognition, etc.)

The Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, March 31, 2020) ("Revenue Recognition Standard" hereinafter) and other related standards have been applied since the beginning of the consolidated fiscal period. Thus, revenue is recognized in the amount expected to be received in exchange for the good or service at the point in time when control of a promised good or service is transferred to the customer. As a result, due to having buyback obligations, the Company has decided not to record derecognition of work in process etc. supplied at a charge in transactions related to such supply which was previously recorded.

The Company has applied these standards since the beginning of the consolidated fiscal period in accordance with the transitional handling in the proviso to Paragraph 84 of Revenue Recognition Standard.

The impact of this adoption on the consolidated financial statements is not material.

(Adoption of Accounting Standard for Fair Value Measurement etc.)

The Accounting Standard for Fair Value Measurement (ASBJ Statement No. 30, July 4, 2019) ("Fair Value Measurement Standard" hereinafter) and related standards have been applied since the beginning of the consolidated fiscal period. Pursuant to the transitional handling described in Paragraph 19 of Fair Value Measurement Standard and Paragraph 44-2 of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10, July 4, 2019), the new accounting policies provided for in Fair Value Measurement Standard and related standards have been applied prospectively.

This adoption has had no effect on the consolidated financial statements.

In addition, notes have been added under the "Notes to Financial Instruments" concerning financial instruments categorized by fair value hierarchy.

Notes to Nonconsolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

121,267 million yen

2. Accumulated Reduction of Tangible Fixed Assets

The accumulated reduction from the acquisition cost of tangible fixed assets due to insurance benefits for fire or other disaster loss, and subsidies or other benefits received from the government are 163 million yen and 383 million yen, respectively.

The breakdown of the accumulated reduction from the acquisition cost of tangible fixed assets is as follows:

	(Millions of yen)
Buildings	180
Furniture and fixtures	0
Land	365

3. Guarantees

The Company guarantees subsidiaries' liabilities as follows:

	(Millions of yen)
ROHM HAMAMATSU CO., LTD.	78
KIONIX, INC.	441
SICRYSTAL GMBH	1,071

4. Receivables from and Payables to Subsidiaries and Associated Companies

	(Millions of yen)
Short-term receivables from subsidiaries and associated companies	79,590
Long-term receivables from subsidiaries and associated companies	9,265
Short-term payables to subsidiaries and associated companies	50,917

Notes to Nonconsolidated Statement of Income

1. Transactions with Subsidiaries and Associated Companies

		(Millions of yen)
Operating transactions	Net sales	246,881
	Purchase and subcontract processing	239,130
	Other operating expenses	3,035
Non-operating transactions	Non-operating income	11,283
	Non-operating expenses	3,036
	Sale of assets	20,926
	Purchase of assets	5,027

2. Loss on Impairment of Fixed Assets

The Company recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2022.

Use of Asset	Location	Account	Amount (Millions of yen)
Assets held for use	Kyoto and others	Machinery and equipment	71
		Furniture and fixtures	51
Idle assets	Kyoto and others	Machinery and equipment	34
		Buildings	19
		Furniture and fixtures and others	19
Total			196

In recognizing impairment loss on fixed assets, for assets held for use, the Company identifies asset groups according to the units of management accounting for which revenue and expenditure are managed on a continuous basis, and for idle assets, each property is deemed an asset group.

(Assets held for use)

As the estimated future cash flows fell below the carrying amounts of the asset groups listed above due to deterioration of the business environment, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as "Loss on impairment of fixed assets" in extraordinary losses.

The recoverable amounts were measured at their value in use, using the discount rate of 9.3% for computation of the present value of future cash flows, or measured at their net selling value which were based on a reasonable estimation in consideration of market value.

(Idle assets)

As the Group determined that the idle assets are unlikely to be used in the future, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as "Loss on impairment of fixed assets" in extraordinary losses.

The recoverable amounts were measured at their net selling prices, which were based on a reasonable estimation in consideration of market value.

Notes to Nonconsolidated Statement of Changes in Equity

Type and number of treasury stock as of March 31, 2022

Common stock	4,861,656 shares
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(Note) Number of treasury stock includes 5,316 shares held by ESOP trustee.

Notes to Tax Effect Accounting

The breakdown of deferred tax assets and liabilities by major temporary differences is as follows:

Deferred tax assets	(Millions of yen)
Securities and investments	72
Investment in subsidiaries and associated companies	25,317
Inventories	1,576
Depreciation	1,305
Accrued enterprise tax	456
Accrued expenses	2,642
Liability for retirement benefits	580
Allowance for doubtful accounts	0
Loss on impairment of fixed assets	1,477
Other	198
Subtotal	33,628
Valuation allowance	(26,762)
Total	6,865
Deferred tax liabilities	
Prepaid pension cost	(747)
Unrealized gain on available-for-sale securities	(17,049)
Other	(18)
Total	(17,815)
Net deferred tax liabilities	(10,950)

Notes to Related Party Transactions

Type	Company Name	Voting Right Ratio by ROHM	Relationship	Transaction	Amount of Transaction (Millions of yen)	Account	Year-End Balance (Millions of yen)
Subsidiaries	LAPIS TECHNOLOGY CO., LTD.	100%	Products supplier for ROHM	Purchase of products *1	39,606	Accounts payable—trade Accounts payable—other	3,490 1
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *2	40,203	Accounts receivable—other	9,702
				Receipt of technical advisory fees *3	3,102	Accounts payable—trade Accounts payable—other	13,809 117
				Accrued expenses		10	
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *2	40,322	Accounts receivable—other	9,062
				Receipt of technical advisory fees *3	4,341	Accounts payable—trade Accounts payable—other	11,586 22
	ROHM SEMICONDUCTOR Hong Kong CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	81,392	Accounts receivable—trade	13,249
ROHM SEMICONDUCTOR Taiwan CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	31,869	Accounts receivable—trade	7,895	
SICRYSTAL GMBH	100%	Raw materials supplier for ROHM	Lending of funds *5	-	Long-term loans receivable	8,885	

Terms and conditions of transactions and decision policies thereof:

(Notes) * The subsidiaries listed above do not hold the Company's voting rights.

- *1. Product purchase prices are determined in consideration of the market prices of products.
- *2. Product processing prices are determined in consideration of the market prices of products and subsidiaries' process costs.
- *3. Technical advisory fees are determined based on the amount of net sales of each subsidiary.
- *4. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.
- *5. Interest rates applied to loan receivables are determined based on market interest rates, which are considered economically reasonable.

Notes to Revenue Recognition

The information that provides a basis for recognizing revenue from contracts with customers is omitted since the same information is provided on "Notes to Consolidated Financial Statements - Notes to Revenue Recognition".

Notes to per Share Information

Equity per share	4,974.95 yen
Net income per share	542.46 yen

Independent Auditor's Report on Consolidated Financial Statements (TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 6, 2022

To the Board of Directors of
ROHM CO., LTD.:

Deloitte Touche Tohmatsu LLC
Kyoto office

Designated Engagement Partner,
Certified Public Accountant:
Tomoyuki Suzuki

Designated Engagement Partner,
Certified Public Accountant:
Hiromi Ueda

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of ROHM CO., LTD. and its consolidated subsidiaries (the "Group"), namely, the consolidated balance sheet as of March 31, 2022, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2021 to March 31, 2022, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2022, and its consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Independent Auditor's Report on Nonconsolidated Financial Statements (TRANSLATION)**INDEPENDENT AUDITOR'S REPORT**

May 6, 2022

To the Board of Directors of
ROHM CO., LTD.:

Deloitte Touche Tohmatsu LLC
Kyoto office

Designated Engagement Partner,
Certified Public Accountant:
Tomoyuki Suzuki

Designated Engagement Partner,
Certified Public Accountant:
Hiromi Ueda

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the nonconsolidated financial statements of ROHM CO., LTD. (the "Company"), namely, the nonconsolidated balance sheet as of March 31, 2022, and the nonconsolidated statement of income and nonconsolidated statement of changes in equity for the 64th fiscal year from April 1, 2021 to March 31, 2022, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying nonconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2022, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the nonconsolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the nonconsolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the nonconsolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and the Audit and Supervisory Committee for the Nonconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of the nonconsolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of nonconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the nonconsolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the nonconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these nonconsolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the nonconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the nonconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the nonconsolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the nonconsolidated financial statements, including the disclosures, and whether the nonconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. "The accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

Certified Copy of the Audit Report (Translation)

Audit Report

The audit and supervisory committee has audited the directors' performance of their duties for the 64th business year from April 1, 2021 to March 31, 2022 and reports as follows in regard to the method and results of those audits.

1. Method and Contents of Audits

In regard to the content of resolutions of the board of directors regarding the matters stated in Article 399-13, paragraph (1), items (i)(b) and (i)(c) of the Companies Act, as well as the systems developed pursuant to those resolutions (i.e., internal control systems), the audit and supervisory committee periodically received reports from directors and employees, etc. regarding the status of the establishment and operation of those systems and as necessary requested explanations and expressed opinions in regard thereto, in addition to which the audit and supervisory committee conducted audits using the following methods.

- ① In accordance with the audit policies and division of duties, etc. determined by the audit and supervisory committee, and in cooperation with the internal control department of the company, the audit and supervisory committee attended important meetings, received reports from directors and employees, etc. regarding matters related to the performance of their duties, requested explanations as necessary, viewed important decision-making documents, etc., and inspected the status of operations and assets at the head office and main business locations by on-site and remote audit. Additionally, in regard to subsidiaries, the audit and supervisory committee communicated and exchanged information with the directors and company auditors, etc. of subsidiaries and received reports on business from subsidiaries as necessary.
- ② In regard to the Basic Policies Related to the Company's Ownership Control as stated in the business report, the audit and supervisory committee considered the contents thereof taking into account matters such as the status of deliberations at meetings of the board of directors and other deliberations.
- ③ The audit and supervisory committee oversaw and verified whether the Independent Auditor maintained an independent position and conducted an appropriate audit, received reports from the Independent Auditor on the status of the performance of its duties, and requested explanations as necessary. Additionally, the audit and supervisory committee received notification from the Independent Auditor that, in accordance with the "Quality Control Standards for Audits" (Business Accounting Council, October 28, 2005), etc., it had developed systems in order to ensure that its duties are appropriately performed (i.e., notification of the matters stated in the items of Article 131 of the Ordinance on Accounting of Companies) and requested explanations as necessary. In regard to Key Audit Matters, we discussed with the Independent Auditor and received reports of their audit and asked additional questions as necessary.

Using the methods above, the audit and supervisory committee examined the business report, the supplementary schedules thereto, the accounting documents (i.e., the balance sheet, statement of income, statement of changes in net assets, and explanatory notes to accounting documents), the supplementary schedules to the accounting documents, and the consolidated accounting documents (i.e., the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and explanatory notes to consolidated accounting documents) for the business year.

2. Audit Results

(1) Result of audit of business report, etc.

- ① We find that the business report and the supplementary schedules thereto accurately present the status of the company in accordance with laws, regulations, and the articles of incorporation.
- ② We do not find any misconduct nor any material fact constituting a violation of any law, regulation, or the articles of incorporation in relation to the directors' performance of their duties.
- ③ We find the content of the resolutions of the board of directors regarding internal control systems to be reasonable. Additionally, we do not find any matters that should be commented upon in regard to the statements in the business report or the directors' performance of their duties relating to the internal control systems.
- ④ We do not find any matters that should be commented upon in regard to the Basic Policies Related to the Company's Ownership Control stated in the business report.

(2) Results of audit of accounting documents and supplementary schedules thereto

We find the methods and results of the audit by the Independent Auditor, Deloitte Touche Tohmatsu LLC, to be reasonable.

(3) Results of audit of consolidated accounting documents

We find the methods and results of the audit by the Independent Auditor, Deloitte Touche Tohmatsu LLC, to be reasonable.

May 10, 2022

Audit and Supervisory Committee,
ROHM Co., Ltd.

Audit and Supervisory Committee member (full time)
Hiroyuki Nii

Audit and Supervisory Committee member (full time)
Masahiko Yamazaki

Audit and Supervisory Committee member
Hidero Chimori

Audit and Supervisory Committee member
Toshiro Miyabayashi

Audit and Supervisory Committee member
Kumiko Tanaka

(Note) Hiroyuki Nii, Hidero Chimori, Toshiro Miyabayashi and Kumiko Tanaka of the audit and supervisory committee are outside directors provided for in Article 2 (xv) and Article 331 (6) of the Companies Act.

For further information, please visit: <https://www.rohm.com/investor-relations>

— End —