

[Please note that the following is an English translation of the original Japanese version, prepared only for the convenience of non-Japanese speakers concerned. In case of any discrepancy between this translation and the Japanese original, the latter shall prevail.]

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ROHM CO., LTD.

Representative: Kenichiro Sato, President
(Representative Director)
Code Number: 6963
Media Contact: Public Relations and Investor
Relations Department
Contact Person: Kohei Nozato, Manager
Telephone Number: (075)311-2121
Facsimile Number: (075)311-0358

**ROHM Announces Termination of Fair Rules for the Acquisition of Substantial Shareholdings
(Takeover Defense Measure)**

ROHM CO., LTD. (“ROHM”) had announced on May 11, 2006 that its Board of Directors (the “Board”) adopted Fair Rules for the Acquisition of Substantial Shareholdings (Takeover Defense Measure) (the “Plan”). It is stipulated in the Plan that no later than the third anniversary of the date hereof, the Board shall review the Plan in light of circumstances then existing.

Based upon the review prescribed in Section 6(2) of the Plan, ROHM announced on May 11, 2009 that its Board decided to terminate the Plan as of the date hereof. Further details are described below.

ROHM decided at the meeting of the Board held on May 11, 2006 to adopt the Plan, which was designed to enable the shareholders to make an informed judgment when a takeover proposal was made to us, as to whether to accept such a proposal in accordance with a fair and highly transparent procedure, based on sufficient information and within a reasonable time period.

ROHM’s mission has been to contribute to the advancement and progress of our culture through a consistent supply, under all circumstances, of high quality products, including high-value-added system LSI chips and optical devices, in large volumes to the global market. We have believed that fulfilling this mission would serve all of our constituencies --- our shareholders, employees, customers, and the local communities in which we are located. Based on this corporate philosophy, ROHM has committed itself to enhance corporate value and the common interests of shareholders. ROHM has also pursued the enhancement of cost competitiveness, etc. through optimal utilization of its distinctive production technologies and consequently is a world leader in the electronic components market.

In addition to making continuous efforts to sustain growth, as a new shareholder return policy, ROHM decided on April 20, 2007 to return to shareholders not less than 100% of its consolidated free cash flow through dividends and the acquisition of its own stock in each of the next three years from 2007, and has committed itself to make returns to shareholders proactively.

On the other hand, after the adoption of the Plan, the amended Financial Instruments and Exchange Law (the “Law”) provided that (1) the “Special reporting system” (*tokurei houkokuseido*) should not be applied to the case where a person who acquired shares intends to make a “significant proposal concerning involvement in management” (*juudai teiannkoui*) and requires such person to submit the “Large Shareholdings Report” (*tairyō hoyu uhoukokusho*) within 5 business days of such an acquisition and that (2) a target company can make a request for extension of a tender offer period (*kasitsukekikan enchō seikyū*) and to ask questions to the tender offeror (*shitsumonken no koushi*). As such, there has been, to a certain extent, some progress in the laws in order to ensure that sufficient information and a reasonable time period are given to enable shareholders to make an informed judgment. Furthermore, the global financial uncertainty, which has arisen from the subprime loan problem in the U.S., has caused significant adverse effects on the real economy and has led to ever-worsening business confidence. As a result, ROHM believes that the management environment surrounding us has significantly changed since ROHM adopted the Plan three years ago, to the point where the threat of an abusive hostile takeover which might damage the corporate value and the common interests of the shareholders of ROHM has relatively decreased.

Taking into account the above, ROHM has reaffirmed its resolution that it is of the highest priority to commit itself to enhance corporate value and the common interests of shareholders through sustainable growth by developing high-value-added products, continuously implementing measures to reduce costs which can suitably reflect changes in the management environment, and continuing the steady implementation of shareholder return measures, etc. Therefore, as a result of careful discussion of the Plan, which has been in place for three years since its implementation, ROHM decided to terminate the Plan.

In the event that ROHM intends to reintroduce takeover defense measures similar to the Plan, it will, as a general rule, submit a proposed plan to a general meeting of the shareholders and obtain the shareholders’ approval in advance. However, the Board of Directors will continue to monitor the trading of the company’s stock and any change in its shareholders, and, if a party who intends to acquire substantial shareholdings of the company emerges, the Board of Directors will, based upon prudent consideration and on opinions of the outside Director, outside Statutory Auditors and outside experts, evaluate any offer made by such acquirer and, if it deems appropriate, negotiate with it. In the case where it is reasonably considered that, if prompt measures are not adopted, the company’s corporate value and common interests of shareholders may be damaged, the Board of Directors will promptly determine, as part of the duties entrusted to management by shareholders, whether or not any appropriate measures, to the extent permitted by the Companies Law and other applicable laws and regulations, shall be taken and the content of such measures, and establish the procedure to implement such measures, based upon prudent consideration and on opinions of the outside Director, outside Statutory Auditors and outside experts.