



September 25, 2023

To all concerned parties

Company name:	ROHM Co., Ltd.
Company representative:	Isao Matsumoto, President & CEO (Code: 6963, TSE Prime Market)
Contact:	Hidenari Nagayoshi, General Manager, IR Div. (Tel: 075-311-2121)

Notice of Absorption-Type Merger of Subsidiary (Simplified Merger and Short-Form Merger)

ROHM Co., Ltd. (hereinafter “Company”) hereby announces that the Company has made a resolution at the Board of Directors meeting held today to conduct an absorption-type merger of its wholly owned subsidiary LAPIS Technology Co., Ltd. (hereinafter “LAPIS Technology”) on April 1, 2024. The details are as follows.

As the merger is an absorption-type merger of a wholly owned subsidiary, some items and details are omitted from the disclosure.

1. Purpose of Merger

Amid dramatic changes in the business environment in the semiconductor industry, it is necessary to build a robust group-wide management structure in order to improve competitiveness.

LAPIS Technology is a wholly owned subsidiary responsible for the planning and development of IC products. By enhancing the integration density of the technologies that both companies excel in, we will not only cultivate existing products, but also strengthen our development capability for high-value-added products with digital control added to power and analog products.

2. Outline of Merger

(1) Schedule of merger

Board of Directors’ resolution:	September 25, 2023
Signing of merger agreement:	September 25, 2023
Scheduled merger date (effective date):	April 1, 2024

[Note] The merger is a simplified merger based on Article 796, Paragraph 2 of the Companies Act and a short-form merger based on Article 784, Paragraph 1 of the same Act. Therefore, a shareholders meeting will not be required for approval of the merger agreement by the Company or LAPIS Technology.

(2) Method of merger

The merger is an absorption-type merger in which the Company will be the surviving company. LAPIS Technology will be dissolved.

(3) Details of allotment related to merger

As LAPIS Technology is a wholly owned subsidiary of the Company, no shares or money will be allotted as a result of the merger.

(4) Handling of stock acquisition rights and convertible bonds of dissolved company

LAPIS Technology has not issued stock acquisition rights or convertible bonds.

3. Overview of companies involved in merger (As of March 31, 2023)

	Surviving company	Dissolved company
Company name	ROHM Co., Ltd.	LAPIS Technology Co., Ltd.
Location	21 Saiin Mizosaki-cho, Ukyo-ku, Kyoto	2-4-8 Shinyokohama, Kouhoku-ku, Yokohama
Name and title of representative	Isao Matsumoto Representative Executive Officer, President & CEO	Sumihiro Takashima Representative Executive Officer, President & CEO
Nature of business	Manufacturing, development, and sales of electronic components centered around semiconductors	Manufacturing and development of electronic components centered around semiconductors
Capital	86,969 million yen	100 million yen
Establishment	September 17, 1958	October 1, 2020
Shares issued	103,000,000 shares	3,688 shares
Fiscal year end	March 31	March 31
Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (Trust Account): 15.82% ROHM Music Foundation: 10.58% Custody Bank of Japan, Ltd. (Trust Account): 7.36%	ROHM Co., Ltd.: 100%

Financial position and operating performance in previous fiscal year

	ROHM Co., Ltd.	LAPIS Technology Co., Ltd.
Fiscal year	March 2023	March 2023
Total net assets	915,465 million yen	6,684 million yen
Total assets	1,123,283 million yen	14,125 million yen
Net assets per share	9,321.95 yen	-
Net sales	507,882 million yen	39,054 million yen
Operating income	92,316 million yen	-
Ordinary income	109,530 million yen	-
Profit attributable to owners of parent	80,375 million yen	-
Earnings per share	818.65 yen	-

4. Status after merger

There will be no changes in the Company's trade name, location, name and title of representative, nature of business, capital, or fiscal year end due to the merger.

5. Future outlook

The impact of the merger on the Company's consolidated financial results forecast will be immaterial.

[Reference] Consolidated financial results forecast for current fiscal year (announced on May 9, 2023)
and consolidated financial results for last fiscal year

(Unit: million yen)

	Net sales	Operating income	Ordinary income	Profit attributable to owners of parent
Forecast for current fiscal year (Fiscal year ending March 2024)	540,000	75,000	87,000	70,000
Results for previous fiscal year (Fiscal year ended March 2023)	507,882	92,316	109,530	80,375

Note: This report is a translation of the press release of the Company prepared in accordance with the provisions set forth in the Securities and Exchange Law and its related accounting regulations. The original version of this press release is written in Japanese. In the event of any discrepancies in words, accounts, figures or the like between this press release and the original, the original Japanese version shall govern.