

The following information explains the status of ROHM's corporate governance.

I Basic Policy on Corporate Governance, Capital Structure, Corporate Attributes and Other Basic Information

1. Basic Policy

In line with the social trend that mandates effective corporate governance, ROHM acknowledges that it is an entity supported by all its stakeholders including customers, shareholders, business partners, local communities and employees. Based on this acknowledgment, ROHM believes that its business operations and activities must be founded on corporate fairness, soundness and transparency and positions establishment of the corporate governance as an extremely important issue. Under this acknowledgment, ROHM has been carrying out various activities to prioritize the enhancement of corporate values in consideration of its stakeholders.

2. Capital Structure

Shareholding ratio of overseas investors	Over 30%
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[Major shareholders and their shareholding ratio]

Corporate/Individual Shareholders	Number of Shares Held (shares)	Ratio (%)
Rohm Music Foundation	8,000,000	7.30
Japan Trustee Service Bank, Ltd. (trust account)	7,549,300	6.89
Japan Trustee Service Bank, Ltd. (trust account 4G)	6,135,400	5.60
The Master Trust Bank of Japan, Ltd. (trust account)	6,034,000	5.51
Northern Trust Co. (AVFC) Sub A/C American Clients	4,182,800	3.82
State Street Bank and Trust Company 505223	3,290,889	3.00
Bank of Kyoto, Ltd.	2,606,824	2.38
Ken Sato	2,405,066	2.19
State Street Bank and Trust Company 505225	2,234,426	2.04
State Street Bank and Trust Company	2,183,681	1.99

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3. Corporate Attribute

Securities Exchange & Market Section Listed	First Section , Tokyo Stock Exchange First Section , Osaka Securities Exchange
Account End	March
Industry Sector	Electrical Appliances
Number of Employees (Consolidated)	More than 1,000
Net Sales	More than 100 billion but below 1 trillion yen
Parent Company	None
Number of Consolidated Subsidiaries	More than 50 but below 100

4. Other Special Conditions That May Exert Strong Influences on Corporate Governance

No specific matter to report

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II. Organizational Structure for Managerial Decision-Making, Implementation and Supervision and Other Corporate Governance Systems

1. Particulars of Organizational Structure and Operations

Organizational Form	Company with corporate auditors
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[Particulars of Director System]

Chairman of the Board	President
Number of Members of the Board	10
Presence/Absence of External Board Members	Present
Number of External Board Members	1

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*1)								
		a	b	c	d	e	f	g	h	i
Hachiro Kawamoto	Other									○

*1 Description of Code

- a. comes from the parent company
- b. comes from another affiliate
- c. is a major shareholder of the company concerned
- d. concurrently serves as an external board member or outside corporate auditor of another company
- e. is an executive director or executive officer of another company
- f. is or is equivalent to a spouse or a blood relative within a third degree of kinship of the executive director or executive officer of the company concerned or of the specified related companies
- g. receives payments or any other property benefit as a director from the parent company of the company concerned or the subsidiary of the parent company concerned
- h. has concluded a limited liability contract with the company concerned
- i. other

Relationship with the Company (2)

Name	Supplemental remarks on relationship	Reason for Designation as External Board Member
Hachiro Kawamoto	Senior Advisor and Trustee, The Ritsumeikan Trust	Independence, Experience

Other Particulars of Major Activities of External Board Member

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[Particulars of Corporate Auditor System]

Presence/Absence of Board of Corporate Auditors	Present
Number of Corporate Auditors	5

Corporate Auditors - Independent Auditors cooperation status

They hold meetings over ten times a year, in which they make reports on audit programs, audit status and results and other related topics and exchange their opinions.

Corporate Auditors - Internal Audit Department cooperation status

The status of activities conducted by the Internal Audit Department is reported to the Corporate Auditors by means of monthly reports.

Presence/Absence of Outside Corporate Auditors	Present
Number of Outside Corporate Auditors	5

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*1)								
		a	b	c	d	e	f	g	h	i
Yoshiaki Shibata	Former employee of another company									○
Hideo Iwata	Former employee of another company									○
Yasuhito Tamaki	Attorney									○
Shinya Murao	Certified public accountant									○
Haruo Kitamura	Certified public accountant				○					

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- g. receives payments or any other property benefit as a director from the parent company of the company concerned or the subsidiary of the parent company concerned
- h. has concluded a limited liability contract with the company concerned
- i. other

Relationship with the Company (2)

Name	Supplemental Remarks on Relationship	Reason for Designation as Outside Corporate Auditors
Yoshiaki Shibata	Ex-General Manager of Inspection Div. The Daiwa Bank, Ltd. (current Risona Bank, Ltd.), Full-time employment	Experience , Independence
Hideo Iwata	Ex-Vice President for Administration and Business, Kume Electric Corporation, Full-time employment	Experience , Independence

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Yasuhito Tamaki	Partner of Midosuji Law Office, Part-time employment	Experience, Independence, Expertise
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Name	Supplemental Remarks on Relationship	Reason for Designation as Outside Corporate Auditors
Shinya Murao	Managing Director, Murao Accounting Office, Part-time employment	Experience, Independence, Expertise
Haruo Kitamura	Managing Director, Kitamura Accounting Office, Part-time employment	Experience, Independence, Expertise

Other Particulars of Major Activities by Outside Corporate Auditors

- * Auditing ROHM's divisions and affiliates in Japan and overseas by dividing the audit tasks among the Corporate Auditors according to their experience and expertise.
- * Attending the Board of Directors and the Board of Corporate Auditors to make necessary comments to the management from the viewpoints of respective areas of expertise

[Incentive System]

Implementation Status of Provision of Incentives to Directors	Introduction of pay-per-performance system
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Supplemental Remarks on Incentives

To determine remuneration and bonuses for the Directors, ROHM has adopted a performance pay system, in which remuneration and bonuses for the Directors are decided using the consolidated profit of the relevant fiscal year as the performance indicator, to clarify the management responsibilities of the Directors.

Those who eligible for receiving stock option	
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Supplemental Remarks on Incentives	
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[Remuneration for Directors]

Means of Disclosure	Annual securities report, Annual report
Style of Disclosure	Combined amount of remuneration for all Directors

Supplemental Remarks on Remuneration for Directors

Amount of remuneration paid to Directors in the fiscal year ended in March 2009: 245million yen

- (Note) 1. The amount of remuneration paid to Directors does not include the amount of employee salaries paid to employee Directors.
2. The 48th general shareholders' meeting on June 29, 2006 resolved that the maximum amount of annual remuneration for Directors should be ¥600 million.
3. The amount of remuneration paid to Directors includes bonuses for Directors for this fiscal year (¥32 million).

[System to Support External Board Members (Outside Corporate Auditors)]

- * ROHM has a system in which the materials related to the Directors' decision-making (minutes of the Board of Directors, circulars sent around for managerial decisions, etc.) are reviewed on a regular basis, and that major divisions of ROHM make reports of their operations and other information via the monthly report.

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- * The Internal Audit Department, consisting of eight staff members including the Department Chief, audits individual divisions and affiliates of ROHM by interviewing executives and employees, inspecting documents and sets of accounts and regularly communicates the audit results to the Corporate Auditors.
- * Various findings from day-to-day audit activities are also communicated from full-time Corporate Auditors to part-time Corporate Auditors at the Board of Corporate Auditors and on other occasions as required.

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2. Matters related to functions such as performance of business operation, audits, supervision, designation of certified public accountants and decision on remuneration

ROHM believes that an agile and effective management system with emphasis on competitive enhancements in the semiconductor industry, where the business environment is undergoing accelerated change, can be established so Directors familiar with ROHM's businesses and technologies have executive power and supervise each other. As part of the executive supervision, ROHM maintains the existing auditing system, which is implemented only by outside Corporate Auditors, based on the idea that internal supervision over the executive branch will function sufficiently by improving and enhancing the system.

Based on this idea, the Articles of Incorporation limit the number of directors on the Board of Directors to ten in order to encourage sufficient discussion while allowing adequate and swift decision making. Additionally, one outside Director was designated to enhance mutual supervision among the Directors. With five Corporate Auditors, ROHM reinforces auditing functions by overseeing all implementations. The Auditors are committed to building a fair management supervision system through legally stipulated audits.

The Corporate Auditors attend important meetings such as the Board of Directors' meetings, and audit the individual divisions of ROHM and its affiliates at home and abroad along with the Internal Audit Department by holding meetings with those in managerial positions, inspecting documents and reports, and others. Through these audits, ROHM checks whether or not the Directors are performing their duties in compliance with existing laws, whether or not ROHM's internal control is well maintained and operated, whether or not in-house rules are well observed, and whether or not ROHM's assets are secured.

Corporate Auditors, the Internal Audit Department, and Accounting Auditors regularly hold report meetings, consistently maintain close cooperation and coordination, and proactively exchange information and opinions. Sharing information obtained through individual audits enhances the accuracy of the audits and allows for constant improvement of the operation process.

ROHM is under contract with Deloitte Touche Tohmatsu for its accounting audits and internal control audits related to financial reporting and abides by both the Japanese Corporation Law and the Financial Instruments and Exchange Law. ROHM has an established environment where the auditing organization can perform audits from a fair, unbiased position as an independent third party. The following are the names of certified public accountants (CPAs) who audited ROHM's accounts for the fiscal year ended March 31, 2009, the number of consecutive years they have been engaged in auditing ROHM and information on the assistants involved in the audits.

CPAs who audited ROHM (Number of consecutive years they have been engaged in auditing ROHM)

Designated CPAs (employees in charge of performing the audits) of Deloitte Touche Tohmatsu:

Yoshifumi Tsutsumi (6 years), Yasuhiro Onishi (3 years), Tomoyuki Suzuki (1 year)

Major assistants in the audits

8 CPAs, 15 assistant CPAs and clerical officers, and 4 assistants

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III. Updates on the Implementation of Actions Intended for Shareholders and Other Stakeholders

1. Efforts to Energize General Shareholders' Meetings and Facilitate the Process of Exercising Voting Rights

	Supplemental Explanation
Expediting Dispatch of Notices of General Shareholders' Meetings	ROHM sends out notices of general shareholders' meetings three weeks prior to each meeting.
Electronically Exercising Voting Rights	ROHM has enabled its shareholders to exercise their voting rights via the Internet from PCs and mobile phones.
Other	Based on the findings of surveys on shareholders, ROHM takes various actions including the promotion of investor relations activities, facilitation of the process to exercise voting rights and preparing an English version of notices of general shareholders' meetings. Furthermore, Rohm places related information on its website.

2. Investor Relations Activities

	Briefing Held/Not Held by Director Representing ROHM	Supplemental Explanation
Periodical Briefings Held for Analysts and Corporate Investors	Not held	Financial results briefings given by two or more Directors are held twice a year to provide domestic securities analysts and corporate investors with information on business results, forecasts and strategies.
Periodical Briefings Held for Overseas Investors	Not held	Regular briefings are held twice a year in the US and Europe.
Posting Information on Investor Relations on ROHM's Website	Not held	ROHM has an investor relations section on its website (www.rohm.com/financial/index.html) that provides a wealth of information including legally stipulated disclosure documents such as financial reports, voluntary information including annual reports, materials for financial results briefings, performance trend charts and long-term financial data, an IR calendar and information on paperwork for shareholders.

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	Briefing Held/Not Held by Director Representing ROHM	Supplemental Explanation
Setting up or Designating the Department or Officer for IR Activities	-	ROHM has a Public Relations and Investor Relations Dept. (Manager: Kohei Nozato) that is responsible for IR activities.
Other	-	ROHM proactively discloses information to satisfy the needs of investors by accepting interviews by securities analysts and corporate investors, and providing plant tours.

3. Efforts to Ensure Respect for Stakeholders

	Supplemental Explanation
Defining a Policy on Respect for Stakeholders in In-house Rules, etc.	ROHM is aware that it is unable to conduct its business activities without the reliance and cooperation of all stakeholders including customers, suppliers, shareholders, investors, members of society and local communities, employees and others. ROHM respects its valued stakeholders by recognizing them through the publication of its annual CSR (Corporate Social Responsibility) report. ROHM also enlightens and educates its employees by distributing the 'Guidelines for Ethics in the Business of the ROHM Group'.
Implementation of Environmental Conservation Activities, CSR Activities and Other Activities	ROHM has also introduced an environmental management system applicable to all ROHM Group companies based on ISO 14001 to continuously contribute to environmental conservation. As for CSR activities, ROHM also promotes business operations based on the idea that sustainable development as a corporate citizen fulfills its social corporate responsibility. Specifically, ROHM makes constant efforts to build up and maintain favorable relations with stakeholders through various activities from a global viewpoint including compliance, promotion of risk management, involvement in activities for supporting local communities, and realization of ideal working workshops.
Formulation of a Policy, etc. on Provision of Information to Stakeholders	ROHM's policies on information disclosure to stakeholders are outlined in in-house rules on information disclosure including the requirements for fairness and legal compliance.

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IV. Basic Policy on and Current Status of Internal Control System

Enhancement of the internal control system is one of the most important management issues, and the ROHM Group is not only committed to maintaining proper business processes across the whole Group, but also to ensuring reliable financial reporting, thereby fulfilling corporate social responsibility. ROHM is advancing the establishment and enhancement of its internal control system based on the following specific policies:

- (1) System for ensuring that the Directors perform their duties in compliance with established laws, regulations, and Articles of Incorporation
 1. Directors' noncompliance with the laws, regulations or Articles of Incorporation in performing their duties is deterred, based on the Guidelines for Ethics in the Business of the ROHM Group, Board of Directors Regulations, and other relevant rules.
 2. Director's with a thorough knowledge of their own area of expertise have responsibility and authority for business operations of their respective areas, hold discussions regularly, and supervise each other.
 3. Every Director/Corporate Auditor promptly notifies the Board of Directors and the Board of Corporate Auditors of any violation of laws, regulations or in-house rules by any Director when the violation comes to be known by the Director/Corporate Auditor.
 4. An internal "Compliance Hotline" system for reporting compliance concerns and issues has been established and is used to find any violation by Director of the laws, regulations or in-house rules and to take preventive measures against any recurrence.
 5. In addition to one external board member, five auditors— who are all appointed outside of ROHM— constantly monitor how the Directors are performing their duties in compliance with established laws, regulations, and Articles of Incorporation.
- (2) System regarding storage and management of information on the execution of Directors' duties
 1. All materials related to the Directors' decision-making process as well as information regarding the execution of their duties are maintained in written form. This may include minutes and other materials pertaining to general shareholders' meetings, materials pertaining to the Board of Directors, circulars sent around for managerial decisions, and materials pertaining to annual business planning. Retention periods and other instructions for management of such documents comply with established laws, regulations and in-house rules.
 2. All instructions to different units of ROHM, Group companies or other relevant sectors are issued in written form in principle, and are maintained in a manner that is accessible by Directors, Corporate Auditors and other relevant parties upon request.
 3. Information pertaining to the execution of duties of Directors is properly retained and controlled by related units, etc., and insider information is disclosed on a timely basis and properly through the corporate public relations units under the control of the Information Disclosure Committee.
- (3) Rules and system regarding the management of risk of loss
 1. ROHM has organized an in-house Risk Control Committee as an overall risk management function. The committee sets out risk management policies on the basis of the risk management regulations formulated by the committee. The committee extracts and analyzes all the potential risks that may occur in performing tasks, and decides countermeasures against them, and at the same time, reviews and controls the activities of various divisions in management regarding potential risks.
 2. ROHM has established different in-house committees including the Central Health and Safety Committee, Fire Prevention Committee, and the Environmental Conservation Committee as well as subcommittees, and through daily activities of those committees, prevents risks and addresses unavoidable risks in a proper and ethical manner.
 3. The in-house Crisis Management Section of the General Administration Division cooperates and exchanges information with police departments and other external specialized institutions, and deploys and implements specific activities for eliminating antisocial forces. In-house rules are established for eliminating antisocial forces and employees are requested to strictly abide by the rules. In the 'Guidelines for Ethics in the Business of the ROHM Group' distributed to all employees, it is stipulated that employees must deal with any antisocial forces with a resolute attitude. Further efforts are made to enlighten employees through various types of in-house training.
- (4) System to ensure efficient execution of Directors' duties
 1. The number of members of the Board of Directors with executive authority has been reduced to ensure swift and proper executive decision-making.
 2. The Board of Directors consists of Directors with a thorough knowledge of their respective areas of responsibility and each Director, based on the segregation of duties, executes his/her own specific duties.
 3. Regarding matters that may have a significant impact on business management, an in-house project team is installed individually to handle problems, and at the same time, swift decision-making is performed, as appropriate, at the Board of Directors meeting or by consultation via circular (documents sent around for managerial decision) according to the Articles of Incorporation and in-house rules.
 4. Documented company standards of risk management, information management and other in-house management procedures are strictly observed.
 5. To strengthen the competitiveness of the ROHM Group and to secure appropriate profits, a profit plan is prepared annually for each Group company and operating division specifying the target profit for use in performance management.
- (5) System to ensure that employees perform their duties in compliance with established laws, regulations, and Articles of Incorporation
 1. A Compliance Committee has been organized to formulate and disseminate the "Guidelines for Ethics in the Business of the ROHM Group" throughout the Group, thereby promoting the compliance activities of the Group as a whole. The responsible persons of the

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functions of each Group company are appointed as compliance leaders in order to make sure that everyone in the function is thoroughly conversant with awareness of compliance and legal compliance.

2. In an effort to ensure that efficient actions are taken regarding compliance matters inherent in different areas of management, various committees have been established, including the Compliance Committee, the Information Disclosure Committee, the Central Health and Safety Committee, and the Environmental Conservation Committee, to check the status of compliance and conduct enlightenment activities across the Group.
 3. Under the control of the Information Disclosure Committee, each unit makes efforts to properly manage insider information, provide education and enlightenment to employees, and prevent insider trading.
 4. Through addressing the system for evaluating and auditing internal control concerning financial reporting, the internal control system is being enhanced and the reliability of financial reporting is secured.
 5. An internal "Compliance Hotline" system for reporting compliance concerns and issues has been established and is used to determine any violation by any employee of laws, regulations or in-house rules in the course of performing his/her duties and preventative measures against recurrence.
 6. Internal audits are conducted to check employees' execution of duties, ensuring compliance with the established laws, regulations, Articles of Incorporation, and making necessary improvements for the streamlining of work processes.
- (6) System to ensure sound and appropriate business operations within the corporate group
1. Documented standards applicable across the ROHM Group are prepared and implemented.
 2. Some directors/auditors of the ROHM Group companies are appointed from the staff members of ROHM Co., Ltd. or its subsidiaries to supervise and ensure sound and appropriate business operations.
 3. A compliance system similar to that of ROHM is organized in subsidiaries for enhancing deployment and cooperation of compliance activities.
 4. The operating system requires board approvals or consultation with ROHM Co., Ltd. via a circular sent around for managerial decisions so that each sector of ROHM exercises control across all the Group companies in the case of important matters or issues at the different subsidiary levels.
 5. The internal control system is being improved and enhanced in order to cover not only ROHM, but also its major subsidiaries through addressing a system for ensuring sound and appropriate financial reporting, which includes procedures for auditing financial reporting.
 6. ROHM's auditing department conducts internal audits of the Group companies.
- (7) In the case where Corporate Auditors request employees to serve as assistants in performing their duties
When requested by a Corporate Auditor, support staff with necessary practical skills is provided.
- (8) Independence of the employees indicated in (7) above from Directors
Corporate Auditors' support staff members shall not hold a post or engage in any activity related to the implementation of ROHM's business operations. Any personnel changes involving them shall require the prior approval of the Board of Corporate Auditors. In the personnel performance evaluation process, the views and opinions of the members of the Board of Corporate Auditors shall be taken into account.
- (9) System for Directors and employees to make reports to Corporate Auditors and other system reports to Corporate Auditors
1. Every Director submits reports to Corporate Auditors, as required, regarding the violation of laws, regulations or in-house rules by Directors in the performance of his/her duties, breaches of duty by Directors, or any action that may cause material damage to ROHM.
 2. The Compliance Committee, Risk Control Committee, Information Disclosure Committee, and other committees have full-time auditors who attend each meeting as observers and at the same time, submit a report regularly to the Corporate Auditors by means of the minutes.
 3. ROHM maintains a system in which the processes and results of execution of business operations are communicated to Corporate Auditors as deemed appropriate by presenting reports and circulars sent around for managerial decisions as well as by other means.
- (10) Other systems to ensure effective audits by Corporate Auditors
1. Directors submit reports on the current status of the internal control system at the request of the Board of Corporate Auditors.
 2. The Internal Audit Department is expanded, and its cooperation with Corporate Auditors is enhanced.
 3. All Corporate Auditors are appointed from facilities other than ROHM and include legal experts, accounting experts, and those from financial circles to establish a sophisticated audit system with a high degree of independence.

(Basic policy against antisocial forces and current status of its implementation)

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

ROHM has set up a Crisis Management Department in the General Administration Division as an internal system for eliminating antisocial forces in order to promote cooperation and information exchange with external specialized agencies such as the police, thereby upholding and implementing their elimination.

ROHM has included the provisions on how to respond to such forces in in-house rules and requested company employees to observe them. The 'ROHM Group Business Conduct Guidelines', which is distributed to all employees, also states that employees take a firm stand against antisocial forces. In addition to the above, ROHM strives to enlighten its employees on the elimination of antisocial forces via various in-house education and training programs.

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Reference 'Pattern Diagram': Refer to the end of 'attached document'

V. Other Information

1. Defense against Takeover

ROHM believes that in the event of a takeover bid, the final decision on whether to accept it should be made by ROHM's existing shareholders at the time of the bid, and in order to ensure that the shareholders make an informed judgment— based on sufficient information within a reasonable time period— it should go through a fair and transparent procedure to confirm its intentions. The Board of Directors of ROHM decided to adopt 'Fair Rules for the Substantial Acquisition of Shares (Takeover Defense Measures)' (hereinafter referred to as the Rules) on May 11, 2006 for this purpose.

After introducing the Rules, the Financial Instruments and Exchange Law was amended to improve the law and establish a system to secure the information and time necessary for shareholders to make an informed judgment. A threat of abusive buyout that may ruin the corporate value of ROHM and the common interests of shareholders has been relatively lowered as a result of the global financial crisis and its adverse effect on the economy, originating from the U.S. subprime loan issue. The management environment surrounding ROHM has changed greatly since the time the Rules were adopted. The Board of Directors went through careful consultation as to how the Rules should be handled 3 years after the date of enforcement and, as a result, on May 11, 2009, the Board of Directors decided to abolish the Rules.

Incidentally, any rules similar to the Rules (also called Takeover Defense Measures) that are to be re-introduced shall be, in principle, submitted to the ROHM general shareholders' meeting in advance and will be subject to approval. However, the Board of Directors shall continuously monitor the transactions and transfer conditions of ROHM's shares, and if anyone wishes to acquire a large quantity of ROHM's shares (takeover bidder), the Board of Directors will assess the proposal of the bidder and negotiate as required with careful consideration given to ROHM's external board member, outside corporate auditors, independent outside specialists, and others. If there is a fear that ROHM's corporate value and the common interests of its shareholders will be negatively influenced unless immediate action is taken, the Board of Directors will decide the most appropriate countermeasures to take— within the boundaries permitted by the Japanese Corporation Law and other related laws and regulations— and it is the legitimate responsibility of the persons management has delegated to implement these countermeasures.

2. Other Matters regarding Corporate Governance System

No specific matters to report

<Rohm Group Corporate Governance System>

