



# **Independence Standards for Outside Officers**

**November 2015**  
**ROHM Co., Ltd.**

## **Independence Standards for Outside Officers**

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

1. A major shareholder<sup>1</sup> of the Company or a person who executes the business of the Company<sup>2</sup>;
2. A person who executes the business of a company of which the Company is a major shareholder;
3. A major customer<sup>3</sup> of the Group or a person who executes the business of that major customer;
4. An organization for whom the Group is a major customer<sup>4</sup> or a person who executes the business of said organization;
5. A consultant, accounting expert or legal expert who, in addition to director's remuneration, receives money exceeding a certain amount or other assets<sup>5</sup> from the Group (or an organization that receives the said assets or a person who belongs to the said organization);
6. A person who receives donations or grants exceeding a certain amount<sup>6</sup> from the Group (or an organization that receives the said grants is, or a director of that organization or a person who executes the business of that organization);
7. A partner, member or employee of the accounting auditors of the Company;
8. A person who executes the business of a major lender of the Company<sup>7</sup>;
9. A person who fell into any of the categories described in 1 to 8 above in the last three years;
10. An organization to whom a director of the Group is transferred or a person who executes the business of said organization, or;
11. The spouse of an important person who executes the business of the Group<sup>8</sup> or a relative of that person within the second degree of relationship.

(Enacted on November 5, 2015)

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

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

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

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

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

<sup>6</sup> A certain amount means over ten million yen per year.

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

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