[Please note that the followings including Independent Auditors' Reports and Report of the Board of Company Auditors are English translation of the original Japanese version, prepared only for the convenience of shareholders residing outside Japan with certain reference information excerpted from the Company's financial report for the fiscal year ended March 31, 2011. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please be advised that certain expressions in the original document for domestic voting procedures that are not applicable to the aforesaid shareholders are omitted or modified to avoid confusion. Please also be advised that this material will not facilitate your status as a registered shareholder. In order to be authorized to physically attend the ordinary general shareholders meeting, presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.]

May 31, 2011

To Our Shareholders:

ROHM Co., Ltd.
(Securities Code: 6963)
21, Saiin Mizosaki-cho,
Ukyo-ku, Kyoto, Japan
Satoshi Sawamura
President

NOTICE OF THE 53RD ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

You are cordially invited to attend the 53rd Ordinary General Shareholders Meeting of ROHM CO., LTD. ("the Company"). If you are unable to attend the meeting, please kindly take the necessary procedure to exercise your voting rights in connection with the following matters to be resolved. Such matters can be reviewed in the attached "REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS" on page 38. Your vote must be received by the Company no later than Tuesday June 28, 2011, 5:15 p.m. (JST).

NOTICE OF MEETING

1. Date and Time: Wednesday, June 29, 2011, 10:00 a.m.

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

3. Objectives of the Meeting:

Reporting:

1. Business Report, Consolidated and Non-consolidated Financial Statements, for the 53rd Fiscal Year (from April 1, 2010 to March 31, 2011)
2. Audit Reports on Consolidated Financial Statements from the Independent Auditors and the Board of Company Auditors for the 53rd Fiscal Year (from April 1, 2010 to March 31, 2011)

Resolutions:

Proposal 1: Appropriation of Retained Earnings for the 53rd Fiscal Year

Proposal 2: Election of Nine (9) Directors

How to Exercise Your Voting Rights

1. How to Exercise Your Voting Rights via the Internet

If you exercise your voting rights via the Internet, please follow the instructions below. If you are going to attend the meeting, you are not required to complete procedures to exercise your voting rights by mail (by means of the Voting Rights Exercise Form) or online.

(1) Designated Voting Website

1) You are able to exercise your voting rights via the Internet by accessing the designated voting website (http://www.evote.jp/). (Operation is adjourned from 2:00 a.m. to 5:00 a.m. everyday) Websites are available for exercising your voting rights by personal computer or mobile phone (i-mode, EZweb, or Yahoo! Keitai)*. The accessed site is automatically selected according to Internet connection conditions.

   * I-mode is a registered trademark of NTT DoCoMo, Inc.; EZweb, KDDI Corporation; and Yahoo!, Yahoo! Inc., United States.

2) You may be unable to access the voting website from your personal computer because of Internet connection conditions, i.e., OS or browser, when a firewall program or other security programs are installed for Internet security, when antivirus software is installed, or when a proxy server is used.

3) To exercise your voting rights online from a mobile phone, use either i-mode, EZweb, or Yahoo! Keitai service. To ensure security, only those portable phones that are compatible with encrypted (SSL) communication or portable-phone data communication can be used to access the website.

4) Voting from the website can be accepted until 5:15 p.m. (JST), Tuesday, June 28, 2011. However, exercising your voting rights at an earlier date is recommended. In the event of any problems with voting from the website, please contact the Help Desk below.

(2) How to Exercise Your Voting Rights via the Internet

1) On the voting website (http://www.evote.jp/), enter your login ID and temporary password, both of which can be found on your ballot sheet. Proceed with the instructions that appear on the display and select whether you are voting in the affirmative, or the negative for each proposals.

2) To prevent non-shareholders from having unauthorized access to the voting website and casting false votes, shareholders may be requested to change their temporary passwords upon logging into the voting website.

3) You will be informed of your login ID and temporary password each time a shareholders meeting is called.

(3) Expenses Incurred When Accessing the Voting Website

The expenses incurred by accessing to the voting website (internet access fees, phone-line charges, etc.) shall be borne by shareholders. When voting rights are exercised via a portable phone, packet communication fees and other fees incurred shall be borne by shareholders.

2. Handling When Voting Is Exercised Multiple Times

If you exercise your voting rights both by mail and via the Internet, only those exercised via the Internet will be valid.
If you exercise your voting rights multiple times via the Internet, the last time that you exercise your voting rights shall be deemed valid. Furthermore, if you exercise your voting rights in duplicate by accessing the voting website from both a personal computer and a mobile phone, the last time that you exercise your voting rights shall be deemed valid.

3. Exercising Your Voting Rights by Designating a Shareholder Who Will Attend the General Shareholders Meeting as Your Attorney

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Shareholders Meeting as your delegate. In such a case, a Power of Attorney will need to be submitted.

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

Business Report

For the period from April 1, 2010 to March 31, 2011

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

The world economy continued on a recovery trend from the economic slowdown of 2008, but the overall economy remained in a volatile condition as the unemployment rate in most regions remained at a high level. By individual regions, in the US, despite recovery in personal consumption and a strong industrial turnaround, the housing market remained sluggish. In addition, the unemployment rate did not change, and the overall economy lacked strength in recovering. In Europe, driven by strong exports mainly to Asian countries, the individual economies of major countries including Germany were on a recovery trend. However, Ireland and countries in South Europe including Greece, Portugal, Spain, and Italy, still suffered from lingering volatile economic conditions triggered by financial problems. Regarding the overall economy of Europe, personal consumption has gradually recovered and exports have increased. Although these could be considered as elements of a trend to recovery, the unemployment rate has remained high and volatile. In Asian countries, although concern over inflation was mounting in China, personal consumption remained strong, exports recovered, and the Chinese economy stayed in a healthy state. Other Asian regions also enjoyed robust economies as their exports to China increased. However, due to deteriorating exports to developed countries, the pace at which exports were moving towards favorable economic conditions slowed down. In Japan, exports showed signs of recovery, but personal consumption was weak as the number of new cars sold decreased after the government's purchase promoting plan ended in autumn. Furthermore, although the number of new-housing recovered, the unemployment rate did not improve, while the serious appreciation of the yen and deflation continued. In addition, The Great East Japan Earthquake brought extensive damage to the Tohoku region and other areas in March.

Within the electronics industries, in the first half, mobile phones, mainly smart phones, enjoyed robust sales, and sales of flat-screen TVs remained favorable thanks to the continuation of purchase encouragement by governments of various countries. Sales of personal computers increased due to growing markets of emerging countries and the boom in sales of tablet PCs. Furthermore, the automotive market steadily continued to expand, with the overall electronics market recording strong sales. But after summer, the markets went through an adjustment period except for the markets for smart phones and tablet PCs.

In the electronic components industry, demand was strong as well, driven by robust production of end products in the first half. But this segment was pushed into seasonal adjustments after the summer as well.

By individual regions, in Japan, the sales of automobile and flat-screen TVs were strong in the first half, but after the summer, automobile sales drastically decreased due to progressive appreciation of the yen and the discontinuation of purchase assisting measures by the government. The uptrend in the smart phone market continued while other mobile phones went through an adjustment period. The Great East Japan Earthquake damaged production sites related to automotive and electronics and strained power supplies, which has brought great affect on the global electronics industries. In other Asian countries, in the first half, the sales of flat-screen TVs etc. were strong due to high demand from emerging countries, including China; and the recovery in the US market. But in the second half of the year, the market went through an adjustment period due to the effects of production adjustments that accompanied increasing inventories. The uptrend in the smart phone market continued while other mobile phones went through an adjustment period. In the US, the market picked up in the first half mainly due to the favorable sales of personal computers, flat-screen TVs, and smart phones, but sales slowed down during the second half. In Europe, exports to countries outside the euro-region remained robust, influenced by the depreciation within the European markets, but the markets within the European markets remained sluggish.

Under these circumstances, ROHM Group proceeded with plans to enhance production lineups in the fields related to automotive electronic components, flat-screen TVs, information and telecommunication, and mobile equipment. Along with these enhancements, ROHM Group continued, to strengthen sales structures to non-Japanese customers by increasing overseas sales bases including in key locations in inland China and adding Field Application Engineers (FAE)s (*1), as part of the effort to enrich organizational structure. These organizational enhancements are aimed at providing prompt responses to changes in the global market.

ROHM Group continued to develop eco-devices as a way of contributing to a better global environment, and started mass-production of Schottky barrier diodes in April and the world's first DMOSFET transistor

(*2) in December for the SiC field, which is anticipated to yield the next generation of high-efficiency devices. Furthermore, the group focused on increasing sales of LED-related devices and LED lighting, which has been expanding as a next-generation lighting that offers substantial energy-savings.

Along with these efforts, through cooperation with OKI Semiconductor, acquired by ROHM in 2008, ROHM also developed a chip set for the next-generation embedded processor developed by Intel in the US—thus successfully entering the embedded equipment market. The ROHM Group exerted itself to strengthen a synergistic effect with existing group business by constructing partnerships with SiCrystal AG, a SiC wafer manufacturer in Germany, and Kionix, Inc., a supplier of MEMS acceleration sensors (*3) in the US., which we purchased in 2009.

In this situation, net sales in the consolidated statement of income of the year ended March 31, 2011 recorded 341,885 million yen (an increase of 1.9 Percent from the previous fiscal year) and operating income in the consolidated statement of income marked 32,736 million yen (an increase of 74.0 Percent from the previous fiscal year). This was accompanied by the effects of increased profits as well as reduction in cost of sales rate due to decreased deprecation.

Ordinary income in the consolidated statement of income, influenced by currency exchange losses, was 26,805 million yen (an increase of 55.1 Percent from the previous fiscal year) and net income in the consolidated income was 9,632 million yen (an increase of 35.0 Percent from the previous fiscal year).

*1. FAE (Field Applications Engineer)
Engineers and technicians who provide technical support and proposals including technical information to customers.

*2. DMOSFET transistor (Double-Diffusion Metal-Oxide-Semiconductor Field Effect Transistor)
With a power-device structure which is suitable to switching devices with high current and high voltage requirements

*3. MEMS acceleration sensors
Electronic device having a micro-electromechanical structure that mounts a sensor for measuring changes in speed on a silicon chip by means of semiconductor micro fabrication technology

Overview of performance in each segment

<ICs>

Net sales in the consolidated statement of income for the year ended March 31, 2011 were 176,672 million yen (a decrease of 3.0 Percent from the year ended March 31, 2010)

In the field of digital audio and visual equipment for flat-screen TVs, although the sales of class D speaker amplifiers continued to record robust sales, the sales of power management ICs slowed down after the new year. The sales of lens driver ICs and power management ICs for digital still camera were strong. For mobile phones, sales of LCD driver ICs and Analog front-end ICs (*4) were sluggish. Sales of LED driver ICs, which enjoyed robust sales in the first half, also slowed down after autumn. For game consoles, sales of voice generation ADPCM decoder ICs (*5) decreased. In the personal computers field, motor driver ICs for fan motors and optical disks registered steady sales, but the market changed to an adjustment trend in the second half. In the automotive field, sales of various types of power supply ICs and motor driver ICs for optical disks increased. For general-purpose equipment, sales of EEPROMs, LDO regulators (*6), and DC/DC converters were strong.

At OKI Semiconductor Co., Ltd., although sales of P2ROMs (*7) for gaming equipment and LCD driver ICs slowed in the first half of the year, sales were on a recovery trend after the new year.

*4. Analog front-end IC for mobile phone
An IC that converts analog signals received by an antenna into digital signals that can be processed within a mobile phone.

*5. Voice Generation ADPCM (Adaptive Differential Pulse Code Modulation) Decoder IC
An IC for demodulating voice-compressed data in the form of ADPCM (one of the systems for converting voice into digital data, which, by digitalizing the difference with the data that was most recently digitalized, besides digitalizing voices at regular time intervals, reduces amount of data without losing sound quality) and for reproducing audio via speakers.

*6. LDO (Low Drop Out) regulator
A circuit for outputting a desired constant voltage from a certain input voltage. LDO stands for Low Drop Out type, which minimizes loss in conversion.

*7. P2ROM (Production Programmed ROM)
OKI Semiconductor's unique non-volatile memory, on which customer programs and data are written at the factory before shipment. It is used for game consoles and can be shipped in a shorter amount of time compared to general-use mask ROMs.

<Discrete semiconductor devices>

Net sales in the consolidated statement of income for the year ended March 31, 2011 were 113,543 million yen (an increase of 4.8 Percent from the year ended March 31, 2010)

In the diode and transistor product group, switching diodes, rectifier diodes and power transistors enjoyed brisk sales in the first half of year, driven by robust sales of digital audio and visual equipment, personal computers and automobile components markets. However, in the latter half of the year, although sales of power transistors continued strongly, sales of other products were sluggish due to seasonal adjustments as well as appreciation of the yen.

In the LED (light emitting diode) area, red and green LED s experienced favorable increases in sales in the first half of the year, but ran into seasonal adjustments and sluggish results during the second half.

In the area of laser diodes, although the sales of dual wavelength lasers for CD/DVD increased in the first half of the year, they were sluggish in the second half.

Furthermore, ROHM started mass-production of SiC Schottky barrier diodes and DMOSFET transistors (*2), developed as next-generation high efficiency devices.

As for production systems, ROHM continued improving production efficiency at the Group's overseas plants in Thailand, the Philippines, and Tianjin, China, and enhanced abilities to respond to cost concerns.

<Others>

Net sales in the consolidated statement of income for the year ended March 31, 2011 were 51,669 million yen (an increase of 14.4 Percent from the year ended March 31, 2010)

In the resistor product family, although sales of resistors for mobile phones remained in a severe state, the overall market recorded robust sales mainly on automobile component markets in the first half of the year. However, after the new year, sales slowed down due to the appreciation of the yen.

As for Printhead products, sales of image sensor heads for multifunctional printers were sluggish, but overall sales, mainly in small-size thermal Printheads for miniaturized printers, stayed on the positive side in the first half of the year. However, after the start of 2011, overall sales slowed down due to appreciation of the yen as well as price increase of raw materials.

Regarding LED display, sales of LED display modules such as eight-character numeric type modules, which had been stagnant, in the first half, as well as dot matrix-type modules remained sluggish.

With our tantalum capacitors, sales remained favorable mainly due to mobile phone production in China.

As for module products, surface-mount IR sensors for smart phones experienced increased sales considerably.

Sales figures for lighting products (LED lightings), which are expected to be an energy-saving next generation light source and a major contributor to CO2 reduction, were on the increase as commercial facilities and office buildings started to adopt this illumination system. ROHM also newly started to develop and sell LED light bulbs with wide light distribution feature.

Concurrent with all these efforts ROHM continued to reinforce production management of the Group's plants in Thailand and Dalian, China, emphasizing on improving production efficiency and reducing costs.

As ROHM decided to disclose data by individual segments starting from this fiscal year ended March 31, 2011, comparisons with the previous fiscal year were done by changing items in the previous year into individual segments. Transactions between individual segments were offset.

(2) Capital Expenditures

In this period, the Group invested 40,042 million yen in total in facilities to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining. A breakdown of investment by segment is as follows:

ICs	14,913	million yen
Discrete Semiconductor Devices	16,872	million yen
Others	5,426	million yen
Sales and Administrative Expenses Division	2,829	million yen

(3) Financing

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

(4) Priority Issues

The world economy gradually moved toward recovery from the abrupt economic slowdown triggered by the financial crisis in the US in 2008. However, because tough employment environments in individual regions remain, the overall economy has not yet reached full-fledged recovery.

The electronics industry is expected to grow in the mid- to long-term due to increasing demand for digital home information equipment and more sophisticated automotive electronic control systems. However, technological competition and price wars are expected to continuously intensify. These factors mandate the increasing necessity of a constant supply of internationally competitive, innovative and high quality products and technologies with sustained efforts toward comprehensive cost reduction efforts.

Under these circumstances, ROHM Group will make utmost efforts in developing new products and technologies such as SiC related products including SBD, DMOSFET, and IPM and new technologies, chip sets for next-generation embedded processor by Intel in the US - through cooperation with OKI Semiconductor, and LED lighting products. Such efforts will promote the development and expansion of sales of eco-friendly products targeted at improving power conversion efficiency and power-saving devices in a variety of markets including automotive, flat-panel TVs, information and telecommunication, and mobile equipment markets.

ROHM Group expanded its sensor business through acquisition of Kionix, Inc. in the US, in 2009. The Group also increased sales of LED lighting by way of cultivating new sales channels, thus strengthening efforts to develop new markets that will respond to business needs in the near future.

Furthermore, ROHM Group will take vigorous steps to enter new market segments such as bio-sensing business through enhanced micro-fabrication technology it has cultivated, thus exerting company-wide efforts to synergize business resources to the fullest extent in order to further increase stock value and corporate value.

On the other hand, in order to keep up with rapid changes in the electronic components markets of the world and Asia, and increase market share, ROHM Group will not only develop and diffuse new products but also continue to proceed with enhancing sales structures for non-Japanese customers by increasing sales bases in inland China and FAEs.

In addition, ROHM Group will strengthen its management structure to ensure continued business activities in the event of a natural disaster, by enhancing countermeasures for disaster risks such as earthquakes.

ROHM SEMICONDUCTOR

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

Item	Mar-2008	Mar-2009	Mar-2010	(Current period) Mar-2011
Net Sales	373,405	317,140	335,640	341,885
Ordinary Income	62,796	18,544	17,284	26,805
Net Income	31,931	9,837	7,134	9,632
Net Income per Share (yen)	284.66	89.76	65.09	88.07
Total Assets	870,972	809,185	807,339	759,988
Net Assets	755,872	709,840	707,718	668,778

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

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

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

Item	Mar-2008	Mar-2009	Mar-2010	(Current Period) Mar-2011
Net Sales	333,279	247,537	274,247	294,303
Ordinary Income	33,244	21,419	18,526	55,041
Net Income	18,077	3,926	13,851	50,514
Net Income per Share (yen)	161.16	35.83	126.42	461.92
Total Assets	543,393	532,056	557,718	541,789
Net Assets	476,241	453,344	460,842	484,811

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

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

(6) Main Business Segments

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

Segment Name	Main products and business
ICs	Analog ICs, Logic ICs, Memory ICs, ASICs, Foundry business operations
Discrete semiconductor devices	Diodes, Transistors, Light Emitting Diodes, Laser Diodes
Others	Resistors, Printhead Products, Optical Modules, Tantalum Capacitor, Power Modules, Lighting Products

(7) Main Business Sites

Name		Location
ROHM CO., LTD.	Head Office/Factory	Kyoto
	Kyoto Technology Center	Kyoto
	Yokohama Technology Center	Kanagawa
	Nagoya Design Center	Aichi
	Yokohama Business Center	Kanagawa
	Tokyo Business Center	Tokyo
	Nishi-Tokyo Business Center	Tokyo
	Kyoto Business Center	Kyoto
	Nagoya Business Center	Aichi
	Kobe Business Center	Hyogo
Manufacturing	ROHM HAMAMATSU CO., LTD.	Shizuoka
	ROHM WAKO DEVICE CO., LTD.	Okayama
	ROHM APOLLO DEVICE CO., LTD.	Fukuoka
	ROHM TSUKUBA CO., LTD.	Ibaraki
	ROHM FUKUOKA CO., LTD.	Fukuoka
	ROHM WAKO CO., LTD.	Okayama
	ROHM APOLLO CO., LTD.	Fukuoka
	ROHM MECHATECH CO., LTD.	Kyoto
	OKI SEMICONDUCTOR CO., LTD.	Tokyo
	OKI SEMICONDUCTOR MIYAGI CO., LTD.	Miyagi
	OKI SEMICONDUCTOR MIYAZAKI CO., LTD.	Miyazaki
	ROHM KOREA CORPORATION	Korea
	ROHM ELECTRONICS PHILIPPINES, INC.	Philippines
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thailand
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	China
	ROHM ELECTRONICS DALIAN CO., LTD.	China
	ROHM WAKO ELECTRONICS (MALAYSIA) SDN., BHD.	Malaysia
	ROHM MECHATECH PHILIPPINES, INC.	Philippines
	ROHM MECHATECH THAILAND CO., LTD.	Thailand
	OKI (THAILAND) CO., LTD.	Thailand
	KIONIX,INC.	U.S.A.
	SICRYSTAL AG	Germany
Sales	ROHM SEMICONDUCTOR U.S.A., LLC	U.S.A.
	ROHM SEMICONDUCTOR GmbH	Germany
	ROHM SEMICONDUCTOR KOREA CORPORATION	Korea
	ROHM SEMICONDUCTOR TRADING DALIAN CO., LTD.	China
	ROHM SEMICONDUCTOR (SHANGHAI) CO., LTD.	China
	ROHM SEMICONDUCTOR (SHENZHEN) CO., LTD.	China
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	China
	ROHM SEMICONDUCTOR TAIWAN CO., LTD.	Taiwan
	ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.	Singapore
	ROHM SEMICONDUCTOR (PHILIPPINES) CORPORATION	Philippines
	ROHM SEMICONDUCTOR (THAILAND) CO., LTD.	Thailand
	ROHM SEMICONDUCTOR (MALAYSIA) SDN. BHD.	Malaysia
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(8) Employees

Segment Name	Number of Employees	Change from the Previous Fiscal Year	Average Service Years
ICs	21,560	Increase by 555 employees	8.7 years
Discrete semiconductor devices			
Others			
Sales and administrative expenses division			

(Notes) 1. The value of the average service years is rounded down to one decimal place.

2. The number of employees includes, in addition to full-time employees, 558 regular workers based on fixed-term employment contracts, who are excluded from the calculation of the average service years.

(9) Summary of Important Subsidiaries

Company Name	Capital	Voting Right Ratio by ROHM	Main Business
ROHM HAMAMATSU CO., LTD.	Million yen 400	100.0%	Manufacture of electronic components
OKI SEMICONDUCTOR CO., LTD.	Million yen 27,600	96.6	Manufacture of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.0	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 13,890	100.0	Manufacture of electronic components
ROHM ELECTRONICS DALIAN CO., LTD.	Million yen 9,417	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK$ 27,000	100.0	Sales of electronic components
ROHM U.S.A., INC.	Thousand US$ 253,642	100.0	Administrative responsibility for subsidiaries in North and South America
ROHM ELECTRONICS ASIA PTE. LTD.	Thousand S$ 90,630	100.0	Administrative responsibility for subsidiaries in Asia

(Notes) 1. Amounts of capital and voting right ratios are rounded down to the nearest million (in yen) or the nearest thousand (in foreign currencies), and to one decimal places, respectively.
2. Voting right ratio by ROHM includes indirect holdings through subsidiaries.
3. ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. was split into ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. and ROHM ELECTRONICS ASIA PTE. LTD. on July 30, 2010.
4. ROHM ELECTRONICS DALIAN CO., LTD. has been listed as an important subsidiary from the current consolidated fiscal year owing to the expansion of company size.

2. Status of Shares

(1) Total Number of Shares Authorized to be Issued 300,000,000

(2) Total Number of Shares Issued 115,300,000

(Including 7,484,318 shares of treasury stock)

(3) Total Number of Shareholders as of March 31, 2011 28,577

(4) Major Shareholders (Top 10 Shareholders)

Name	Number of Shares Held (Thousands of shares)	Ownership
Rohm Music Foundation	8,000	7.42%
State Street Bank and Trust Company 505223	7,560	7.01
Japan Trustee Service Bank Ltd. (Trust account)	6,511	6.03
The Master Trust Bank of Japan, Ltd. (Trust account)	5,198	4.82
State Street Bank and Trust Company	3,258	3.02
Bank of Kyoto Ltd.	2,606	2.41
SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS	2,567	2.38
Ken Sato	2,405	2.23
Deutsche Bank Trust Company Americas	2,285	2.12
State Street Bank and Trust Company 505225	1,554	1.44

(Notes) 1. The number of shares less than one thousand shares and the percentage of ownership less than two decimal places are rounded down to the nearest unit, respectively.
2. 7,484 thousand shares of treasury stock are excluded from the above calculation.
3. Ownership is calculated by deducting the number of treasury stock from the total number of shares issued.

ROHM SEMICONDUCTOR

(5) Retirement of Treasury Stock

The Company decided to retire a portion of its treasury stock in accordance with article 178 of the Companies Act.

1) Reasons for retirement

The Company will retain its treasury stock of approximately 5 percent of shares issued at maximum, and, in principle, the excess portion of the treasury stock will be retired in each fiscal year end. Under this policy, of the shares owned on March 31, 2011, the following shares are scheduled to be retired.

Remaining shares in our possession will be retained in order to ensure management flexibility, including use in M&A as needed.

2) Class of shares to be retired	Common Stock
3) Number of shares to be retired	1,900,000 Shares (Approximately 1.65% of total number of shares issued before retirement)
4) Planned date of retirement	May 31, 2011

3. Directors and Company Auditors of the Company

(1) Directors and Company Auditors

(As of March 31, 2011)

Position	Name	Positions at the Company and Important Duties outside the Company
* President	Satoshi Sawamura	
Managing Director	Hidemi Takasu	General Manager of Research and Development Headquarters
Managing Director	Takahisa Yamaha	General Manager of Global Operations Headquarters
Director	Nobuo Hatta	Special Missions
Director	Osamu Hattori	General Manager of Asia Sales Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Tadanobu Fujiwara	General Manager of Japan Sales Headquarters
Director	Toshiki Takano	General Manager of Global Development Headquarters
Director	Masahiko Yamazaki	General Manager of Administrative Headquarters
Director	Hachiro Kawamoto	
Company Auditor (Full-Time)	Yoshiaki Shibata	
Company Auditor (Full-Time)	Hideo Iwata	
Company Auditor	Yasuhito Tamaki	Attorney at Law
Company Auditor	Shinya Murao	CPA
Company Auditor	Haruo Kitamura	CPA, Outside Company Director of Yamaha Corporation

(Notes) 1. * Representative Director.

2. Hachiro Kawamoto is an Outside Director as provided in Article 2, Paragraph 15, of the Companies Act.
3. All five of the Company Auditors are Outside Company Auditors as provided in Article 2, Paragraph 16, of the Companies Act.
4. The Company has designated Director Hachiro Kawamoto and all five of the Company Auditors as independent directors pursuant to the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and reported that information to both Exchanges.
5. Company Auditors Shinya Murao and Haruo Kitamura are certified public accountants and are duly informed of finances and accounting.
6. Changes in the membership of the Board of Directors and the Board of Company Auditors during this fiscal year were as specified below.

(1) New appointments

1) Toshiki Takano was newly elected and appointed as a Director at the 52nd Ordinary General Shareholders Meeting of June 29, 2010.

2) Masahiko Yamazaki was newly elected and appointed as a Director at the 52nd Ordinary General Shareholders Meeting of June 29, 2010.

(2) Retirements

Toru Okada retired from the position of Director as of the closing of the 52nd Ordinary General Shareholders Meeting of June 29, 2010.

(3) Changes in positions

1) Satoshi Sawamura was appointed as President (Representative Director) as of April 1, 2010.

2) Takahisa Yamaha was appointed as Managing Director as of April 1, 2010.

(4) Changes in duties

1) Tadanobu Fujiwara's position was changed from General Manager of Eastern Japan Sales Headquarters to General Manager of Japan Sales Headquarters as of April 1, 2010.

2) Toshiki Takano's position was changed from General Manager of LSI Development Headquarters to General Manager of Global Development Headquarters as of January 25, 2011.

(2) Total Remuneration for Directors and Company Auditors

Position	Number of Members	Remuneration
Directors	11	274 million yen
Company Auditors	5	66 million yen
Total	16	341 million yen

(Notes) 1. Directors' remuneration does not include the amount paid as salary for employees to those Directors who are also employees.

2. The total amount of Directors' remuneration is limited to 600 million yen per year based on the resolution of the 48th Ordinary General Shareholders Meeting held on June 29, 2006, and the total amount of Company Auditors' remuneration is limited to 6 million yen per month based on the resolution of the 36th Ordinary General Shareholders Meeting held on June 29, 1994.

3. One Director is an Outside Director and all the Company Auditors are Outside Company Auditors. The total amount of their remuneration is 76 million yen.

(3) Main Activities of Outside Director and Outside Company Auditors

Position	Name	Main Activity
Director	Hachiro Kawamoto	Attended 93% of the 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Provides opinions based on experience and knowledge as a longtime administrator of an incorporated school.
Company Auditor (Full-Time)	Yoshiaki Shibata	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position and experience as the full-time Company Auditor.
Company Auditor (Full-Time)	Hideo Iwata	Attended 96% of the 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position as the full-time Company Auditor and based on experience and knowledge as a longtime administrator at a financial institution.
Company Auditor	Yasuhito Tamaki	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a lawyer.
Company Auditor	Shinya Murao	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a certified public accountant (CPA).
Company Auditor	Haruo Kitamura	Attended 96% of the 28 meetings of Board of Directors during the fiscal year ended March 31, 2011 (including participation in 18 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a CPA.

4. Independent Auditor

(1) Name of the Independent Auditor

Deloitte Touche Tohmatsu LLC

(2) Remuneration for the Independent Auditor for the 53rd Fiscal Year 90 million yen

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

(3) Content of Non-audit Service Provided by the Independent Auditor with Counter Value

The Company remunerates its Independent Auditor for advice and guidance concerning the introduction of International Financial Reporting Standards (IFRS), which are not statutory auditing duties stipulated in the first clause of Article 2 of the Certified Public Accountants Act.

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

The Company's Board of Company Auditors may dismiss the Independent Auditor based on a unanimous decision when the Board of Company Auditors has decided that the Independent Auditor has violated or infringed such laws as the Companies Act or the Certified Public Accountants Act or have offended public order or morals.

The Directors may propose not to reappoint the Independent Auditor at the General Shareholders Meeting with an agreement of the Board of Company Auditors or upon request of the Board of Company Auditors when it is deemed difficult for the Independent Auditors to perform audits properly due to an event that may damage their qualification or independence.

(5) Total Remuneration for the Independent Auditors to be Paid by the Company and Its Subsidiaries

150 million yen

(Note) Among ROHM group's significant subsidiaries, financial statements of the seven overseas subsidiaries are audited (in compliance with the foreign laws or regulations that correspond to the Companies Act) by certified public accountants or auditing firms (including those who have commensurate licenses in foreign countries) other than the Company's Independent Auditor.

5. Corporate System and Policies of ROHM Group

(1) Corporate System to Ensure the Compliance of the Execution of Duties of the Directors under the Laws, Regulations and the Articles of Incorporation, and to Ensure Proper Operation (Internal Control System)

Regarding the reinforcement of the internal control system as one of the major corporate missions, ROHM Group intends to carry out its corporate social responsibilities not only by ensuring the reliability of the Group's financial reports but also by maintaining compliance of the operational processes of the entire Group. The Board of Directors of the Company has resolved the basic policies to build the internal control system and the improvement of the system, as listed below:

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) Directors' violation of applicable laws, regulations, or the Articles of Incorporation should be prevented when they perform their duties, based on the ROHM Group Business Conduct Guidelines and the Basic Rules of the Board of Directors.

(b) The Director or Directors who are highly informed in a specific field should be responsible for the duties related to such field, while all Directors should hold discussions and monitor each other on a daily basis concerning the respective individual fields.

(c) Should a Director be found having committed an illegal act by another Director or a Company Auditor, it should be promptly reported to the Board of Directors or the Board of Company Auditors.

(d) The Compliance Hotline (the internal hotline system) should be created to discover any illegal conduct of a Director and to prevent recurrence thereof.

(e) In addition to one Outside Director, all five Outside Auditors should constantly check that Directors perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation.

(f) In order to fulfill corporate social responsibilities in daily business activities, a CSR Promotion Committee should be organized as a specific entity that fulfills said responsibilities of contributing to the society and regions through various measures.

2) System to save and control information related to Directors' performance of duties

(a) The minutes of general shareholders meetings and documents related thereto, the minutes of the meetings of the Board of Directors and documents related thereto, executive proposals, and the agreements and other events that may affect Directors' performance of their duties, such as documents used to plan projects for individual fiscal years, 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 via email or in writing as a rule. The directions and notices shall be saved so as to be presented at any time when requested by Directors, Company Auditors or other authorized parties.

(c) Information related to Directors' performance of duties should be kept and controlled duly by relevant sections or divisions concerned, and insider information should be disclosed properly at the right time through the Company's public relations operations under the control of the Information Disclosure Committee.

3) Rules and other systems to control the risk of loss

(a) To comprehensively control and supervise risks, a Risk Control Committee should be organized and risk control policies should be created based on the risk control rules established by this committee. The Risk Control Committee should identify and analyze major risks that may occur in the course of the performance of business operations, establish measures against such risks, and control and verify the activities of the sections and divisions which are primarily responsible for controlling such risks.

(b) In-house committees and specialized work groups, such as the Corporate Safety and Health Committee, Fire Prevention Committee and Environmental Conservation Committee, should perform daily activities so as to preclude safety risks and environmental risks and should implement proper actions if any risk actually materializes.

(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 employees should be informed by way of the ROHM Group Action Policy, 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.

(d) Against situations that cause significant damages not only to businesses but also to communities, such as sudden natural disasters and epidemics, a BCM project should be launched in order to overcome the circumstance with minimal damage. The project should establish a system to prepare in advance for the said situations ensuring various possible measures, and the progress of the project should be sequentially reported to employees.

4) System to ensure that Directors perform their duties efficiently

(a) The Board of Directors should consist of a small number of Directors authorized to execute business operations to realize prompt executive decision-making.

(b) The Board of Directors should consist of Directors who are highly experienced in different fields. The Board should divide duties to the Director in charge of that certain field and have him/her perform the specific duties of that field.

(c) Issues that may have a considerable influence on corporate management should be examined and analyzed 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 internal 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 Group and to ensure a fair amount of profits, business performance targets should be established as part of annual profit-raising projects for the entire company and individual divisions, and business performance should be controlled based on such projects and targets.

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 leader for each division of each Group company should be nominated as a compliance leader to raise the awareness of the importance of compliance and to ensure the ongoing compliance of each division.

(b) To cope with proprietary laws and regulations in an efficient manner, in addition to the Compliance Committee, various additional committees, such as the Information Disclosure Committee, Corporate Safety and Health Committee, and Environmental Conservation Committee, should be committed to such actions as checking the status of the entire Group and performing ongoing educational activities.

(c) Under the control of the Information Disclosure Committee, 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) An internal control system should be established and reinforced to ensure proper financial reporting is ensured through adherence to the evaluation and audit systems in connection with the internal control of financial reporting.

(e) A Compliance Hotline (internal hotline system) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal employee conduct and to prevent any recurrence of illegal conduct.

(f) Internal audits should be performed to check the status of business operations, to ensure compliance with laws, regulations, and the Articles of Incorporation, and to make improvements to streamline corporate operations.

6) System to ensure compliance of the Group's corporate operations

(a) Written standards applicable to the entire ROHM group should be established and implemented.

(b) The compliant business operations of Group companies should be monitored by appointing employees of the Company or its subsidiaries to Group companies' Board of Directors or Company Auditors.

(c) A compliance system should be created in each subsidiary, modeled after the system of the Company, thus expanding corporate compliance activities and reinforcing combined efforts between the Company and its subsidiaries.

(d) A system should be operated that requires the Board of Directors' resolution or an executive decision at the Company to settle critical issues at the subsidiary level, thus enabling the Company's relevant divisions to control Group companies comprehensively.

(e) An internal control system that includes the Company and significant subsidiaries should be established and reinforced through a framework that ensures financial reporting compliance and through efforts to conform to the auditing system.

(f) The Company's auditing division should perform internal audits.

7) Employees Hired upon the Request of a Company Auditor to Assist the Auditor's Duties

The Company should, upon Company Auditor's request, appoint staff employees with proper capabilities.

8) Independence of the above employees from Directors

The staff of Company Auditors should be independent of duties related to the execution of corporate business. The employment and transfer of Company Auditors' staff shall acquire the prior approval of the Board of Company Auditors. In the evaluation of their work performance, opinions from the Board of Company Auditors shall be respected.

9) System for Directors and employees to report to Company Auditors, and other systems for reporting to Company Auditors

(a) Each Director should report to Company Auditors, whenever necessary, regarding whether or not there is any illegal conduct in the performance of Directors' duties, any neglect in the obligation of being duly conscious as good Directors, or any fact that may damage the Company considerably, etc.

(b) The meetings of committees, such as the Compliance Committee, Risk Control Committee, and Information Disclosure Committee, should be attended by full-time Company Auditors as observers, and individual committees, such as the CSR Promotion Committee, should make periodical reports on their activities to the Company Auditors 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 Company Auditors through executive proposals and reports.

10) Other systems to ensure that the audits by Company Auditors are performed effectively

(a) Concerning the status of the operation of the internal control system, Directors should report to the Board of Company Auditors where requested.

(b) The internal audit division should consist of enhanced substantially and the cooperation with Company Auditors should be reinforced.

(c) All Company Auditors should be Outside Auditors. The Board of Company Auditors should be a strongly independent group consisting of diversified experts, including legal specialists, accounting specialists, and those who used to work for financial institutions.

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

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

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

Consolidated Balance Sheet

As of March 31, 2011

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**436,247**	**Current liabilities**	**64,333**
Cash and time deposits	230,286	Notes and accounts payable-trade	21,904
Notes and accounts receivable-trade	73,297	Accounts payable-other	22,486
Securities	28,094	Accrued income taxes	3,180
Merchandise and finished products	23,525	Deferred tax liabilities	1,053
Work in process	35,350	Provision for business structure	
Raw materials and supplies	25,077	improvement	147
Prepaid pension cost	2,263	Provision for losses on disaster	1,745
Deferred tax assets	8,475	Other	13,815
Refundable income taxes	397		
Other	9,765	**Long-term liabilities**	**26,876**
Allowance for doubtful notes and		Deferred tax liabilities	16,554
accounts	△ 286	Liability for employees' retirement	
		benefits	8,344
		Other	1,976
Fixed assets	**323,741**	**Total liabilities**	**91,209**
Tangible fixed assets	**252,216**		
Buildings and structures	84,641	(Net assets)	
Machinery, equipment and vehicles	60,609		
Tools and furniture	6,035	**Shareholders' equity**	**755,641**
Land	85,903	Common stock	86,969
Construction in progress	15,026	Capital surplus	102,403
		Retained earnings	633,388
Intangible fixed assets	**28,225**	Treasury stock	△ 67,120
Goodwill	20,346		
Other	7,879	**Accumulated other comprehensive income (loss)**	**△ 88,810**
		Net unrealized gain on available-for-	
Investments and other assets	**43,299**	sale securities	5,859
Investment securities	37,159	Foreign currency translation	
Deferred tax assets	1,597	adjustments	△ 94,669
Other	5,088		
Allowance for doubtful accounts	△ 545	**Minority interests**	**1,947**
		Total net assets	**668,778**
Total assets	**759,988**	**Total liabilities and net assets**	**759,988**

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

Consolidated Statement of Income

From April 1, 2010 to March 31, 2011

(Millions of yen)

Accounts	Amount	
Net sales		341,885
Cost of sales		219,149
Gross profit		**122,736**
Selling, general and administrative expenses		89,999
Operating income		**32,736**
Non-operating income		
Interest income	991	
Other	980	1,971
Non-operating expenses		
Foreign currency exchange loss	7,152	
Other	749	7,902
Ordinary income		**26,805**
Extraordinary gains		
Gain on sale of fixed assets	87	
Gain on reversal of allowance for doubtful accounts	34	
Gain on transfer of retirement benefit plan	1,796	1,919
Extraordinary losses		
Loss on sale/disposal of fixed assets	2,077	
Impairment loss on fixed assets	2,516	
Loss on disaster	995	
Loss on valuation of investment securities	270	
Loss on valuation of stocks of unconsolidated subsidiaries and associated companies	341	
Provision for allowance for doubtful accounts for unconsolidated subsidiaries and associated companies	5	
Special retirement expenses	2,969	
Loss on adjustment for changes of accounting standard for asset retirement obligations	148	9,324
Income before income taxes and minority interests		**19,400**
Income taxes - current	7,372	
Income taxes - deferred	2,152	9,524
Income before minority interests		9,875
Minority interests in net income		243
Net income		**9,632**

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

Consolidated Statement of Changes in Net Assets

From April 1, 2010 to March 31, 2011

(Millions of yen)

	Shareholders' Equity					Accumulated Other Comprehensive Income (Loss)				
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Net Unrealized Gain on Available-for-sale Securities	Foreign Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss	Minority Interests	Total Net Assets
Balance as of March 31, 2010	86,969	102,403	637,999	△ 57,105	**770,267**	8,121	△ 72,860	**△ 64,738**	**2,189**	**707,718**
Changes in the year										
Dividends			△ 14,243		**△ 14,243**					**△ 14,243**
Net income			9,632		**9,632**					**9,632**
Purchase of treasury stock				△ 10,014	**△ 10,014**					**△ 10,014**
Net changes in items other than shareholders' equity						△ 2,262	△ 21,809	**△ 24,071**	**△ 242**	**△ 24,313**
Total changes in the year	-	-	△ 4,611	△ 10,014	**△ 14,625**	△ 2,262	△ 21,809	**△ 24,071**	**△ 242**	**△ 38,939**
Balance as of March 31, 2011	86,969	102,403	633,388	△ 67,120	**755,641**	5,859	△94,669	**△ 88,810**	**1,947**	**668,778**

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

Notes to Consolidated Financial Statements

Notes to Basis in Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries 50

(2) Names of significant consolidated subsidiaries

ROHM HAMAMATSU CO., LTD.
ROHM ELECTRONICS PHILIPPINES, INC.
ROHM SEMICONDUCTOR (CHINA) CO., LTD.
ROHM SEMICONDUCTOR (H.K.) CO., LTD.
ROHM ELECTRONICS ASIA PTE. LTD.
OKI SEMICONDUCTOR CO., LTD.
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.
ROHM ELECTRONICS DALIAN CO., LTD.
ROHM U.S.A., INC.

Changes in the scope of consolidation for the fiscal year ended March 31, 2011, are as follows:

New establishment (3 companies)
- ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.
- MARUZEN ELECTRIC CO., LTD.
- ROHM SEMICONDUCTOR INDIA PVT. LTD.

Completion of liquidation (7 companies)
- ROHM DEVICE USA LLC
- OKI SEMICONDUCTOR TAIWAN INC.
- MOJI COMERCIO DE COMPONENTES ELETRONICOS LTDA.
- OKI SEMICONDUCTOR SINGAPORE PTE. LTD.
- OKI SEMICONDUCTOR HONG KONG LTD.
- OKI NETWORK LSI CO., LTD.
- OKI SEMICONDUCTOR SHANGHAI CO., LTD.

(3) Name of significant unconsolidated subsidiary

NARITAGIKEN CO., LTD.

(The unconsolidated subsidiary is small in terms of total assets, net sales, net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership), and others, and it has no material impact as a whole on the consolidated financial statements. It is thus removed from the scope of consolidation.)

2. Application of Equity Method

(1) Number of unconsolidated subsidiaries accounted for by the equity method 0

(2) Number of associated companies accounted for by the equity method 0

(3) Names of significant unconsolidated subsidiary and associated company not accounted for by the equity method

(Unconsolidated subsidiary)
NARITAGIKEN CO., LTD.

(Associated company)
LUSEM CO., LTD.

The unconsolidated subsidiary and associated company not accounted for by the equity method are small in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership) and others, and they have no material impact as a whole on the consolidated financial statements. They are thus removed from the scope of application of the equity method.

3. Fiscal Year of the Consolidated Subsidiaries

The fiscal year end dates of 9 consolidated subsidiaries are different from that of the consolidated balance sheet date, March 31. All of them are dated December 31.

The financial statements of these subsidiaries as of the provisional closing date of March 31 were used for consolidation purposes.

4. Accounting Policies

(1) Valuation basis and method for significant assets

1) Securities

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

2) Inventories

Merchandise, finished products, work in process, and raw materials are stated principally at cost determined by the moving average method, and supplies are stated principally at cost determined by the last purchase cost method.

(The amounts recorded on the balance sheet are written down when decreases in profitability have occurred.)

(2) Depreciation of significant fixed assets

1) Tangible fixed assets excluding leased assets

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

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

2) Intangible fixed assets excluding leased assets

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

3) Leased assets

Lease assets are depreciated on a straight-line method, using the leased periods as their useful lives and with no residual value.

If the inception date of a finance lease transaction without transfer of ownership is on or before March 31, 2008, such transaction will continue to be accounted for as an operating lease.

(3) Accounting for significant allowances

1) Allowance for doubtful notes and accounts

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

2) Liability for employees' retirement benefits

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

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 to 14 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

Past service liability is amortized by the straight-line method over a fixed number of years (13 years) within the average remaining service period of the employees at the time of its occurrence.

3) Provision for business structure improvement

Provision for business structure improvement is provided based on an estimate of future expenses and losses that will incur in the process of business restructuring.

4) Provision for losses on disaster

Provision for losses on disaster is stated at the estimated amount for repair costs of fixed assets and others that were damaged in the Great East Japan Earthquake.

(4) Translation of foreign currencies

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

The balance sheet accounts of foreign subsidiaries are translated into Japanese yen at the current exchange rate as of the balance sheet date except for shareholders' equity, which is translated at the historical rate. Differences arising from such translation were shown as "Foreign currency translation adjustments" and “Minority interests” in a separate component of net assets.

Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen at the average exchange rate.

(5) Hedge accounting

1) Hedge accounting

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

2) Hedging instruments and hedged assets/liabilities

Hedging instruments and hedged assets/liabilities are as follows:

(Hedging instruments)	(Hedged assets/liabilities)
Foreign exchange forward contracts	Accounts receivable in foreign currencies

3) Hedging policy

ROHM CO., LTD. (the “Company”) and consolidated subsidiaries (the “Group”) use derivative financial instruments only as a means to hedge foreign currency exchange risks.

4) Assessment of hedge effectiveness

The Group confirms that hedging instruments meet the criteria for the hedge accounting described in "1) Hedge accounting."

(6) Amortization of Goodwill

Goodwill is amortized over a period of five years, unless deemed immaterial.

(7) Other significant conditions in preparing consolidated financial statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

5. Changes in Basis in Preparing Consolidated Financial Statements

(Application of Accounting Standard for Asset Retirement Obligations)

Effective from the year ended March 31, 2011, the Group applied the “Accounting Standard for Asset Retirement Obligations” (ASBJ Statement No. 18, March 31, 2008) and “Guidance on Accounting Standard for Asset Retirement Obligations” (ASBJ Guidance No. 21, March 31, 2008).

The effect of this change was to decrease operating income and ordinary income by 73 million yen and income before income taxes and minority interests by 784 million yen, respectively, for the year ended March 31, 2011.

(Application of Accounting Standard for Business Combinations)

Effective from the year ended March 31, 2011, the Group applied the “Accounting Standard for Business Combinations” (ASBJ Statement No. 21, December 26, 2008), “Accounting Standard for Consolidated Financial Statements” (ASBJ Statement No. 22, December 26, 2008), “Partial amendments to Accounting Standard for Research and Development Costs” (ASBJ Statement No. 23, December 26, 2008), “Revised Accounting Standard for Business Divestitures” (ASBJ Statement No. 7, December 26, 2008), “Revised Accounting Standard for Equity Method of Accounting for Investments” (ASBJ No. 16, December 26, 2008), and “Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures” (ASBJ Guidance No. 10, December 26, 2008).

ROHM SEMICONDUCTOR

Changes in Presentation

(Consolidated Statement of Income)

Effective from the year ended March 31, 2011, the Group applied the “Cabinet Office Ordinance on Partially Revising Regulations on the Terminology, Format and Preparation of Financial Statements (Cabinet Office Ordinance No. 5, March 24, 2009) as per the “Accounting Standard for Consolidated Financial Statements” (ASBJ Statement No. 22, December 26, 2008). As a result, “Income before minority interests” was included in the consolidated statements of income for the year ended March 31, 2011.

Additional Information

Effective from the year ended March 31, 2011, the Group applied the “Accounting Standard for Presentation of Comprehensive Income” (ASBJ Statement No. 25, June 30, 2010). However, “Accumulated other comprehensive income” and “Total accumulated other comprehensive income” for the year ended March 31, 2010 present the amount of “Valuation and translation adjustments” and “Total valuation and translation adjustments”.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

579,844 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 488 million yen received as fire insurance benefits and other and 907 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings and structures	515 million yen
Machinery, equipment and vehicles	596
Tools and furniture	0
Land	282

3. Guarantee Liabilities

The Group guarantees employees’ loans from banks.

Employees (housing loans)	170 million yen

4. Assets to Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	2,151 million yen
Investment securities (bond)	225

Notes to Consolidated Statement of Income

1. Impairment Loss on Fixed Assets

The Group recognized impairment loss on the following asset group for the fiscal year ended March 31, 2011.

Use of Asset	Location	Account	Amount (Millions of yen)
Idle assets	Shizuoka Prefecture	Machinery, equipment and vehicles	664
		Buildings and structures	43
	Fukuoka Prefecture	Buildings and structures	358
		Machinery, equipment and vehicles	323
	Kyoto Prefecture, and others	Machinery, equipment and vehicles	508
IC assets	U.S.A.	Goodwill	434
		Machinery, equipment and vehicles	182
Total			2,516

To determine impairment loss on fixed assets, the Group classifies operating assets according to the groupings used in management accounting, by which income and expenditure are controlled continually, while counting each of the individual idle assets as a stand-alone asset group.

(Idle assets)

Because it was judged that the idle assets are unlikely to be used in the future, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as “Impairment loss on fixed assets” in extraordinary losses.

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

(IC assets)

Carrying amount of IC assets were reduced to the fair values for the assets of a U.S. subsidiary as an independent company by third-party evaluation, and the reduced amounts were recorded as “Impairment loss on fixed assets” in extraordinary losses.

With regard to “goodwill” recorded in connection with the acquisition of Kionix, Inc., an impairment loss was recorded in the financial statements of the relevant subsidiary in accordance with generally accepted accounting principles in the United States of America. However, since goodwill has been amortized by the straight-line method over a period of 5 years in accordance with generally accepted accounting principles in Japan in the consolidated financial statements, the amount which exceeds accumulated amortization was recorded as the impairment loss.

2. Loss on Disaster

Loss on disaster represents the estimated losses caused by the Great East Japan Earthquake after deduction of the estimated amounts of insurance benefits. The breakdown is as follows:

Description	Amount (Millions of yen)
Losses related to fixed assets	1,849
Losses related to inventories	1,307
Other losses	585
Estimated amount of insurance benefits	△ 2,747
Total	995

ROHM SEMICONDUCTOR

Notes to Consolidated Statement of Changes in Net Assets

1. Number of Shares Issued as of March 31, 2011

Common stock 115,300,000 shares

2. Dividends

(1) Dividends paid

(Resolution)	Class of Stock	Total Amount of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 29, 2010	Common stock	7,121 million yen	65.00 yen	March 31, 2010	June 30, 2010
Meeting of the Board of Directors held on November 8, 2010	Common stock	7,121 million yen	65.00 yen	September 30, 2010	December 3, 2010

(2) Dividends for the fiscal year ended March 31, 2011, to be distributed after the end of the year

(Scheduled Resolution)	Class of Stock	Total Amount of Dividends	Source of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 29, 2011	Common stock	7,008 million yen	Retained earnings	65.00 yen	March 31, 2011	June 30, 2011

Notes to Financial Instruments

1. Matters Relating to Financial Instruments

(1) Policy for financial instruments

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

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

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

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

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

The Group enters into derivative transactions pursuant to the internal policy approved by the Board of Directors and reports the status of the derivative transactions once or more every half year to the Board of Directors. Furthermore, in order to reduce credit risks, the Group only conducts derivative transactions with highly-rated financial institutions.

(3) Supplemental to fair value of financial instruments

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

2. Fair Values of Financial Instruments

Carrying amounts of financial instruments in the consolidated balance sheet, their fair values, and differences as of March 31, 2011 are as listed in the table below. Any financial instruments whose fair values cannot be reliably determined are not included (see Note 2).

(Millions of Yen)

	Carrying Amount	Fair Value	Difference
(1) Cash and time deposits	230,286	230,286	-
(2) Notes and accounts receivable-trade	73,297	73,297	-
(3) Securities and investment securities			
Available-for-sale securities	61,817	61,817	-
(4) Refundable income taxes	397	397	-
Total Assets	365,798	365,798	-
(1) Notes and accounts payable-trade	21,904	21,904	-
(2) Accounts payable-other	22,486	22,486	-
(3) Accrued income taxes	3,180	3,180	-
Total Liabilities	47,570	47,570	-

(Note)

1. Methods for calculating fair values

Assets

(1) Cash and time deposits, (2) Notes and accounts receivable-trade and (4) Refundable income taxes

The carrying values of these assets approximate fair value because of their short maturities.

(3) Securities and investment securities

The fair value of securities and investment securities are measured at the quoted market price of the stock exchange for equity instruments, and at the quoted price obtained from financial institutions for certain debt instruments.

Liabilities

(1) Notes and accounts payable-trade, (2) Accounts payable-other and (3) Accrued income taxes

The carrying values of these liabilities approximate fair value because of their short maturities.

2. Financial instruments whose fair values cannot be reliably determined

(Millions of Yen)

Category	Carrying Amount
Unlisted stock	969
Rights under limited partnership agreements for investment	91
Stocks of unconsolidated subsidiaries and associated companies, etc	2,376

These financial instruments are expected to have no quoted market price and thereby their fair values cannot be reliably determined. As a result, these financial instruments are not included in the “Assets (3) ’Securities and investment securities’.”

3. Maturity analysis for financial assets and securities with contractual maturities

(Millions of yen)

	Due in One Year	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years
Cash and time deposits	230,286	-	-	-
Notes and accounts receivable-trade	73,297	-	-	-
Securities and investment securities				
Available-for-sale securities with contractual maturities (Japanese Government Bonds, Local Government Bonds, etc.)	0	-	1	-
Available-for-sale securities with contractual maturities (Corporate bonds)	3,700	3,867	2,000	-
Available-for-sale securities with contractual maturities (Other)	24,392	613	428	1,257
Refundable income taxes	397	-	-	-
Total	332,074	4,480	2,430	1,257

Notes to Per Share Information

Net assets per share	6,184.90 yen
Net income per share	88.07 yen

Independent Auditors' Report on Consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2011

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyasu Kawai

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of March 31, 2011 of ROHM CO., LTD. (the "Company") and consolidated subsidiaries, and the related statements of income and changes in net assets, and the related notes for the fiscal year from April 1, 2010 to March 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and consolidated subsidiaries as of March 31, 2011, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Non-consolidated Balance Sheet

As of March 31, 2011

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**193,091**	**Current liabilities**	**55,621**
Cash and time deposits	41,156	Accounts payable-trade	38,690
Notes receivable-trade	807	Accounts payable-other	10,565
Accounts receivable-trade	67,094	Accrued expenses	4,894
Securities	20,593	Accrued income taxes	616
Merchandise and finished products	11,659	Deposits received	737
Work in process	2,791	Other	118
Raw materials and supplies	3,644		
Prepaid expenses	207	**Long-term liabilities**	**1,355**
Prepaid pension cost	574	Other long-term liabilities	950
Deferred tax assets	5,356	Deferred tax liabilities	375
Short-term loans receivable	18,593	Asset retirement obligations	30
Accounts receivable-other	19,291		
Other	1,333		
Allowance for doubtful notes and accounts	△ 11	**Total liabilities**	56,977
		(Net assets)	
Fixed assets	**348,697**		
Tangible fixed assets	**68,584**		
Buildings	16,944	**Shareholders' equity**	**478,989**
Structures	607	Common stock	86,969
Machinery and equipment	4,843	Capital surplus	97,253
Vehicles	1	Additional paid-in capital	97,253
Tools and furniture	881	Retained earnings	361,886
Land	42,777	Legal reserve	2,464
Construction in progress	2,528	Other retained earnings	359,421
Intangible fixed assets	**2,936**	Reserve for research and development	1,500
Goodwill	400		
Patents	2,488	Reserve for losses of overseas investments	45
Other	48		
Investments and other assets	**277,175**	Other reserve	303,500
Investment securities	34,501	Retained earnings carried forward	54,375
Stocks of subsidiaries and associated companies	174,265	Treasury stock	△ 67,120
Bonds of subsidiaries and associated companies	225	**Valuation and translation adjustments**	**5,822**
Long-term loans receivable	73,056	Net unrealized gain on available-for-sale securities	5,822
Long-term prepaid expenses	53		
Other	746		
Allowance for doubtful accounts	△ 5,671		
		Total net assets	**484,811**
Total assets	**541,789**	**Total liabilities and net assets**	**541,789**

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

ROHM SEMICONDUCTOR

Non-consolidated Statement of Income

From April 1, 2010 to March 31, 2011

(Millions of yen)

Accounts	Amount	
Net sales		294,303
Cost of sales		241,004
Gross profit		**53,299**
Selling, general and administrative expenses		49,925
Operating income		**3,374**
Non-operating income		
Interest and dividends income	51,899	
Technical advisory fees	3,932	
Other	2,113	57,945
Non-operating expenses		
Interest expenses	228	
Foreign currency exchange loss	3,956	
Commission fees	2,032	
Other	60	6,279
Ordinary income		**55,041**
Extraordinary gains		
Gain on sale of fixed assets	317	
Gain on reversal of allowance for doubtful accounts	16	333
Extraordinary losses		
Loss on sale/disposal of fixed assets	167	
Impairment loss on fixed assets	217	
Loss on disaster	108	
Loss on valuation of investment securities	267	
Loss on valuation of stocks of subsidiaries and associated companies	341	
Provision for allowance for doubtful accounts for subsidiaries and associated companies	319	
Loss on adjustment for changes of accounting standard for asset retirement obligations	35	1,456
Income before income taxes		**53,918**
Income taxes - current	1,373	
Income taxes - deferred	2,030	3,403
Net income		**50,514**

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

ROHM SEMICONDUCTOR

Non-consolidated Statement of Changes in Net Assets

From April 1, 2010 to March 31, 2011

(Millions of yen)

	Shareholders' Equity										
		Capital Surplus		Retained Earnings							
					Other Retained Earnings						
	Common Stock	Additional Paid-in Capital	Total Capital Surplus	Legal Reserve	Reserve for Research and Development	Reserve for Losses of Overseas Investments	Other Reserve	Retained Earnings Carried Forward	Total Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance as of March 31, 2010	86,969	97,253	97,253	2,464	1,500	51	303,500	18,099	325,615	△ 57,105	452,733
Changes in the year											
Reversal of reserve for losses of overseas investments						△ 5		5	-		-
Dividends								△ 14,243	△ 14,243		△ 14,243
Net income								50,514	50,514		50,514
Purchase of treasury stock										△ 10,014	△ 10,014
Net changes in items other than shareholders' equity											
Total changes in the year	-	-	-	-	-	△ 5	-	36,276	36,270	△ 10,014	26,255
Balance as of March 31, 2011	86,969	97,253	97,253	2,464	1,500	45	303,500	54,375	361,886	△ 67,120	478,989

	Valuation and Translation Adjustments		
	Net Unrealized Gain on Available-for-Sale Securities	Total Valuation and Translation Adjustments	Total Net Assets
Balance as of March 31, 2010	8,108	8,108	460,842
Changes in the year			
Reversal of reserve for losses of overseas investments			-
Dividends			△ 14,243
Net income			50,514
Purchase of treasury stock			△ 10,014
Net changes in items other than shareholders' equity	△ 2,286	△ 2,286	△ 2,286
Total changes in the year	△ 2,286	△ 2,286	23,969
Balance as of March 31, 2011	5,822	5,822	484,811

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

Notes to Non-consolidated Financial Statements

Notes to Significant Accounting Policies

1. Valuation Basis and Method for Securities

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

2. Valuation Basis and Method for Inventories

Merchandise, finished products, work in process and raw materials are stated at cost determined by the moving average method, and supplies are stated at cost determined by the last purchase cost method.

(The amounts recorded on the balance sheet are written down when decreases in profitability have occurred.)

3. Depreciation of Fixed Assets

(1) Tangible fixed assets excluding leased assets

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

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

(2) Intangible fixed assets excluding leased assets

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

(3) Leased assets

There are no lease assets related to finance lease transactions without transfer of ownership of which the inception dates are on and after April 1, 2008.

If the inception date of a finance lease transaction without transfer of ownership is on or before March 31, 2008, such transaction will continue to be accounted for as an operating lease.

4. Translation of Foreign Currencies

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

5. Accounting for Significant Allowances

(1) Allowance for doubtful notes and accounts

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

(2) Liability for employees' retirement benefits

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

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

However, because the fair value of the plan assets exceeded the projected benefit obligations at the year end of March 31, 2011, the excess is presented as "Prepaid pension cost", resulting in the balance of "Liability for employees' retirement benefits" being zero.

6. Hedge Accounting

(1) Hedge accounting

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

(2) Hedging instruments and hedged assets / liabilities

Hedging instruments and hedged assets / liabilities are as follows:

(Hedging instruments)	(Hedged assets / liabilities)
Foreign exchange forward contracts	Accounts receivable in foreign currencies

(3) Hedging policy

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

(4) Assessment of hedge effectiveness

The Company confirms that hedging instruments meet the criteria for the hedge accounting described in "(1) Hedge accounting."

7. Other Significant Conditions in Preparing Financial Statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

Changes in Significant Accounting Policies

(Application of Accounting Standard for Asset Retirement Obligations)

Effective from the year ended March 31, 2011, the Company applied the “Accounting Standard for Asset Retirement Obligations” (ASBJ Statement No. 18, March 31, 2008) and “Guidance on Accounting Standard for Asset Retirement Obligations” (ASBJ Guidance No. 21, March 31, 2008).

The effect of this change was to decrease operating income and ordinary income by 20 million yen and to decrease income before income taxes by 65 million yen, respectively, for the year ended March 31, 2011.

Notes to Non-consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

111,145 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 245 million yen received as fire insurance benefits and other and 288 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings	180 million yen
Machinery and equipment	81
Tools and furniture	0
Land	270

3. Receivables from and Payables to Subsidiaries and Associated Companies

Short-term receivables from subsidiaries and associated companies	69,892 million yen
Long-term receivables from subsidiaries and associated companies	73,271
Short-term payables to subsidiaries and associated companies	34,622

Notes to Non-consolidated Statement of Income

Transactions with subsidiaries and associated companies

Operating transactions	Net sales	181,588 million yen
	Purchase and subcontract processing	199,998
	Other operating expenses	7,418
Non-operating transactions - income		6,351
Non-operating transactions - expenses		2,253

Notes to Non-consolidated Statement of Changes in Net Assets

Type and number of treasury stock as of March 31, 2011

Common stock	7,484,318 shares

Notes to Tax Effect Accounting

Breakdown of the tax effects of significant temporary differences that resulted in deferred tax assets and liabilities

Deferred tax assets	
Securities	2,851 million yen
Inventories	4,227
Depreciation	2,622
Accrued enterprise tax	97
Accrued expenses	1,173
Allowance for doubtful accounts	2,215
Foreign tax credit	871
Tax credits for research and development expenses	1,853
Impairment loss on fixed assets	435
Other	163
Subtotal	16,511
Valuation allowance	△ 7,643
Total	8,867
Deferred tax liabilities	
Prepaid pension cost	△ 233
Net unrealized gain on available-for-sale securities	△ 3,627
Other	△ 25
Total	△ 3,885
Net deferred tax assets	4,981

Notes to Leased Fixed Assets

The following are finance lease transactions without transfer of ownership accounted for as operating leases, of which the inception date is on or before March 31, 2008.

1. Acquisition Cost Equivalent, Accumulated Depreciation Equivalent and Book Value Equivalent of Leased Fixed Assets

Not applicable

2. Year-end Future Lease Payment Equivalents

Not applicable

3. Lease Expenses Paid and Accumulated Depreciation Equivalent

Lease expenses paid	1 million yen
Accumulated depreciation equivalent	1

4. Accumulated Depreciation Equivalent Calculation Method

Assumed depreciation charges are computed using the straight-line method over lease terms assuming no residual value.

Notes to Related Party Transactions

Subsidiaries

Type	Company Name	Voting Right Ratio by ROHM	Relationship	Transaction	Amount of Transaction (Millions of yen)	Account	Year-End Balance (Millions of yen)
Subsidiaries	ROHM HAMAMATSU CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	4,000	Short-term loans receivable Long-term loans receivable	8,400 25,510
	ROHM TSUKUBA CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	-	Long-term loans receivable *5	11,300
	OKI SEMICONDUCTOR CO., LTD.	96.6%	Products supplier for ROHM	Purchase of products, and others *2	46,442	Accounts receivable -other Accounts payable -trade Accounts payable -other	2,187 4,480 34
				Capital loan *1	-	Short-term loans receivable Long-term loans receivable	7,200 20,000
				Capital contribution	15,200	-	-
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *3	24,599	Accounts receivable -other Accounts payable -trade Accounts payable -other	3,317 6,806 16
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *3	31,488	Accounts receivable -other Accounts payable -trade Accounts payable -other Accrued expenses	4,503 7,536 31 2
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	2,550	Short-term loans receivable Long-term loans receivable	1,240 11,352
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	48,559	Accounts receivable -trade	7,058
	ROHM SEMICONDUCTOR TAIWAN CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	29,166	Accounts receivable -trade	6,792

Terms and conditions of transactions and decision policies for them

(Notes) * Voting right ratio by subsidiaries mentioned above is 0%.

*1. Economically reasonable interest rates based on market interest rates are used for the loan receivables.

*2. Purchase prices are determined in consideration of fair value of products.

*3. Purchase prices are determined in consideration of fair value of products and process cost of the subsidiaries.

*4. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.

*5. Regarding the long-term loan receivable to ROHM TSUKUBA CO., LTD., 5,239 million yen is recorded as "Allowance for doubtful accounts". 313 million yen is recorded as "Provision for allowance for doubtful accounts of subsidiaries and associated companies" for the fiscal year ended March 31, 2011.

Notes to Per Share Information

Net assets per share	4,496.67 yen
Net income per share	461.92 yen

Independent Auditors' Report on Non-consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2011

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyasu Kawai

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the non-consolidated balance sheet as of March 31, 2011 of ROHM CO., LTD. (the "Company"), and the related non-consolidated statements of income and changes in net assets, and the related notes for the 53rd fiscal year from April 1, 2010 to March 31, 2011, and the accompanying supplemental schedules. These financial statements and the accompanying supplemental schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accompanying supplemental schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the accompanying supplemental schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement and the accompanying supplemental schedules presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2011, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "the accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

Certified Copy of the Board of Company Auditors Report (Translation)

Report of the Board of Company Auditors

The Board of Company Auditors, based on the audit reports prepared by and the discussions held with each of the Company Auditors regarding the execution of their duties as Directors of the Company for the 53rd fiscal year from April 1, 2010 to March 31, 2011, has prepared this audit report and hereby reports as follows;

1. Auditing Methods and Contents of the Company Auditors and the Board of Company Auditors

The Board of Company Auditors has established the auditing policies, allocation of duties and other relevant matters, and received reports from each Company Auditor regarding their execution of audits and results thereof, as well as reports from the Directors and other officers, and the independent auditors of the Company regarding the execution of their duties, and requested necessary explanations.

Each Company Auditor has complied with the auditing standards for Company Auditors established by the Board of Company Auditors, followed the auditing policies, allocation of duties and other relevant matters, communicated with the Directors, the internal auditing division of the Company and other officers, made efforts to establish the environment for collecting information and auditing, and attended meetings of the Board of Directors and other important meetings, received reports from the Directors and other officers regarding the execution of their duties as Directors and officers of the Company, requested necessary explanations, examined important internal documents with appropriate approvals, made reviews of operations and conditions of assets of the head office and major business offices. In addition, as well as the resolution of the Board of Directors in the Business Report regarding the organization of the following systems, the Company Auditors have audited the systems established to ensure that the execution of duties of the Directors shall be in compliance with laws and regulations and the Articles of Incorporation, and the systems established to ensure that the operations shall be conducted appropriately (Internal Control System). With respect to the Basic Policies related to the Company's Ownership Control in the Business Report, the Company Auditors have reviewed the discussions of the Board of Directors and examined the contents. The Company Auditors have also communicated and exchanged information with the directors and the company auditors of the Company's subsidiaries, received the business reports regarding their operations and conditions of assets. Based on the above methods, the Company Auditors have examined the Business Report and the accompanying supplemental schedules for this fiscal year.

In addition, the Company Auditors have audited whether the independent auditors of the Company have maintained their independence and carried out their audits in an appropriate manner, and received reports regarding the execution of their duties from and requested necessary explanations of the independent auditors of the Company. The Company Auditors have also received notification from the independent auditors of the Company that they have taken steps to improve the "System for ensuring that duties are performed properly" (matters set forth in each item of Article 131 of the Company Accounting Regulations) in compliance with the "Quality Management Standards Regarding Audits" (Business Accounting Council, October 28, 2005) and other relevant standards, and have requested necessary explanations. Based on the above methods, the Company Auditors have examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and the accompanying supplemental schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this fiscal year.

2. Results of Audit

(1) Results of Audit of Business Report

1) The Business Report and the supplemental schedules are recognized as being in accordance with laws and regulations and the Articles of Incorporation and as properly indicating the conditions of the Company.
2) With respect to the execution of the duties of the Directors, no misconduct or material facts that violate laws and regulations or the Articles of Incorporation are recognized.
3) The content of the resolution by the Board of Directors regarding Internal Control Systems is appropriate, and, in this connection, there are no matters that ought to be pointed out with respect to the content of the Business Report and the execution of duties of the Directors.
4) With respect to the Basic Policies related to the Company's Ownership Control in the Business Report, there are no matters that ought to be pointed out.

(2) Results of Audit of Non-consolidated Financial Statements and the Accompanying Supplemental Schedules

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu LLC, are recognized as being adequate.

(3) Results of Audit of Consolidated Financial Statements

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu LLC, are recognized as being adequate.

May 10, 2011

Board of Company Auditors
ROHM CO., LTD.

Company Auditor (Full-time)	Yoshiaki Shibata (Seal)
Company Auditor (Full-time)	Hideo Iwata (Seal)
Company Auditor	Yasuhito Tamaki (Seal)
Company Auditor	Shinya Murao (Seal)
Company Auditor	Haruo Kitamura (Seal)

Note: All of the five Company Auditors are the outside Company Auditors as provided in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.

ROHM SEMICONDUCTOR

REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

Proposal 1: Appropriation of Retained Earnings for the 53rd Fiscal Year

Concerning the year-end distribution of retained earnings, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2011, financial forecasts, and future fund demands for investment in business to improve our corporate value. Accordingly, the total dividend for the year is 130 yen per share, including the interim dividend of 65 yen.

(1) Type of assets distributed: Cash

(2) Distribution of retained earnings and total distributed amount

Distribution of each common share of the Company 65 yen

Total amount distributed 7,008,019,330 yen

(3) Date when the distribution takes effect: June 30, 2011

Proposal 2: Election of Nine (9) Directors

The terms of office for all current directors expire at the closing of this Ordinary General Shareholders Meeting. It is proposed that nine (9) directors be elected.

The candidates for the directors are as follows:

(* New Candidate)

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company	Number of ROHM Shares Held
1	Satoshi Sawamura (Mar. 6, 1950)	Aug. 1977 Joined the Company Jun. 2005 Director of the Company, General Manager of Global Sales Headquarters and Western Japan Sales Headquarters Apr. 2010 President (Representative Director) (Current Position)	3,000
2	Hidemi Takasu (Jan. 5, 1948)	Mar. 1971 Joined the Company Jun. 1997 Director of the Company, Deputy General Manager of ULSI Research & Development Headquarters Oct. 2009 Managing Director of the Company, General Manager of Research & Development Headquarters (Current Position)	29,600
3	Takahisa Yamaha (Dec. 14, 1959)	Aug. 2002 Joined the Company Jun. 2009 Director of the Company, General Manager of LSI Operations Headquarters Apr. 2011 Managing Director of the Company, General Manager of Corporate Operations Headquarters as well as General Manager of LSI Business Headquarters (Current Position)	2,500
4	Eiichi Sasayama (Dec. 2, 1956)	Feb. 1982 Joined the Company June, 2007 Director of the Company, General Manager of Accounting & Finance Headquarters (Current Position)	1,000
5	Tadanobu Fujiwara (Oct. 1, 1953)	Sep. 1983 Joined the Company Jun. 2009 Director of the Company, General Manager of Eastern Japan Sales Headquarters Apr. 2011 Director of the Company, General Manager of Japan Sales Headquarters (Current Position)	1,000

6	Toshiki Takano (Aug. 31, 1954)	Jan. 1984 Jun. 2010 Apr. 2011	Joined the Company Director of the Company, General Manager of LSI Development Headquarters Director of the Company, General Manager of LSI Product Development Headquarters (Current Position)	2,000
7	Masahiko Yamazaki (Jul. 27, 1959)	Mar. 1982 Jun. 2010	Joined the Company Director of the Company General Manager of Administrative Headquarters (Current Position)	3,800
8	Hachiro Kawamoto (Nov. 18, 1934)	Nov. 1995 Apr. 2007 Jun. 2008	Chairman of the Board of Trustees, The Ritsumeikan Trust Senior Advisor and Trustee, The Ritsumeikan Trust(Current Position) Director of the Company (Current Position)	0
9	*Koichi Nishioka (May 11, 1946)	Apr. 1971 Mar. 1991 Apr. 2008	Reporter working at the Editorial Office of Nikkei, Inc. Editorial Writer & Member of Nikkei, Inc. Professor of Senshu University (Current Position) and Visiting Columnist of Nikkei, Inc.	0

(Notes) 1. Hachiro Kawamoto and Koichi Nishioka are candidates for the position of Outside Director of the Company.

2. The Company has named Hachiro Kawamoto to be elected as an Outside Director, since he is certain to help reinforce the management system of the Company based on plentiful knowledge and experience earned from long-time involvement in the management of an educational institution. He has been installed as an Outside Director of the Company since June, 2008. As of the closing of this 53rd Ordinary General Shareholders Meeting, his term of office as an Outside Director of the Company will reach three years. Even though he has never been involved in corporate management by means other than an Outside Director, the Company deems him capable to properly fulfill his duties as an Outside Director, for the foregoing reason. The Company has designated Hachiro Kawamoto as an Independent Director pursuant to the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and reported that information to both Exchanges.

3. The Company has named Koichi Nishioka to be elected as an Outside Director, since he is certain to help reinforce the management system of the Company based on his broad-based insight and rich experience as a longstanding economic press reporter. Even though he has never been involved in corporate management, the Company deems him capable to properly fulfill his duties as an Outside Director, for the foregoing reason. Further, if his election is approved, the Company will designate Koichi Nishioka as an Independent Director pursuant to the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and report that information to both Exchanges.

4. There are no special relationships of interest between the candidates and the Company.

For further information, please visit: http://www.rohm.com/financial/index.html

— End —