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April 8, 2024

To all concerned parties

Company name:	ROHM Co., Ltd.
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Announcement Regarding the Issuance of Zero Coupon Convertible Bonds due 2029 and Zero Coupon Convertible Bonds due 2031

ROHM Co., Ltd. (the “Company”) hereby announces that the Company has decided to issue Zero Coupon Convertible Bonds (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*) due 2029 (the “2029 Bonds”) and Zero Coupon Convertible Bonds (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*) due 2031 (the “2031 Bonds” and, together with the 2029 Bonds, the “Bonds”) pursuant to the decision of the President (Representative Director) of the Company, upon a delegation by a resolution of its Board of Directors at a meeting held on April 8, 2024.

【Background and Purpose of the Issuance of the Bonds】

In order to realize the Company’s management vision of “focusing on power and analog solutions and solving social problems by contributing to our customers’ needs for ‘energy savings’ and ‘miniaturization’ of their products,” the Company is working on the medium-term management plan “MOVING FORWARD to 2025” (FY2021 to FY2025), aiming for sustainable growth and enhancing corporate value over the medium to long term.

In the medium-term management plan, the Company is further accelerating investment in growth businesses, focusing on increasing the capacity of the SiC business, which is the Company’s focus area, and expanding overseas sales of LSI automotive solutions. As the international competitive environment in the semiconductor industry intensifies, the Company is constantly considering capital investments and M&A with an eye to expanding future business opportunities, with a focus on strengthening IDM capabilities, which are the Company’s strengths, and the possibility of strengthening our power and analog fields.

Under these circumstances, in September 2023, in a series of transactions related to the going private of Toshiba Corporation (“Toshiba”), the Company invested 100 billion yen as a limited liability partner in TB Investment Limited Partnership, managed and operated by Japan Industrial Partners, Inc. and its group companies, which invests in TBJ

Holdings Inc. (“TBJ Holdings”), the parent company of the offeror (TBJH Inc.) (the “Investment”), and the Company underwrote 200 billion yen of non-voting preferred shares issued by TBJ Holdings (the “Underwriting”).

The Company borrowed a 300 billion yen bridge loan from financial institutions in September 2023 with a loan period of up to one year to fund the Investment and the Underwriting. In order to replace part of the bridge loan with permanent financing, the Company has decided to issue the Bonds after taking into account various circumstances such as the market environment, financing costs, and the impact on existing shareholders.

【Use of Proceeds】

The net proceeds of the issue of the Bonds are estimated to be approximately ¥200 billion and will be used by the Company, as permanent financing, to refinance ¥200 billion out of the ¥300 billion bridge loan which it has incurred in connection with participating in the going private of Toshiba.

Issuance of the 2029 Bonds

1. Securities Offered	¥100,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds (bonds with stock acquisition rights, <i>tenkanshasaigata shinkabu yoyakuken-tsuki shasai</i>) due 2029
2. Issue Price	102.5%
3. Closing Date	April 24, 2024
4. Coupon	0%
5. Redemption at Maturity	100%

Issuance of the 2031 Bonds

1. Securities Offered	¥100,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds (bonds with stock acquisition rights, <i>tenkanshasaigata shinkabu yoyakuken-tsuki shasai</i>) due 2031
2. Issue Price	102.5%
3. Closing Date	April 24, 2024
4. Coupon	0%
5. Redemption at Maturity	100%

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