

July 24, 2008

Company name: ROHM Co., Ltd. (TSE: 6963)
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Announcing the Acquisition of OKI's Semiconductor Business Subsidiary

ROHM has concluded a formal agreement with OKI Electric Industry Co, Ltd., concerning the acquisition of shares of OKI's semiconductor business subsidiary based on a previously agreed memorandum of basic understanding. Both companies' Boards of Directors met today to adopt the formal agreement by a resolution.

ROHM is currently estimating the impact that this transaction will have on its consolidated and non-consolidated business performance.

For more information about the basic understanding on which this transfer is based, please see "OKI to Transfer Shares of Its Semiconductor Business Subsidiary to ROHM" (released May 28, 2008).

Reference

From the press release "OKI to Transfer Shares of Its Semiconductor Business Subsidiary to ROHM" (May 28, 2008)

1. Reason for basic understanding

OKI has been pursuing a series of companywide initiatives designed to revamp its business structure to increase corporate value and gain a competitive edge in the face of intensifying global competition, including by holding internal deliberations on how the company could expand its semiconductor business. For its part, ROHM has been looking for opportunities to

improve its corporate value by developing its business as an integrated device manufacturer (IDM) with a broad and competitive product portfolio. Based on this background, the two companies agreed on the transfer of OKI's semiconductor business.

Given that OKI's semiconductor business has relatively little overlap with ROHM's products and that the businesses' complementary orientations can be expected to yield synergistic benefits for each, we believe that the acquisition will lead to increased revenue and profitability for both parties.

ROHM anticipates being able to reap the benefits of these synergies between both companies' operations. Specifically, ROHM will make use of OKI's semiconductor fabs for competitive products leveraging that company's strengths in low power consumption, high voltage processing, digital/analog mixed processing, small-size packaging, and other technologies, while OKI will utilize ROHM's leading-edge production processes for comparatively new products such as system LSIs and logic LSIs, for which it currently depends on outside foundries.

The acquisition will also enable both companies to enhance their sales capabilities by leveraging their domestic and overseas sales and technology/quality support networks.

2. Profile of OKI's semiconductor subsidiary (OKI Semiconductor Co., Ltd.)

Company name:	OKI Semiconductor Co., Ltd. (provisional)
Representative:	Hironori Kitabayashi, President and Representative Director (provisional)
Address:	550-1 Higashiasakawa-cho, Hachioji-shi, Tokyo (provisional)
Date of incorporation:	October 1, 2008 (provisional)
Principle businesses:	Manufacture and sale of system LSIs, logic LSIs, memory LSIs, and high-speed optical communication devices; foundry services (provisional)
Fiscal year:	Ending March 31 (provisional)
Employees:	Consolidated: Approx. 6,000 (provisional)
Principle offices:	Head office and production plants (Miyagi Prefecture, Miyazaki Prefecture, Tokyo, and Thailand) (provisional)

Capitalization: ¥20 billion (provisional)
Total outstanding shares: 10,000 (provisional)
Major shareholder/ownership: OKI Electric Industry Co., Ltd. (100%) (provisional)
Recent performance: Consolidated net sales: ¥141,559 million
Consolidated operating income: ¥3,847 million
(Data for fiscal year ended March 31, 2008, from OKI semiconductor segment performance data)

3. Profile of OKI Electric Industry Co., Ltd.

Company name: OKI Electric Industry Co., Ltd.
Representative: Katsumasa Shinozuka
Head office: 1-7-12 Toranomon, Minato-ku, Tokyo
Principle businesses: Information and telecommunications systems, semiconductors, and printer products, technologies, and solutions
Relationship with ROHM: OKI has no personnel or capital relationship with ROHM.

4. Profile of ROHM Co., Ltd.

Company name: ROHM Co., Ltd.
Representative: Ken Sato
Head office: 21 Saiin Mizosaki-cho, Ukyo-ku, Kyoto
Principle businesses: Development, manufacture, and sale of semiconductor and electronic components such as LSIs, transistors, and diodes
Relationship with OKI: OKI is a customer of ROHM. ROHM has no personnel or capital relationship with OKI.

5. Value of share transfer

The price for the transfer of the equivalent of 95% of the company's shares will be determined on the date of the split based on the agreed share value of ¥90 billion (equivalent to 100% of shares) and subject to separately agreed-upon adjustments.

6. Schedule

May 28, 2008	Boards of Directors approve basic understanding.
May 28, 2008	Companies conclude basic understanding.
June 27, 2008	General Shareholder's Meeting approves business split (OKI).
October 1, 2008 (Provisional)	Split occurs and shares are transferred.

7. Outlook

ROHM and OKI will examine the business and continue discussions with the goal of reaching a final agreement. Both companies plan to release consolidated financial projections as they are finalized.