

ROHM Co., Ltd.
Corporate Governance

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ROHM Co., Ltd.

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Securities code: 6963

<http://www.rohm.co.jp>

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, business partners, shareholders, 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	7.42%
State Street Bank and Trust Company 505223	7,560,427	7.01%
Japan Trustee Service Bank, Ltd. (Trust account)	6,511,559	6.04%
The Master Trust Bank of Japan, Ltd. (Trust account)	5,198,200	4.82%
State Street Bank and Trust Company	3,258,761	3.02%
Bank of Kyoto, Ltd.	2,606,824	2.41%
SSBT OD05 Omnibus Account – Treaty Clients	2,567,300	2.38%
Ken Sato	2,405,066	2.23%
Deutsche Bank Trust Company Americas	2,285,827	2.12%
State Street Bank and Trust Company 505225	1,554,754	1.44%

Existence or non-existence of a majority shareholder (excluding a parent company)	_____
Existence or non-existence of a parent company	None

Supplemental remarks on Capital Structure

ROHM Co., Ltd.
Corporate Governance

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) on March 31, 2011	More than 1,000
Net Sales on March 31, 2011	More than 100 billion but below 1 trillion yen
Number of Consolidated Subsidiaries on March 31, 2011	More than 50 but below 100

4. Policy regarding protection of minority shareholders at the time of transactions with majority shareholders.

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

No specific matter to report

ROHM Co., Ltd.
Corporate Governance

II. Organizational Structure for Executive 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]

Number of board members stipulated in the articles of incorporation	10
Term of board members stipulated in the articles of incorporation	2 years
Chairman of the Board	President
Number of Members of the Board	9
Presence/Absence of External Board Members	Present
Number of External Board Members	2
Number of outside directors designated as independent directors	2

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*1)								
		a	b	c	d	e	f	g	h	i
Hachiro Kawamoto	Former employee of another company									
Koichi Nishioka	Academician									

*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

ROHM Co., Ltd.
Corporate Governance

Relationship with the Company (2)

Name	Independent Director	Supplemental remarks on relationship	Reason for Designation as External Board Member (If designated an independent director, that reason is included.)
Hachiro Kawamoto	○	Independent Director Senior Advisor and Trustee, The Ritsumeikan Trust	Hachiro Kawamoto has served as Outside Director. His designation is based on his vast knowledge and long involvement in management of an academic institution and how this knowledge and experience could help in reinforcing the management system of the Company.
Koichi Nishioka	○	Independent Director Professor of Senshu University Former Visiting Columnist of Nikkei, Inc	Koichi Nishioka has served as Outside Director. His designation is based on his vast knowledge and experience as a longstanding economic and financial journalist and columnist and contribution of his expertise to reinforce the management system of the Company.

[Particulars of Corporate Auditing System]

Presence/Absence of Board of Corporate Auditors	Present
Number of Corporate Auditors stipulated in the articles of incorporation	0
Number of Corporate Auditors	5

Corporate Auditors, Independent Auditors and Internal Audit Department cooperation status

In regards to cooperation between corporate auditors and accounting auditors, 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.

In addition, to enhance cooperation between corporate auditors and the Internal Audit Department, the status of activities conducted by the Internal Audit Department is reported to the Corporate Auditors through monthly reports. And, reporting sessions are held as required.

Presence/Absence of Outside Corporate Auditors	Present
Number of Outside Corporate Auditors	5
Number of Outside Auditors designated as Independent Directors	5

ROHM Co., Ltd.
Corporate Governance

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				○					

*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	Independent Director	Supplemental Remarks on Relationship	Reason for Designation as Outside Corporate Auditors (If designated an independent director, that reason is included.)
Yoshiaki Shibata	○	Independent Auditor Ex-General Manager of Inspection Div. The Daiwa Bank, Ltd. (current Resona Bank, Ltd.), Full-time employment	Yoshiaki Shibata has been designated as Outside Corporate Auditor because the Company was certain that he has been carrying out his duties appropriately by providing opinions regarding corporate management and other affairs from a comprehensive point of view based on his expertise as the full-time Corporate Auditor of the Company.
Hideo Iwata	○	Independent Auditor Ex-Vice President for Administration and Business, Kume Electric Corporation, Full-time employment	Hideo Iwata has been designated as Outside Corporate Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge based on his excellent experience and knowledge as a long-time administrator at a financial institution and other organizations through auditing.

ROHM Co., Ltd.
Corporate Governance

Yasuhito Tamaki	○	Independent Auditor Partner of Midosuji Law Office, Part-time employment	Yasuhito Tamaki has been designated as Outside Corporate Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge he gained as a lawyer through auditing.
Shinya Murao	○	Independent Auditor Managing Director, Murao Accounting Office, Part-time employment	Shinya Murao has been designated as Outside Corporate Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge he gained as a certified public accountant through auditing.
Haruo Kitamura	○	Independent Auditor Managing Director, Kitamura Accounting Office, Outside Director, Yamaha Corporation, Part-time employment	Haruo Kitamura has been designated as Outside Corporate Auditor because the Company was certain that he would contribute to the Company in terms of management and other issues by sharing expertise and knowledge he gained as a public certified accountant through auditing.

[Particulars of Independent Director]

Number of Independent Director	7
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Other Particulars of Major Activities by Outside Corporate Auditors

[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

ROHM Co., Ltd.
Corporate Governance

[Remuneration for Directors]

Style of Disclosure (of remuneration of individual directors)	Individual remuneration has not been disclosed.
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Supplemental Remarks on Remuneration for Directors

ROHM discloses amount of remuneration paid to Directors by their Director's classification in Annual securities report. Amount of remuneration paid to Directors (excluding Outside Directors) in the fiscal year ended in March 2011: 265million yen.

Amount of remuneration paid to Outside Directors and Outside Auditors in the fiscal year ended in March 2011: 76million 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 does not include bonuses for Directors for this fiscal year. (Not paid)

Existence or non-existence of policy on determining the amount of remuneration or related calculation methods	Yes
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The remuneration of directors consists of performance-based remuneration that changes according to performance attainment level, which uses the ROHM Group's consolidated ordinary income as an index, and fixed remuneration that is a fixed amount intended to clarify management responsibilities. However, the remuneration of outside directors is limited to fixed remuneration because the company differentiates neutral auditing functions from corporate operations.

[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.
- * The Internal Audit Department, consisting of nine 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.

ROHM Co., Ltd.

Corporate Governance

2. Matters related to functions such as performance of business operation, audits, supervision, designation of certified public accountants and decision on remuneration (Overview of current status of corporate governance system)

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, two outside Directors have been 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 meeting, 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 LLC for its accounting audits and internal control audits related to financial reporting and abides by both the Japanese Corporation Law and the Financial Instruments and Exchange Law. ROHM has 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, 2011, 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:

Hiroyasu Kawai (1 year), Yasuhiro Onish (5 years), Tomoyuki Suzuki (3 years),

Major assistants in the audits

6 CPAs and 16 others

3. Reason for selecting current corporate governance system

In the semiconductor industry, the most effective way of making prompt accurate decisions is to retain a small number of directors who are versed in operations and technologies, and have extensive experience in executive authorities and supervision. Therefore, first and foremost, to maintain such a policy and be audited by outside auditors who represent the frank opinions of outsiders or shareholders, executing policies will be suspended in some cases. For this reason, ROHM has strictly maintained a system in which all corporate auditors are outside auditors. Consequently, individual systems have mutually interacted in a good manner, and internal control has functioned very effectively. In addition, because of recent changes in the business environment and frequent misconduct within the company, ROHM newly added one outside director in June 2008. Since then, discussions within board directors' meetings have been active and much more considerate of business status. Thus, ROHM would like to strengthen these policies in the future as well.

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 four 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.
Participation in Electronic Voting Rights Exercise Platform and efforts to improve institutional investors' environment for exercising voting rights	ROHM has participated in an Electronic Voting Rights Exercise Platform, and conducted IR and promotion activities on voting rights exercise via a shareholder identification survey. In addition, Rohm posts relevant information on the website
Providing shareholder meeting notifications (summarizations) in English	ROHM is providing shareholder meeting notifications in English.

2. Investor Relations Activities

	Supplemental Explanation	Briefing Held/Not Held by Director Representing ROHM
Compilation and publication of disclosure policy	Disclosure policy has been compiled and posted on our website.	
Periodical Briefings Held for Analysts and Corporate Investors	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.	Held
Periodical Briefings Held for Overseas Investors	Regular briefings are held twice a year in the US and Europe.	Not held

ROHM Co., Ltd.
Corporate Governance

Posting Information on Investor Relations on ROHM's Website

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.

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 so on.

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, business partners, shareholders, local communities and employees. 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 by CSR Promotion committee and other organization from a global viewpoint including promotion of risk management, such as compliance and BCM (Business Continuity 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.

ROHM Co., Ltd.

Corporate Governance

IV. Items relevant to Internal Control System

1. 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. The Board of Directors of the Company resolved the basic policies to build the internal control system as listed below:

- (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. Directors 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 two external board members, 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.
 6. ROHM is contributing to society and communities in various ways. One such way is a CSR Promotion Committee that was created as a specific entity in order to continually fulfill our corporate social responsibilities required in daily business activities.
- (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 e-mail or 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 Risk Management Committee extracts significant risks that could arise in the execution of operations, analyzes them, and determines countermeasures for them. The committee also manages and verifies progress of individual departments in charge of risk controls.
 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. In the event of a natural disaster, epidemic or any other situation that could inflict considerable damage not only to the company but also the community, the ROHM Group sets up a BCM project for taking preliminary action and making any necessary preparations, establishes a system for carrying over those actions, and reports on the situation to employees in a chronological manner, in order to confront the said situation with minimal damages.
- (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. ROHM forms an in-house project team for each matter that may have a significant effect on management in order to identify and analyze problems. ROHM also makes agile decisions via board meetings or internal memos as needed, in accordance with the corporate articles of association and regulations.

ROHM Co., Ltd.

Corporate Governance

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 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 in the entire ROHM Group including overseas, for reporting compliance concerns and issues has been and is used to determine any developed 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. Full-time auditors attend various committee meetings as observers including meetings of the Compliance Committee, Risk Management Committee and Information Disclosure Committee, and individual committees, such as the CSR Promotion Committee, report the details of activities through meeting minutes to auditors on a regular basis.
 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.

ROHM Co., Ltd. Corporate Governance

2. 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.

V. Other

1. Existence or non-existence of purchase protection plan

Existence or non-existence of purchase protection plan	None
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Supplemental remarks on existence or non-existence of purchase protection plan

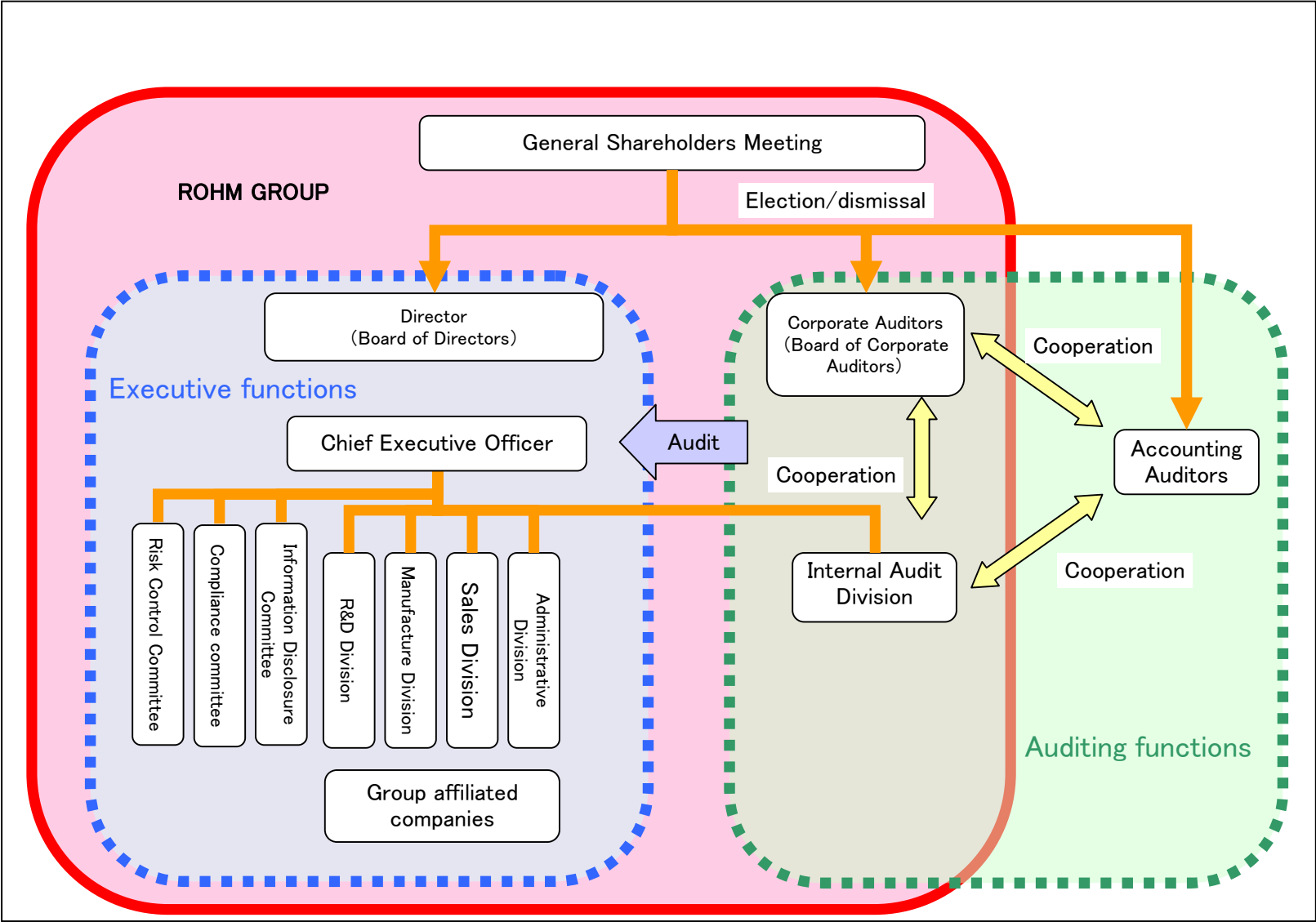
The ROHM Group believes the best defense against takeover attempts is to build a relationship of trust with shareholders by delivering higher stock prices via enhanced corporate value, accountability via proactive IR activities, and regular dialog with shareholders. If a proposal for acquisition is made to our company, we believe that the final decision whether to accept or reject the offer should be left to the current shareholders at the time, and that the board directors should not make selfish decisions intended to protect their own personal interests. In addition, in the event of an acquisition proposal, we believe that it is indispensable for ensuring and increasing ROHM's corporate value and the common interests of shareholders that shareholders can make an "informed judgment," meaning they would be able to make the best decision based on ample information and a sufficient amount of time.

2. Other Matters regarding Corporate Governance System

Corporate governance system attached

Overview of appropriate timing system (chart) attached

<Rohm Group Corporate Governance System>



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

April 1, 2010

Company name: ROHM Co., Ltd.
(Security Code: 6963 First Section, Tokyo Stock Exchange)

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

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

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

