

Corporate Governance Report

Last Update: June 24, 2022

ROHM Co, Ltd.

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Securities Code: 6963

<https://www.rohm.com>

The corporate governance of ROHM is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

1. We strive to pursue the best possible corporate governance in order to achieve our mission and policy as described in the Company Mission and the Basic Management Policy.
2. We recognize that a company is supported by all of its stakeholders including its customers, business partners, employees, shareholders, investors, and local communities. We believe that the management and conduct of a company must be based on fairness, integrity, and transparency. Our basic view on corporate governance is to achieve sustainable corporate growth and maximize corporate value over the mid- to long-term from the stakeholders' perspective after accurately identifying the Company's cost of capital. We strive to improve corporate governance in accordance with the following guidelines.
 - (1) To properly cooperate with all stakeholders including shareholders into consideration, and properly address and deal with sustainability management issues including ESG (environmental, social, and governance) elements .
 - (2) To respect the rights of shareholders, secure their equal treatment, and engage in constructive dialog with shareholders to enhance corporate value.
 - (3) To disclose corporate information in a timely and appropriate manner as a part of ensuring our transparency.
 - (4) To make the roles and responsibilities of the Board of Directors clear, hold meetings of the Board of Directors in a timely and appropriate manner, facilitate decision-making processes, and ensure that Outside Officers proactively express their views from an independent and objective standpoint and that the Board of Directors oversees the execution of business.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

Supplemental Principle 3-1-3 【Sustainability initiatives, etc.】

<Sustainability initiatives>

Based on the recognition that addressing issues around sustainability, including societal and environmental issues, is extremely important for enhancing corporate value over the medium to long term, we have agreed to endorse the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and are currently making preparations for disclosure of information relating to four thematic categories: governance, strategy, risk management, and metrics and targets in around September 2022. In addition, we have established the ROHM Group Sustainability Policy as the Group's basic policy on sustainability. We have also identified key sustainability issues (materiality) and have set a goal to address each of these issues.

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For further details on our sustainability initiatives, etc., please visit our website and see our Integrated Report.
URL: <https://csr.rohm.com/jp/>

[Disclosure Based on the Principles of the Corporate Governance Code]

ROHM had established the “ROHM Corporate Governance Policy” (hereinafter referred to as the “Policy”) at the meeting of the Company’s Board of Directors held on November 5, 2015 and revised on June 24, 2022.

The Policy is available at ROHM’s website:

URL: <https://www.rohm.com/investor-relations/corporate-governance>

• Principle 1-4 【Cross-shareholdings】

1. The basic policy on cross-shareholdings of listed companies and the exercise of voting rights with respect to cross-shareholdings is established by the Board of Directors as follows:

< Basic Policy on Cross-shareholdings of Listed Companies >

To achieve sustainable corporate growth and increase corporate value over the mid- to long-term of the ROHM Group, we believe that cross-shareholding of our major business partners in order to maintain strong business relationships with them is an important way.

With this end in view, annually the Board of Directors quantitatively and qualitatively examines each of cross-shareholdings in terms of economic rationality, the benefits of holding and other factors.

And shares unneeded to continue holding will be gradually reduced.

< Basic Policy on the Exercise of Voting Rights with Respect to Cross-shareholdings >

We exercise the right to vote after scrutinizing proposals based on the purpose of shareholding and verifying that proposals will contribute to increase corporate value. Votes against such proposals may be casted if there is a situation that could damage corporate value or a concern that could arise over corporate governance for reasons like social misconduct.

• Principle 1-7 【Related Party Transactions】

1. In order to protect the interests of shareholders, we endeavor to prevent directors, employees, and other persons related to ROHM from engaging in any transactions that may be detrimental to ROHM or its shareholders by exploiting their position.

2. When we engage in transactions with officers or major shareholders, we follow the proper approval procedures of the Board of Directors in accordance with the Company’s rules and regulations.

Supplemental Principle 2-4-1 【Ensuring diversity in promotion, etc. of core human resources】

<Views on ensuring diversity>

At the ROHM Group, based on the Basic Management Policy that states, “ROHM will support a diversified work style, and broadly look for and develop talented human resources so they can be the foundation of the Company’s growth”, our key issues are to acquire and develop talented human resources with diverse values and views, regardless of nationality, gender, age or disability and we have established and strongly promoted personnel management such as active recruitment and promotion at the global level.

<Status and voluntary measurable targets for ensuring diversity>

(1) Female employees

The proportion of women in managerial positions at the ROHM Group was 10.7% as of the end of March 2022. To further promote the diversity and the career development of female employees, we have established the goal of increasing the proportion of women in managerial positions to 15% by FY 2025 in the Mid-term Management Plan released on May 10, 2021.

(2) Non-Japanese employees

As of the end of March 2022, there were 36 non-Japanese employees working at ROHM. We continue to actively recruit and develop foreign nationals regardless of nationality, gender, age or disability and promote them, as appropriate, to managerial positions(key positions) where they play a key role in our global business.

(3) Mid-career employees

The proportion of mid-career employees at ROHM was 28.3% as of the end of March 2022, 25.2% of whom were in managerial positions. In addition to the stable recruitment of new graduates, we have been increasingly focusing on the recruitment of mid-career personnel in recent years. To further strengthen our

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two focus business areas – power and analog solutions – as set out in the Medium-Term Management Plan, we continue to actively recruit work-ready mid-career employees for a variety of jobs and positions and aim to create a workplace in which employees with diverse backgrounds can actively interact with one another and thrive to ensure that innovation can be created on an ongoing basis.

• Principle 2-6 【Roles of Corporate Pension Funds as Asset Owners】

- 1.Regarding the management of the reserve funds of the defined-benefit corporate pension plan, because the management of such funds impacts stable asset formation for our employees and the Company's own financial standing, we endeavor to allocate and develop personnel with necessary experience and qualification to perform monitoring and other necessary activities on the management institution.
- 2.We ensure appropriate management of such funds without causing a conflict of interest between the pension fund beneficiaries and the Company, asset management institutions are selected from among those having declared the adoption of Japan's Stewardship Code and entrusted to select individual investment destinations and to exercise the right to vote.

• Principle 3-1 【Complete information disclosure】

ROHM endeavors to disclose information actively, disclosing in a timely and accurate disclosure in accordance with laws, and to secure transparency and fairness in our decision making and realize effective corporate governance.

1.Management philosophy and business strategies, business plans

(1) Basic management policy

In the pursuit of continuing and comprehensive corporate value creation and enhancement, the ROHM Group believes that we can improve customer satisfaction and contribute to society by developing innovative products and carrying out high-quality manufacturing in our business activities. By doing so, we will be able to give our employees more confidence and pride and encourage them to take on new challenges. Value added through these business activities should be appropriately allocated (or returned) to internal reserves for business investments to strengthen competitiveness and to shareholders, employees, communities, and other stakeholders. It is also essential that this idea is understood and supported by all the stakeholders. The ROHM Group calls the cycle of these activities CSV (Creating Shared Value). Making the ROHM Group more attractive to stakeholders through commitment to CSV activities is one of our priorities in business management.

With these perspectives in mind, we have established our basic policy, which is to constantly supply high-quality, cost-competitive products in high volume and take a leadership position in the global semiconductor and electronic parts market. We intend to achieve this by developing products that can lead the global market and drawing on our original production technologies.

(2) Mid- to long-term management strategy

The ROHM Group aims for mid- to long-term growth by responding to globally evolving markets and taking advantage of our excellence in matching technologies, vertical integration, comprehensive product competitiveness, and customer focus. Our growth strategy is specifically described below.

1) Market strategy

(1) Automotive and industrial equipment markets

Amid moves toward electrification and energy conservation, the automotive and industrial equipment markets call for a stable supply capacity combined with high quality and reliability, an area where the ROHM Group excels. In the growing automotive and industrial equipment markets, we will expand the supply of SiC and other power devices (e.g., IGBTs, MOSFETs), as well as isolated gate driver ICs and power-source ICs for electric vehicles and servers, to increase our sales. We will also develop new products, such as SiC power modules for electric vehicles and advanced LSIs for base stations and data centers, to acquire new demand over the mid- to long-term.

(2) Consumer equipment market

We intend to remain highly profitable by expanding our market share in sectors where smaller sizes and higher efficiency are demanded (e.g., energy-saving home appliances and data storage equipment) through pursuit of higher added value in our LSIs and power devices, while maintaining a high market share for general-purpose devices.

2) Strategy for sales, development, and manufacturing

(1) Sales strategy

Our System Solutions Engineering Headquarters will propose customer-oriented solutions, in addition to discrete products, and enhance engineering support. Our Japan Sales Headquarters and International Sales Headquarters will work together to build a marketing structure aligned to the corporate strategy.

(2) Development strategy

To emphasize customer focus, we will assign Product Marketing Engineers (PMEs),* who are well-versed in cutting-edge technologies and market information, to business sites outside Japan to enhance our product planning ability so that we can efficiently develop competitive products that take into account customers' issues.

* PMEs are engineers engaged in product marketing and planning based on their advanced technical background.

(3) Manufacturing strategy

To continue steady growth over the mid- to long-term, we will strengthen our production structure to acquire the ability to stably supply products worldwide. Specifically, we will build more automated and flexible production lines suitable for high-mix, low-volume production, while working to increase the productivity of existing production lines designed for low-mix, high-volume production, and strengthen our business continuity plan (BCP).

2. Basic views and guidelines on corporate governance

Please refer I. 1. "Basic Views" in this report.

3. Policies and procedures for determining director remuneration

Please refer □. 1. "Director Remuneration" "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in this report.

4. Policies and procedures in the appointments/dismissals of the President and Directors with title and Corporate Officer with title and for nominating Director candidates

Please refer □. 1. "Directors" "Committee's Name, Composition, and Attributes of Chairperson" in this report.

5. Reasons for the appointments/dismissals of the President and Directors with title and Corporate Officer with title and the individual nominations of Director candidates

Reasons for the appointments/dismissals of the President and Directors with title and Corporate Officer with title and the individual nominations of Director candidates are disclosed on our website etc.

Please refer □. 1. "Directors" "Outside Directors' Relationship with the Company (2)" in this report about Outside Directors.

Reasons for the individual nominations of Directors are described in the notice of the 64th Ordinary General Shareholders Meeting.

Supplemental Principle 3-1-3 【Sustainability initiatives, etc.】

<Sustainability initiatives>

Based on the recognition that addressing issues around sustainability, including societal and environmental issues, is extremely important for enhancing corporate value over the medium to long term, we have agreed to endorse the TCFD's recommendations and are currently making preparations for disclosure of information relating to four thematic categories: governance, strategy, risk management, and metrics and targets in around September 2022.

In addition, we have established the ROHM Group Sustainability Policy as the Group's basic policy on sustainability. We have also identified key sustainability issues (materiality) and have set a goal to address each of these issues.

For further details on our sustainability initiatives, etc., please visit our website and see our Integrated Report.

U R L : <https://csr.rohm.com/>

<Investment in human capital, etc.>

Our Medium-Term Management Plan “Moving Forward to 2025” is a five-year plan that is aimed at building a solid management foundation toward the realization of our Management Vision in anticipation of dramatic growth in 10 years’ time. In the Medium-Term Management Plan, we position human resources as “the source of achieving sustainable enhancement of corporate value”. We intend to continue to invest in human resources, our most important asset, strongly and systematically to ensure the successful execution and achievement of the Medium-Term Management Plan.

In addition, we believe that the spread and promotion of the work-life integration concept – a concept that integrates both work (professional life) and life (personal life) for employees to help them find fulfillment in both of these life areas – enhance an employee’s sense of happiness and wellbeing, which in turn leads to improved productivity and growth of the Company. With the aim of vigorously promoting the creation and establishment of a rewarding workplace environment where employees can reach their full individual potential, we at ROHM have established the Labor Management Committee to ensure compliance with laws and regulations, international norms, and standards required by customers, as well as to reexamine and improve the Company’s systems and structures so as to enable all employees to work more actively and energetically.

Furthermore, “Basic Goals for Education and Training”, set out in the Company Mission and Policies, which has existed as a universal philosophy since the Company’s founding, clearly specifies what kind of human resources need to be developed through education and training. Based on this “Basic Goals for Education and Training”, we have developed and implemented a group-wide education and training system and have also established the Management Human Resources Council with the aim of ensuring the systematic development of human resources who will be the next generation responsible for leading the management of the Company. In addition, we discuss and consider the systematic development of next generation leaders as an important theme at the Executive Meeting on an ongoing basis, and make a report, as appropriate, to the Board of Directors based on the discussion results.

<Investment in intellectual property, etc.>

At the ROHM Group, with the Management Vision, “We focus on power and analog solutions and solve social problems by contributing to our customers’ needs for ‘energy saving’ and ‘downsizing’ of their products” as a guiding principle, we have been developing products for energy saving and downsizing by using our proprietary technologies, and we always respect intellectual property rights in all our business activities.

In the development of new technologies for the future, it is absolutely essential to invest in securing talented human resources as well as in research and development activities for Research and Development and for Product Development, and also to invest in intellectual property rights, which are the fruits of such research and development activities.

We make it a rule to incorporate intellectual property-related matters (if any) as an important discussion theme at the Executive Meeting, where a strategy for each business portfolio is discussed and considered to address such matters. Based on the discussion results, we make a report, as appropriate, to the Board of Directors.

The ROHM Group currently owns approximately 9,200 patents, primarily in Japan, the United States, Europe and China (3,900 patents in Japan and 5,300 patents overseas). A total of approximately 1,700 patent applications are filed by the ROHM Group in and outside Japan (850 in Japan and 850 overseas).

With regard to trademarks, the Public Relations Division and Marketing Communications Division and the Legal and Intellectual Property Division works closely to secure trademark rights in the countries and regions where we sell products to further enhance the brand strength of the Company and its products.

• Supplemental Principle 4-1-1 【Scope of delegation to the management team】

The rules governing the Board of Directors specify matters related to board resolutions, while company rules specify matters delegated to each Director. The Board of Directors resolves matters stipulated by law and the Company’s Articles of Incorporation and the important matters of the Company and its Group companies, among other things.

• Principle 4-9 【Qualifications and standards for judgment of independence of independent Outside Directors】

The Board of Directors establishes standards of independence for independent Directors.

Please see "[Independence Standards for Outside Officers](#)" published in our website for details.

We have designated all of seven Outside Directors as Independent Outside Directors based on Outside Director's requirement by Companies Act and independent officer's requirement by the Tokyo Stock Exchange and "Independence Standards for Outside Officers". Also, we reported that information to the Tokyo Stock Exchange.

Supplemental Principle 4-10-1 【Views on independence in the composition of the Nomination and Remuneration Committees, and the authorities, roles, etc. of such Committees】

In order to improve independence, objectivity and transparency regarding the nomination and remuneration of Officers and Directors, we have established, as an advisory body to the Board of Directors, the Director Remuneration Council and the Officer Nomination Council, where a majority of the Council members consist of Independent Outside Directors.

The Director Remuneration Council discusses the Company's director remuneration system and the remuneration of each Director based thereon. Based on the discussion results, the Director Remuneration Council then makes recommendations to the Board of Directors regarding the remuneration of Directors who are not members of the Audit and Supervisory Committee, and to the Audit and Supervisory Committee regarding the remuneration of Directors who are members of the Audit and Supervisory Committee.

The Officer Nomination Council discusses the appointment and dismissal of the Company's President, Executive Directors and Executive Corporate Officers (excluding Senior Corporate Officers) and makes recommendations to the Board of Directors based on the discussion results.

These two Councils consist of three members – Isao Matsumoto, President, Hidero Chimori, Outside Director and Tadanobu Nagumo, Outside Director. President Matsumoto serves as the chairperson of each of these Councils.

• **Supplemental Principle 4-11-1 【Balance, diversity and scale for the Board of Directors, and policies and procedures for election of the Directors】**

1. We take into consideration the diversity at the balance of knowledge / experience / ability, gender and internationality of the members of the entire Board of Directors in establishing selection criteria and skill matrix for Directors.

2. The Company Director candidates who are not Audit and Supervisory Committee are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council, a majority of the member shall be independent Outside Directors, in accordance with the preceding Paragraph.

3. The Company Director candidates who are Audit and Supervisory Committee are nominated by the Board of Directors after agreement by the Audit and Supervisory Committee on the basis of reports from the Officer Nomination Council, a majority of the member shall be independent Outside Directors, in accordance with the first Paragraph.

Based on ROHM's Company Mission, which we have embraced since the Company's founding, we have identified the Board of Directors' skill set (including knowledge, experience and ability) required to achieve the ROHM Group's sustainable growth and enhance the Group's corporate value over the medium to long term.

The areas of expertise where each Director is expected to provide useful advice and supervision are covered in the Notice of the 64th Ordinary General Meeting of Shareholders as the "Composition and Skill Matrix of the Board of Directors after the Appointment of Directors".

• **Supplemental Principle 4-11-2 【Situation of concurrent posts for Directors】**

Directors devote the time required to execute their respective duties and, if they also serve as officers at other listed companies, they disclose their positions.

Please refer to the notice of the general shareholders meeting that published in our website for details.

• **Supplemental Principle 4-11-3 【Analysis and Evaluation of Effectiveness for the Board of Directors】 (Assessment procedure)**

At ROHM, a questionnaire survey is conducted for Officers to evaluate the effectiveness of the Board of Directors and the results of analysis and evaluation on the Board's effectiveness are reported to the Board. Based on such results, the Board discusses issues and measures to be taken in enhancing the Board's effectiveness, and it also exchanges views on its desired state and ways to further improve governance.

(Questionnaire topics)

- (1) Operation of the Board of Directors (e.g., agenda, meeting frequency, materials on proposals, open and lively discussions, duration of deliberation, reporting of results)
 - (2) Roles and functions of the Board of Directors (e.g., appropriate decision making, supervisory function for overall management, size, diversity)
 - (3) Deliberations at the Board of Directors' meetings (Management strategy, issues around sustainability, group governance, etc.)
 - (4) Roles and responsibility of Directors (e.g., roles and responsibility of Outside Directors, information sharing and opinion exchanges among Outside Directors)
 - (5) Functions and operation of the Director Remuneration Council and the Officer Nomination Council (e.g., agenda, meeting frequency, duration of deliberation)
- (Overview of results and future actions)

The Board of Directors will take steps to heighten its effectiveness based on the results of this evaluation. Given the fact that the oversight function of the Board of Directors has been further strengthened due to further enhancement of the Outside Directors system, that deliberations at the Board of Directors' meetings, including briefing sessions, have been improved, and that the progress of the Medium-Term Management Plan, among other things, has been properly reported to the Board of Directors, we have concluded that the required overall effectiveness of the Board of Directors is generally achieved.

On the other hand, we recognize that there is still room for further improvement in deliberations at the Board of Directors' meetings, specifically in respect of the composition of the Board of Directors, sharing of discussions at the Executive Committee, the Officer Nomination Council and the Director Remuneration Council, allocation of management resources, and status of dialogue with shareholders, among other things.

• Supplemental Principle 4-14-2 【Training policy for Directors】

Based on the Basic Policy for Education and Training, Directors must always and proactively collect information on and endeavor to familiarize themselves with the Company's financial condition, legal compliance, corporate governance, and any other issues, in order to perform their respective roles.

• Principle 5-1 【Policy concerning constructive dialog with shareholders】

1. We engage in constructive dialogue with shareholders in order to contribute to sustainable growth and increase corporate value over the mid- to long-term.
2. The senior management, Directors including Outside Directors, and the IR Department respond to shareholder requests for dialogue (or meetings) to the extent possible.
3. In order to promote constructive dialogue with shareholders, we:
 - (1) Appoint a Director who is responsible for ensuring that constructive dialogue takes place;
 - (2) Establish an IR Department that works with the relevant departments including the General Affairs Department and the Accounting Department, with the aim of supporting dialogue with shareholders;
 - (3) Organize financial results briefings, briefings for private investors, and IR tours for overseas investors in order to explain the Company's financial health or business strategies;
 - (4) Regularly report shareholder information and views learned through dialogue to senior management and the Board of Directors, and;
 - (5) Establish company rules to control insider information.

2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	15,401,300	15.69
Rohm Music Foundation	10,385,066	10.58
Custody Bank of Japan, Ltd. (Trust account)	5,569,200	5.67

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The Bank of Kyoto, Ltd.	2,606,824	2.65
THE BANK OF NEW YORK 134088	1,540,400	1.56
STATE STREET BANK WEST CLIENT - TREATY 505234	1,513,266	1.54
GOVERNMENT OF NORWAY	1,090,466	1.11
JP MORGAN CHASE BANK 385781	1,061,598	1.08
BBH FOR FINANCIAL INVESTORS TRUST- SEAFARER OVERSEAS GROWTH AND INC FD	1,050,000	1.06
NORTHERN TRUST CO.(AVFC) RE IEDU UCITS CLIENTS NON LENDING 15 PCT TREATY ACCOUNT	987,443	1.00

Controlling Shareholder (except for Parent Company)	None
Parent Company	None

Supplementary Explanation

*Treasury stock (4,856,340) as of the end of March, 2022 is excluded from the above list.

*The shares owned by The Master Trust Bank of Japan, Ltd. (Trust account) and Custody Bank of Japan, Ltd. (Trust account) are held in an investment trust by each bank.

*On June 19, 2020, Sumitomo Mitsui Trust Asset Management Co., Ltd., and Nikko Asset Management Co., Ltd., which is co-owner of shares announced changes to their major shareholdings report to authorities. Even though we received a report of their owing our shares as follows as of June 15, 2020, because the shares owned by them as of May 31, 2022 could not be confirmed, that information is excluded from the above list.

Name and address : Sumitomo Mitsui Trust Asset Management Co., Ltd., 1-1-1 Shibakoen, Minato-ku, Tokyo

Number of shares : 3,119 thousands, Ratio to outstanding shares : 2.84%

Name and address : Nikko Asset Management Co., Ltd., 9-7-1 Akasaka, Minato-ku, Tokyo

Number of shares : 2,398 thousands, Ratio to outstanding shares : 2.18%

*On November 19, 2021, BlackRock Japan Co., Ltd., and seven co-owners of shares announced changes to their major shareholdings report to authorities. Even though we received a report of their owing our shares as follows as of November 15, 2022, because the shares owned by them as of May 31, 2022 could not be confirmed, that information is excluded from the above list.

Name and address : BlackRock Japan Co., Ltd., 1-8-3, Marunouchi, Chiyoda-ku, Tokyo

Number of shares : 1,152 thousands, Ratio to outstanding shares : 1.12%

Name and address : BlackRock (Netherlands) BV, Amstelplein 1, 1096 HA, Amsterdam, Kingdom of the Netherlands

Number of shares : 171 thousands, Ratio to outstanding shares : 0.17%

Name and address : BlackRock Fund Managers Limited., 12 Throgmorton Avenue, London, UK

Number of shares : 165 thousands, Ratio to outstanding shares : 0.16%

Name and address : BlackRock (Luxembourg) S.A., 35A, Avenue John F. Kennedy, L-1855, Grand Duchy of Luxembourg

Number of shares : 2,002 thousands, Ratio to outstanding shares : 1.94%

Name and address : BlackRock Asset Management Ireland Limited., 1st floor, 2 Ballsbridge Park, Ballsbridge, Dublin, Republic of Ireland

Number of shares : 966 thousands, Ratio to outstanding shares : 0.94%

Name and address : BlackRock Fund Advisors., 400 Howard Street, San Francisco, California, USA

Number of shares : 1,530 thousands, Ratio to outstanding shares : 1.49%

Name and address : BlackRock Institutional Trust Company, N.A., 400 Howard Street, San Francisco, California, USA

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Number of shares : 1,227 thousands, Ratio to outstanding shares : 1.19%
Name and address : BlackRock Investment Management (UK) Limited., 12 Throgmorton Avenue, London, UK
Number of shares : 185 thousands, Ratio to outstanding shares : 0.18%

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Section
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

None

5. Other Special Circumstances which may have Material Impact on Corporate Governance

None

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20
Term of Office Stipulated in Articles of Incorporation	1 years

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Chairperson of the Board	President
Number of Directors	13
Number of Outside Directors	7
Number of Independent Directors	7

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Tadanobu Nagumo	From another company											
Peter Kenevan	From another company											
Kuniko Muramatsu	From another company											
Hiroyuki Nii	From another company											
Hidero Chimori	Lawyer											
Toshiro Miyabayashi	Certified Public Accountant											
Kumiko Tanaka	Certified Public Accountant											

* Categories for "Relationship with the Company"

- * "○" when the director presently falls or has recently fallen under the category;
- "△" when the director fell under the category in the past
- * "●" when a close relative of the director presently falls or has recently fallen under the category;
- "▲" when a close relative of the director fell under the category in the past

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2)

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Tadanobu Nagumo		○	-	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

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				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 has appointed him as an Outside Director.
Peter Kenevan		○		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.
Kuniko Muramatsu		○		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.
Hiroyuki Nii	○	○	-	Hiroyuki Nii is expected to be able to utilize knowledge and insight through long-time experience at a financial institution as well as a global perspective nurtured through overseas assignments and abundant experience as the full-time Company Auditor and the full-time Audit and Supervisory Committee Member of the Company to coordination with the Internal Audit Department and to strengthen audit and supervisory functions of management from an independent perspective.
Hidero Chimori	○	○	-	Hidero Chimori is 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 from an independent perspective.
Toshiro Miyabayashi	○	○	-	Toshiro Miyabayashi is expected to be able to utilize professional knowledge and experience, wide insight as a certified public accountant to strengthen decision-making functions and audit

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				and supervisory functions of management from an independent perspective.
Kumiko Tanaka	○	○	-	Kumiko Tanaka is expected to be able to utilize professional knowledge and experience as a certified public accountant as well as a global perspective nurtured through overseas assignments to strengthen decision-making functions and audit and supervisory functions of management from an independent perspective.

[Supervisory Committee]

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Supervisory Committee	5	2	1	4	Outside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

We set the Audit and Supervisory Committee's Secretariat to help the Audit and Supervisory Committee's duty and post multiple full-time staff with adequate practical ability. Also we respect the opinion from the Audit and Supervisory Committee about the personnel transfers, shift and performance evaluation to secure effectiveness of instructions to those employees.

Cooperation among Supervisory Committee, Accounting Auditors and Internal Audit Departments

The Audit and Supervisory Committee, the Internal Audit Department and Accounting Auditors regularly hold report meetings, consistently maintain close cooperation and coordination, and proactively exchange information and opinions. Sharing information obtained through individual audits enhances the accuracy of audits and allows for constant improvements in operating processes.

In addition, 4 members of the Audit and Supervisory Committee are independent Outside Directors, and all 5 members of the Audit and Supervisory Committee have appropriate experience and ability, and they have necessary knowledge of financial and accounting and legal affairs. Also, the Audit and Supervisory Committee, Hidero Chimori has capacity of the lawyer and has enough knowledge of legal affairs.

The Audit and Supervisory Committee, Toshiro Miyabayashi and Kumiko Tanaka, are certified public accountants (CPA) that possess considerable knowledge of finance and accounting.

[Voluntary Establishment of Nomination/Remuneration Committee]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Officer Nomination Council	Director Remuneration Council

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All Committee Members	3	3
Full-time Members	0	0
Inside Directors	1	1
Outside Directors	2	2
Outside Experts	0	0
Other	0	0
Chairperson	Inside Director	Inside Director

Supplementary Explanation

The following procedures about appointments/dismissals of the President and Directors with title and Corporate Officer with title and for nominating Director candidates are established.

1. We take into consideration the diversity of the members of the Board of Directors in establishing selection criteria for directors.
2. The appointments/dismissals of the President and Directors with title and Corporate Officer with title are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council.
3. The Company Director candidates who are not Audit and Supervisory Committee are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council.
4. The Company Director candidates who are Audit and Supervisory Committee are nominated by the Board of Directors after agreement by the Audit and Supervisory Committee on the basis of reports from the Officer Nomination Council.

[Independent Directors]

Number of Independent Directors	7
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Matters relating to Independent Directors

ROHM judges that the independency of the outside officers is secured and appoint all outside officers to an independence officers, because we devise the independency standards of the outside officers in addition to requirements in the company law, and we elect outside officers based on this independency standards, Please refer to "Independence Standards for Outside Officers" in our website for the independency standards of the outside officers.

URL:<https://www.rohm.com/investor-relations/corporate-governance>

[Incentives]

Incentive Policies for Directors	Performance-linked Remuneration
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Supplementary Explanation

Please refer II. 1. "Director Remuneration" "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in this report.

Recipients of Stock Options	None
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Supplementary Explanation

None

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[Director Remuneration]

Disclosure of Individual Directors' Remuneration	Individual Disclosure Only for Some People
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Supplementary Explanation

ROHM discloses amount of remuneration paid to Directors by their Director's classification, as well as the total amount of remuneration paid to an individual Director if it exceeds 100 million yen in Annual securities report.

Amount of remuneration to Directors (excluding Outside Directors) in the fiscal year ended in March 2022: 390 million yen.

Amount of remuneration to Outside Directors in the fiscal year ended in March 2022: 73 million yen.

(Note) 1. The amount of remuneration paid to Directors does not include the amount of employee salaries paid to employee Directors.

(Note) 2. The 61th 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 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 should be within ¥100 million.

The 62th General Shareholders Meeting on June 26, 2020 resolved restricted shares remuneration plan to Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) with the aim of giving incentives to the Eligible Directors for sustainable growth in our corporate value and making them further share values with our shareholders, and the maximum amount of annual remuneration should be within ¥100 million.

At the 64th Ordinary General Meeting of Shareholders held on June 24, 2022, it was resolved to introduce a performance-based, restricted stock-based remuneration plan for the Company's Directors (other than those Directors who are members of the Audit & Supervisory Committee and Outside Directors) (hereinafter called the "Eligible Directors"), with the aim of providing an incentive for the Eligible Directors to continuously improve the Company's corporate value through achievement of the performance objectives set out in the Company's Medium-Term Management Plan and improvement of the Company's performance in the medium to long term, and of promoting further value-sharing with shareholders. It was further resolved to cap the maximum amount of such remuneration at an amount equivalent to 50,000 shares multiplied by the price per share at the time of stock delivery.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Based on the Director Remuneration Council's recommendations, the Company's Board of Directors resolved at the Board meeting held on June 24, 2022 to adopt the following policies for determining the Remunerations of each Director:

1. The basic policy

The Remunerations of Directors shall be linked to the value 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 monetary remuneration, performance-linked remuneration and non-monetary remuneration (stock options), while the Remunerations

of an Independent Outside Director and Non Executive 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 (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 profit targets for the immediately preceding fiscal year and shall be paid in cash at a certain time each fiscal year.

4. Determination of the content, amount, etc. of non-monetary remuneration (including the timing for payment)

Non-monetary remuneration, which is positioned as an incentive over a medium- to long-term period, shall be provided in the form of restricted stock-based remuneration to further promote value sharing with shareholders. Restricted stock-based remuneration shall consist of a fixed, prearranged delivery type (based on a vesting period) restricted stock-based remuneration (hereinafter called "Restricted Stock" or "RS" options) and a performance-based, ex-post delivery type restricted stock-based remuneration (hereinafter called "Performance Share Restricted Stock Unit" or "PSRSU" options). 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 for restricted stock-based remuneration and shall, in return, receive the number of shares of the Company's common stock that will be issued or disposed of by the Company. RS options shall be granted at a certain time each fiscal year, while the number of PSRSU options shall be calculated according to the level of achievement of the Company's performance objectives linked to the Medium-Term Management Plan and then they shall be granted at a certain time after the end of the Medium-Term Management Plan period.

5. 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 linked to the short-term performance indicators and medium-term management plan is achieved 100%, the approximate ratio (per year) by type of Remunerations shall be as follows (Note).

■ President

Monetary remuneration : Non-monetary remuneration = 7 : 3. Of the monetary remuneration, the ratio of fixed remuneration to performance-linked remuneration is 2 : 1. Of the non-monetary remuneration, the ratio of fixed remuneration (RS) to performance-linked remuneration (PSRSU) is 1 : 3.

■ Other Executive Director

Monetary remuneration : Non-monetary remuneration = 4 : 1. Of the monetary remuneration, the ratio of fixed remuneration to performance-linked remuneration is 2 : 1. Of the non-monetary remuneration, the ratio of fixed remuneration (RS) to performance-linked remuneration (PSRSU) is 1 : 1.

(Note). Of the non-monetary remuneration, PSRSU is paid all at once after the end of the medium-term management plan, but the ratio is calculated on the assumption that it is allocated and paid in each fiscal year.

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

[Supporting System for Outside Directors]

Outside Directors hold their meetings on a regular basis to exchange information, views and ideas on business operations or corporate governance.

Outside Directors may, at any time when they deem it necessary or appropriate, request Directors and employees to provide explanations or reports or to submit internal documents, and may also, if they deem it necessary, consult with external specialists at the expense of the Company.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

In order to implement our objectives and policies such as the Company Mission and Management Policy, ROHM consistently pursues the best possible corporate governance, seeking to view things from the perspective of our shareholders and other stakeholders, and realize sustainable growth and medium- to long-term maximization of corporate value. In addition, ROHM has established the ROHM Corporate Governance Policy with the goal of clearly stating our basic stance and policies regarding corporate governance toward sustainable growth of the company and improvement of corporate value over the medium to long term, in light of the spirit and objectives of the Tokyo Stock Exchange Corporate Governance Code applied to all listed companies.

ROHM made a transition to a company with Audit and Supervisory Committee at the 61th General Shareholders Meeting on June 27, 2019. This is for the strength of supervision functions by the Board of Directors and improvement of the company value and corporate governance by the Company Director who are Audit and Supervisory Committee having proxy on the Board of Directors. Based on the ROHM Corporate Governance Policy, we have put in place an appropriate governance structure that enables the Board of Directors to exercise oversight over Directors to ensure the integrity and transparency of the Company's business management.

The Board of Directors is consisted of 13 members(7 members are independent Outside Directors), and the Audit and Supervisory Committee is consisted of 5 members(4 members are independent Outside Directors). Independent Outside Directors are more than one third of the Board of Directors, for that reason we can be quick and decisive in making decision after constructive discussion under clear and fair system of the Board of Directors.

In order to complement functions of the Board of Directors and establish a more flexible management structure which can appropriately and swiftly respond to the rapidly, we introduce Corporate Officer System on September 2019. ROHM also establishes Executive Meeting which is consisted of the Corporate Officers to help the decision of the President and discuss the important execution of duties for practical and efficient decision.

In addition ROHM establishes the Directors Compensation Committee and the Officer Nomination Council which are consisted more than half of independent Outside Directors each, these are for improvement of independency and objectivity and clearness regarding remuneration and appointment for Directors. Remuneration system and for Directors and Remuneration for each Director based on this system is discussed by the Directors Compensation Committee. And the result about the Company Director who are not Audit and Supervisory Committee is reported to the Board of Directors and the result about the Company Director who are Audit and Supervisory Committee is reported to the Audit and Supervisory Committee.

Also, the Officer Nomination Council discuss the appointments/dismissals of the President, Directors with title and Corporate Officers with title (excluding Senior Corporate Officers) and the individual nominations of Director candidates and the result is reported to the Board of Directors.

Both councils are composed of three who are the chairperson, President Isao Matsumoto and Outside Directors, Hideo Chimori and Tadanobu Nagumo.

The Audit and Supervisory Committee decide the audit policy, audit standard and audit plan. And Audit and Supervisory Committee Members audit the legality and compliance of Directors' performance of duties by visiting or remote to each division of the Company and Group companies, research of operations and financial conditions, application of the internal control system in cooperation with internal audit division which is independent from business execution division.

ROHM is under contract with Deloitte Touche Tohmatsu LLC for its accounting audits and internal control audits related to financial reporting and abides by both the Japanese Corporation Law and the Financial Instruments and Exchange Law. ROHM has maintained environment where the auditing organization can perform audits from a fair, unbiased position as an independent third party. At the same time, we have established a system for responding to requests from the audit firm for appropriate action in the event that it discovers any irregularities or points out any deficiencies or problems.

The following are the names of certified public accountants (CPAs) who audited ROHM's accounts for the fiscal year ended March 31, 2021, the number of consecutive years they have been engaged in auditing ROHM and information on the assistants involved in the audits.

CPAs who audited ROHM

Designated limited liability partners (in charge of performing the audits) of Deloitte Touche Tohmatsu:

Tomoyuki Suzuki, Hiromi Ueda

Major assistants in the audits

10 CPAs and 13 others

3. Reasons for Adoption of Current Corporate Governance System

That's described in detail in "2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions(Overview of Current Corporate Governance System)"

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholders Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholders Meeting	ROHM sends out notices of general shareholders meetings up until about four weeks prior to the day of the meetings. Also, ROHM posts it in the Tokyo Stock Exchange, electronic voting platform and our website on the day before the shipment day.
Allowing Electronic Exercise of Voting Rights	ROHM has enabled its shareholders to exercise their voting rights via the Internet from PCs, smartphones and mobile phones.
Participation in Electronic Voting Platform	ROHM has participated in an Electronic Voting Rights Exercise Platform, and conducted IR and promotion activities on voting rights exercise via a shareholder identification survey. In addition, Rohm posts relevant information on the website.
Providing Convocation Notice in English	ROHM is providing shareholder meeting notifications in English.

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2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	Our disclosure policy has been compiled and posted on our website.
Regular Investor Briefings for Individual Investors	Briefings for individual investors are held appropriately.
Regular Investor Briefings for Analysts and Institutional Investors	Financial results briefings given by the President and each responsible Director are held twice a year to provide domestic securities analysts and corporate investors with information on business results, forecasts and strategies.
Regular Investor Briefings for Overseas Investors	The President and each responsible Director hold a meeting with investors in the US, Europe and all over the world.
Posting of IR Materials on Website	ROHM has an investor relations section on its website that provides a wealth of information including legally stipulated disclosure documents such as financial reports, voluntary information including materials for financial results briefings, materials for briefings for private investors, annual reports, performance trend charts and long-term financial data, an IR calendar and information on paperwork for shareholders. Japanese: https://www.rohm.co.jp/investor-relations English: https://www.rohm.com/investor-relations
Establishment of Department and/or Manager in Charge of IR	ROHM has Investor Relations Div. that is responsible for IR activities.
Other	ROHM proactively discloses information to satisfy the needs of investors by accepting interviews by securities analysts and corporate investors and so on.

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	<p>Since it was first established, the ROHM Group has promoted the sustainable growth of the Group and the healthy advancement of society by pursuing the Corporate Mission, Management Policy, and other missions and policies so as to build a solid relationship of mutual trust with its stakeholders.</p> <p>On the basis of the Corporate Mission, Management Policy, etc., ROHM has formulated the ROHM Group CSR Policy, which defines the Group's approach to sincere, fair and transparent execution of business activities with a global perspective, and contributions to the sustainable advancement of society, from a CSR (Corporate Social Responsibility) standpoint. The Group has also established the ROHM Group Business Conduct Guidelines, which are a fundamental code of ethics for sincere implementation of the above-described corporate policies.</p> <p>The ROHM Group's missions and policies such as the Corporate Mission and Management Policy will remain universal, but to meet the expectations of our stakeholders, the ROHM Group CSR Policy and ROHM Group Business Conduct Guidelines continue to evolve in line with changing social conditions and the most recent international standards such as the United Nations Global Compact (UNGC), ISO 26000, and the RBA (Responsible Business Alliance) Code of Conduct.</p> <p>ROHM Group CSR Policy: https://csr.rohm.com/csr_management/</p>

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	<p>ROHM Group Business Conduct Guidelines: https://www.rohm.com/company/about-rohm/rohm-group-business-conduct-guidelines</p>
<p>Implementation of Environmental Activities, CSR Activities etc.</p>	<p>【CSR Activities】 ROHM's Management Vision is to focus on power and analog solutions and solve social problems by contributing to our customers' needs for "energy saving" and "downsizing" of their products (the Management Vision is targeted to be achieved by FY2030). We have re-identified the priority sustainability issues that need to be resolved to achieve the Management Vision, based on which we have set specific metrics that need to be achieved from the medium-term perspective. These specific metrics have been included in the Medium-Term Management Plan as non-financial objectives (they are targeted to be achieved by FY2025). We have identified the priority sustainability issues by analyzing and verifying the results of external evaluations, the requirements of relevant international guidelines and norms such as ISO 26000, as well as requests received through dialogue with stakeholders inside and outside the Company. Moving forward, we will continue to work hard to achieve these non-financial objectives by FY2025, the progress and achievement of which will be reported through our website.</p> <p>【Environmental conservation activities】 In April 2021, we formulated the ROHM Group Environmental Vision 2050, and are promoting environmental management in Japan and overseas with the main themes of "climate change," "resource recycling," and "coexistence with nature." As an initiative for "climate change," we are working to reduce the environmental burden with the aim of "zero greenhouse gas emissions" and "zero emissions" by 2050. The role of semiconductors, ROHM's main product, is becoming more and more important, and it is our major mission to improve the efficiency of "motors" and "power sources," which are said to account for most of the world's electricity consumption. In addition, as one of the concrete measures, in the medium-term management plan "MOVING FORWARD to 2025" announced in May of the same year, 100% renewable energy power source (hydropower, geothermal power, solar power generation, etc.) will be used for all business activities in Japan and overseas in 2050, and in order to accelerate the efforts, we support and join the international environmental initiatives TCFD and RE100, and have obtained SBT 1.5 °C certification. Also, we have introduced renewable energy in the medium-term environmental target 2030, and are systematically promoting the introduction at each base. Under that plan, we believe that it is important to reduce the environmental burden in all business activities such as the production process. In addition, we are working to build an environment-friendly business structure, such as making 100% renewable energy at major domestic offices (Kyoto Station Building, Shin-Yokohama Station Building) and main production process of SiC wafer manufacturing. Regarding "resource recycling," we grasp water risks at each production base and implement measures to reduce the amount of water intake in areas identified as high risk. In addition, regarding the efforts for "coexistence with nature," in order to work more on the conservation of ecosystem, we have set up a specialized subcommittee to promote the conservation of biodiversity of the ROHM Group, and built a biotope area and guided tours for biological research in the green space on the ROHM head office grounds. Furthermore, in April 2022, we concluded a partnership agreement with the Shiga Prefectural Government for the "realization of a society of coexistence with nature" with the aim of preserving the ecosystem in cooperation with the local community. In the future, we plan to strengthen public-private partnerships and expand the scope of our activities to the group level.</p>

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	<p>In addition to pursuing zero carbon (net zero CO2 emissions) and zero emission of waste based on the three themes of “climate change,” “resource recycling,” and “coexistence with nature,” ROHM will promote business activities in harmony with natural cycles to protect biodiversity.</p> <p>Information on ROHM’s CSR initiatives: https://csr.rohm.com/ Information on ROHM’s environment initiatives: https://csr.rohm.com/environment/</p>
Development of Policies on Information Provision to Stakeholders	<p>ROHM's policies on information disclosure to stakeholders are outlined in in-house rules on information disclosure including the requirements for fairness and legal compliance.</p> <p>We provide information in an appropriate and timely manner, guided by an Information Disclosure Expert Subcommittee under the auspices of the Risk Management / BCM Committee.</p>
Other	<p>To create a workplace that makes all employees of the ROHM Group feel more energized to work, ROHM is working to build various systems that allow employees to work flexibly according to their lifestyles. The shorter working hour system and the flextime system are in place and being used by many employees. In 2018, we introduced a workplace relocation program and a rejoining program for retired employees to allow employees to continue to work through life events such as transfer of a spouse, marriage, childcare, and nursing care. Since FY2019, we have put in place a system that allows employees to take their paid vacation time by the hour and to have their working hours staggered by fifteen minutes for childcare or nursing care. We have also introduced the remote working rules since FY2021.</p> <p>Initiatives Aimed at Improving Labor Productivity: https://csr.rohm.com/human-capital/work-environment/improvement.html#anc-02</p> <p>Diversity & Inclusion: https://csr.rohm.com/human-capital/diversity.html</p> <p>We also revised the existing career course transition system in fiscal 2020 as part of our efforts to promote diversity. The system used to be applicable only to the employees in limited core positions who were officially recommended. Under the revised system, any employee can apply for a core position as desired and change career courses after passing the exam. There are already 47 employees who have changed to core positions to expand their career horizons under the system. To accommodate workstyles suited to the new normal during the COVID-19 pandemic, we are promoting remote working and establishing more efficient workflows, thus working to protect employees’ health and safety. As a result, ROHM was selected as a White 500 company for the fourth straight year in the Japanese government’s 2020 Certified Health and Management Organization Recognition Program.</p> <p>Approach to Health: https://csr.rohm.com/human-capital/safety-health.html#anc-06</p>

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

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

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resolved the basic policies to build the internal control system and the improvement of the system, as listed below:

(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 enable the Board of Directors to exercise oversight over 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. In addition, a reporting channel through which such internal audit division can directly report to the Board of Directors in the event of a Director's misconduct shall be put in place.

(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 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 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, a 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 who have executive power 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 the 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 cope with proprietary laws and regulations in a proper manner, each management system under the umbrella of 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 of company information, 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 umbrella of 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 Company Director who are Audit and Supervisory Committee) 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. Each meeting that operates each management system under the umbrella of the EHSS General Committee should be attended by full-time Audit and Supervisory Committee Member as observers, 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 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 Division of the Company 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.

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, 2020 is as follows:

(1) Compliance system

- a. 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.
- b. 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.
- c. 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.
- d. The Company establish 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

- a. 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.
- b. In response to the spread of novel coronavirus (COVID-19) infections, we ensure safety for all Group employees and their families, and implement strict anti-virus measures, and take global measures for business continuity. These activities have been reported to the Board of Directors as necessary.
- c. 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.
- d. To ensure appropriate confidential information management, the ROHM Group has created and is operating a framework for confidential 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

- a. 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.
- b. 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

- a. 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.
- b. 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.
- c. In the Executive Meeting, the Company deliberate primary management policies, plans, and business operations in order to assist the President's decision-making.
- d. 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

- a. Such Audit and Supervisory Committee members attend not only the meetings of Board of Directors but also other important meetings such as those of the CSR Committee (Currently EHSS General Committee) to offer opinions as needed.
- b. Such selected members audit each division of the Company and Group companies by visit or remotely and confirm the legality and compliance of business operations.
- d. Such selected members regularly exchange information and opinions with Directors, accounting auditors and internal auditing divisions to improve effectiveness of auditing.

2. Basic Views on Eliminating Anti-Social Forces

As one of the most important policies, ROHM strictly prohibits its association with antisocial forces such as organized crimes, corporate extortionists, antisocial political groups, gang-related companies, and antisocial activist groups and individuals.

As a corporate effort to eradicate antisocial groups, a 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 are communicated to all employees through various in-house training sessions.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

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.

If our Company's shares are made tender offer, we will ask the Tender Offeror to explain the measures to improve the corporate value of the Group and explain the Company's approach. In addition, when implementing capital policies that bring about changes in controlling interest and large-scale dilution, we will thoroughly consider the necessity and rationality so as not to unduly harm existing shareholders, and ensure appropriate procedures. At the same time, we will explain our way of thinking.

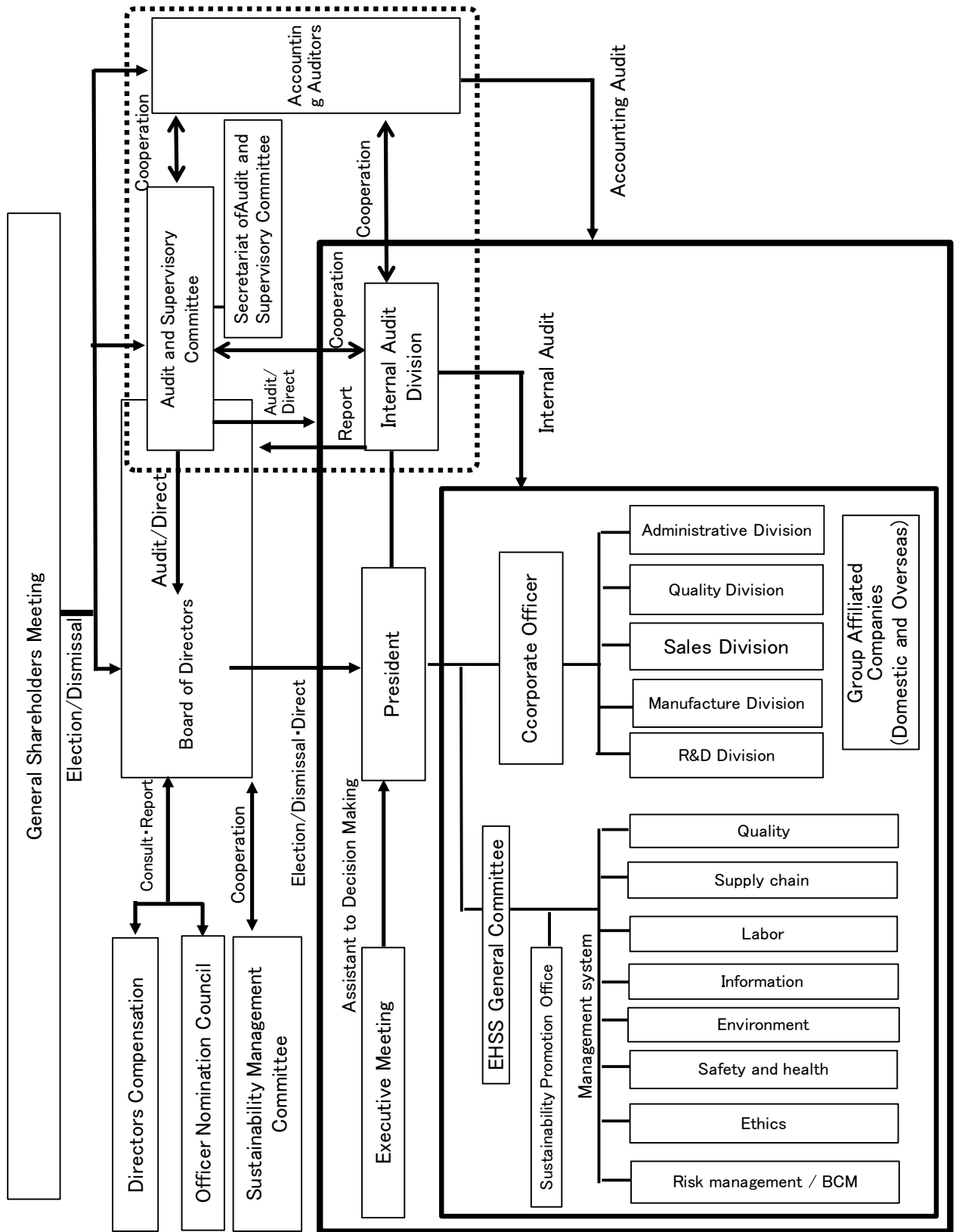
2. Other Matters Concerning to Corporate Governance System

(1)The corporate governance system of ROHM is shown as “Corporate Governance Figures” in Attachment No.1.

(2)The current state of ROHM's internal system on the timely disclosure of corporate information is shown as “Summary of internal system for timely disclosure (Attachment to written oath pertaining to timely disclosure)” in Attachment No.2.

(3) The implementation status of ROHM for the principles established in the Corporate Governance Code is shown in Attachment No.3 “Corporate Governance Code Implementation Status Table”.

Attachment No.1 : Corporate Governance Figures



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Summary of internal system for timely disclosure
 (Attachment to written oath pertaining to timely disclosure)

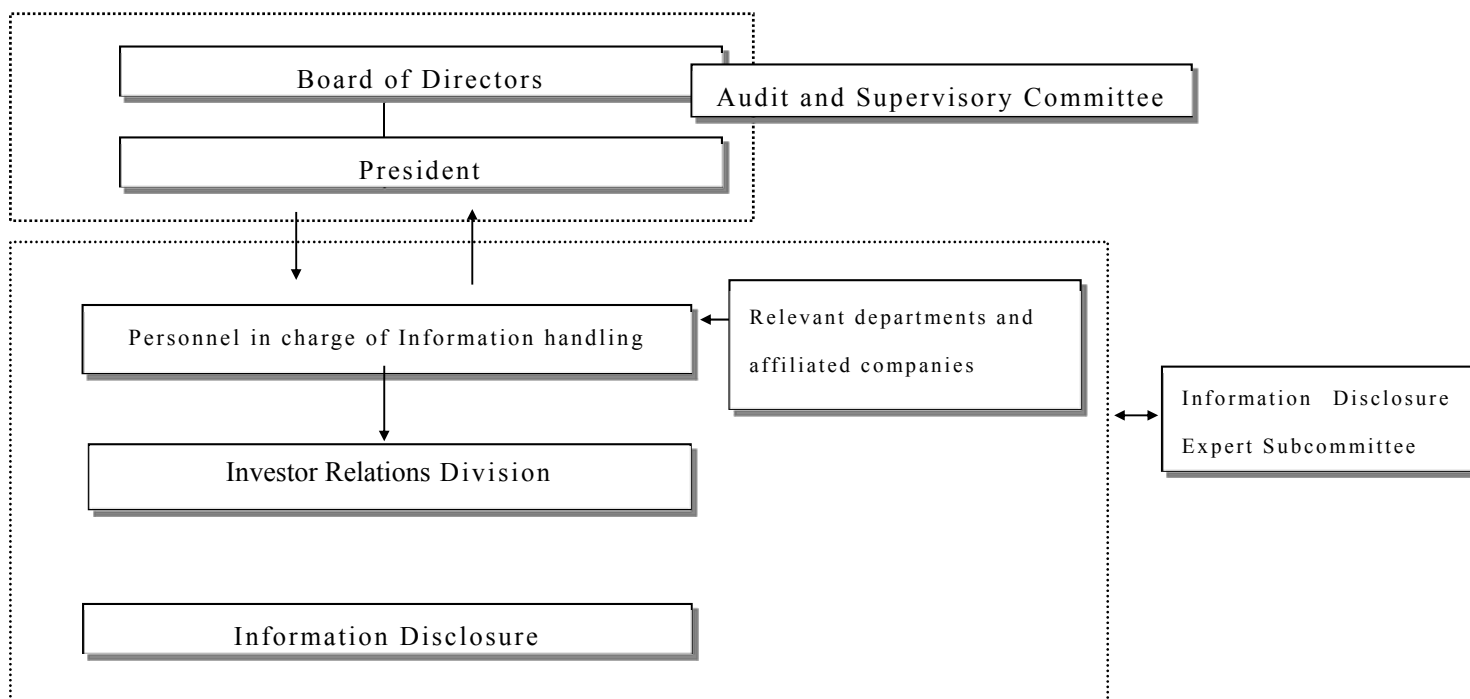
Company name: ROHM Co., Ltd.

(Security Code : 6963 ,Prime Section, Tokyo Stock Exchange)

The current state of ROHM Co., Ltd.'s internal system on the timely disclosure of corporate information is as follows.

ROHM Co., Ltd. appropriately manages and discloses information in a timely manner by instructing internal departments and affiliated companies to ensure thorough information management, and by making efforts to educate and enlighten employees through the dissemination of employee conduct standards and the implementation of in-house training based on company regulations (including rules concerning the prevention of insider trading, rules on information disclosure procedures, and rules on the control of classified information, etc.) .

Information in regards to significant decisions and important emerging facts is judged by personnel in charge of information handling as to whether the said information is relevant to items stipulated in the rules on timely disclosure or not. And if it is such, the Director promptly takes the necessary steps to ensure the timely disclosure through the Investor Relations Division, and posts disclosed information on ROHM's website, bearing in mind to make the utmost efforts to publicize information as best we can.



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Attachment No.3: Corporate Governance Code Implementation Status Table

Based on the revised code of June 2021.

_CG code			Implementation status		Place of description (Information as of the submission date)						
Basic principle	Principle	Supplemental principle	comply	Explain	ROHM CG Policy	CG Report	Others				Website
							Integrated report	Securities report	Medium - term management plan	Notice of General Shareholders Meeting	
Chapter 1. Securing the Rights and Equal Treatment of Shareholders	1-1 Securing the Rights of Shareholders	-	✓		3-1						
		①	✓		4-5						
		②	✓		13-1		○	○			Business Foundation / Corporate Governance
		③	✓		3-1						
	1-2 Exercise of Rights at General Shareholders Meeting	-	✓		4-1						
		①	✓		3-2		○			○	Investor Relations / Shareholders Meeting
		②	✓		4-3-(1)(2)	III-1.				○	Investor Relations / Shareholders Meeting
		③	✓		4-2					○	Investor Relations IR Calendar
		④	✓		4-3-(3)(4)	III-1.				○	Investor Relations / Shareholders Meeting
	⑤	✓		4-4							
	1-3 Basic Strategy for Capital Policy	-	✓		5		○				
	1-4 Cross-shareholdings	-	✓		6-1	I-1.		○			Business Foundation / Corporate Governance
		①	✓		6-2						
		②	✓		6-3						
	1-5 So-called Anti-Takeover Measures	-	✓		-	V-1.		○		○	
		①	✓		-	V-1.					
	1-6 Capital Policy that May Harm the Interests of Shareholders	-	✓		-	V-1.					
1-7 Related Party Transactions	-	✓		7	I-1.						
Chapter 2. Appropriate Cooperation with Stakeholders Other Than Shareholders	2-1 Establishment of management philosophy that will be the basis for improving corporate value over the medium to long term	-	✓		8-1		○				About ROHM / Company Mission
	2-2 Establishment and Implementation of a Code of Conduct	-	✓		8-1		○				About ROHM / ROHM Group Business Conduct Guidelines
		①	✓		8-2						
	2-3 Sustainability Issues such as Social and Environmental Problems	-	✓		9-1		○				Sustainability
		①	✓		9-1		○				Sustainability
	2-4 Ensuring In-house Diversity, Including Promoting the Active Participation of Women	-	✓		9-2		○				Human Capital
		①	✓		-	I-1.	○		○		Human Capital
2-5 Whistleblowing	-	✓		10-1		○				Business Foundation / Whistleblowing System	
	①	✓		10-2		○				Business Foundation / Whistleblowing System	
2-6 Roles of Corporate Pension Funds as Asset Owners	-	✓		11	I-1.						
Chapter 3. Ensuring Appropriate Information Disclosure and Transparency	3-1 Complete Information Disclosure	-	✓		12-2	I-1.					
		(i)	✓		12-2-(1)	I-1.	○		○		About ROHM / Company Mission
		(ii)	✓		12-2-(3) 2	I-1.	○				Business Foundation / Corporate Governance
		(iii)	✓		12-2-(4)	I-1. II-1.	○				Business Foundation / Corporate Governance
		(iv)	✓		12-2-(5)	I-1. II-1.	○				Business Foundation / Corporate Governance
		(v)	✓		12-2-(6)	I-1. II-1.	○			○	Business Foundation / Corporate Governance
		①	✓		12-1	III-3.					
		②	✓		4-3-(3)						Investor Relations
	③		✓	12-2-(2)	I-1.	○				Sustainability	
	3-2 External Independent Auditors	-	✓		-	II-2.		○			
①		✓		-			○		○		
②		✓		-	II-2.		○				

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_CG code			Implementation status			Place of description (Information as of the submission date)						
Basic principle	Principle	Supplemental principle	comply	Explain	ROHM CG Policy	CG Report	Others				Website	
							Integrated report	Securities report	Medium-term management plan	Notice of General Shareholders Meeting		
Chapter 4. Responsibilities of the Board	4-1 Roles and Responsibilities of the Board of Directors (2)	-	✓		13-4							
		①	✓		13-3	I-1.						
		②	✓		13-5			○		○		Investor Relations Materials for Financial Results Briefing
		③	✓		13-7							
	4-2 Roles and Responsibilities of the Board of Directors (2)	-	✓		13-2 16-1	II-1, II-2.		○				
		①	✓		16-5	II-1.		○				
		④	✓		9-1 13-6	I-1.		○				ROHM Group's Sustainability CSR Management
	4-3 Roles and Responsibilities of the Board of Directors (3)	-	✓		13-2 7-2	IV V-2.			○		○	
		①	✓		17-1			○				
		②	✓		17-2			○				
		③	✓		17-2			○				
		④	✓		13-8	IV-1.		○	○		○	
	4-4 Roles and Responsibilities of the Board of Directors (4)	-	✓		15-3,4	II-2.		○				
	①	✓		14-2 17-4	II-1.			○				
	4-5 Fiduciary Responsibilities to Shareholders such as Directors and Corporate Auditors	-	✓		15-1							
	4-6 Supervision and Execution of Management	-	✓		15-2			○				
	4-7 Roles and Responsibilities of Independent Outside Directors	-	✓		15-2			○				
	4-8 Effective Utilization of Independent Outside Directors	-	✓		14-1	II-1.		○	○		○	About ROHM Organization
		①	✓		15-5							
		②	✓		15-5				○			
③				Not applicable								
4-9 Qualifications and standards for judgment of independence of independent Outside Directors	-	✓		14-3	I-1, II-1.		○	○		○	Independence Standards for Outside Officers	
4-10 Utilization of Arbitrary Mechanism	-	✓		13-2	II-2, II-3.		○	○				
	①	✓		16-2 17-1	I-1.		○	○				
4-11 Prerequisites for Ensuring the Effectiveness of the Board of Directors and the Board of Corporate Auditors	-	✓		14-2 19-4						○		
	①	✓		17-1	I-1.		○			○		
	②	✓		18	I-1.			○		○		
	③	✓		19-4	I-1.		○					
4-12 Activation of Deliberation in the Board of Directors	-	✓		19-2								
	①	✓		19-1	I-1.							
4-13 Information Acquisition and Support System	-	✓		19-3	II-1.							
	①	✓		19-3	II-1.							
	②	✓		19-3	IV-1.			○		○		
	③	✓		13-9	II-1.						Business Foundation Corporate Governance	
4-14 Training for Directors and Corporate Auditors	-	✓		20-1								
	①	✓		20-1								
	②	✓		20-2	I-1.							
Chapter 5. Dialogue with Shareholders	5-1 Policy concerning constructive dialog with shareholders	-	✓		21-1	I-1, III-2.		○				
		①	✓		21-2	III-2.						
		②	✓		21-3			○				
		③	✓		-			○				
5-2 Formulation and Publication of Business Strategies and Business Plans	-	✓		13-5,6	I-1.				○		Investor Relations Materials for Financial Results Briefing	
	①	✓		13-5,6					○		Investor Relations Materials for Financial Results Briefing	

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