[Please note that the followings including Independent Auditors' Reports and Report of the Board of Company Auditors are English translation of the original Japanese version, prepared only for the convenience of shareholders residing outside Japan with certain reference information excerpt from the Company's financial report for the fiscal year ended March 31, 2009. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please be advised that certain expressions in the original document for domestic voting procedures that are not applicable to the aforesaid shareholders are omitted or modified to avoid confusion. Please also be advised that this material will not facilitate your status as a registered shareholder. In order to be authorized to physically attend the ordinary general shareholders meeting, it is required to present the original Voting Form in Japanese to the receptionist at the place of the meeting.]

June 4, 2009

To Our Shareholders:

ROHM Co., Ltd.
(Securities Code: 6963)
21, Saiin Mizosaki-cho,
Ukyo-ku, Kyoto, Japan
Ken Sato
President

NOTICE OF THE 51ST ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

You are cordially invited to attend the 51st Ordinary General Shareholders Meeting of ROHM CO., LTD. ("the Company"). If you are unable to attend the meeting, please kindly take the necessary procedure to exercise your voting rights regarding the following matters to be resolved that can be reviewed in the attached "REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS" on page 37-44. Your vote must be received by the Company by June 25, 2009, 5:15 p.m..

NOTICE OF MEETING

1. Date and Time: Friday, June 26, 2009, 10:00 a.m.

2. Place: Hyatt Regency Kyoto The Ball Room
644-2 Sanjusangendo-mawari, Higashiyama-ku, Kyoto, Japan

3. Objectives of the Meeting:

Reporting:

1. Business Report and Consolidated and Non-consolidated Financial Statements, for the 51st Fiscal Year (from April 1, 2008 to March 31, 2009)
2. Audit Reports on Consolidated Financial Statements from the Independent Auditors and the Board of Company Auditors for the 51st Fiscal Year (from April 1, 2008 to March 31, 2009)

Resolutions:

<Company Proposal (Proposal 1~3)>

Proposal 1: Appropriation of Retained Earnings for the 51st Fiscal Year

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Ten (10) Directors

<Shareholder Proposal (Proposal 4)>

Proposal 4: Share Buybacks

How to Exercise Your Voting Rights

1. How to Exercise Your Voting Rights via the Internet

If you exercise your voting rights via the Internet, please follow the instructions below:

(1) Designated Voting Website

1) You are able to exercise your voting rights via the Internet by accessing the designated voting website (http://www.evote.jp/) on your personal computer or portable phone (i-mode, EZweb, or Yahoo! Keitai)*. (Operation is adjourned from 2:00 a.m. to 5:00 a.m. everyday)

* The i-mode is a registered trademark of NTT DoCoMo, Inc.; EZweb, KDDI Corporation; and Yahoo!, Yahoo! Inc., United States.

2) You may be unable to access the voting website from your personal computer because of your Internet connection conditions, such as when a firewall program or other security programs are installed for Internet security, when antivirus software is installed, or when a proxy server is used.

3) To exercise your voting rights by means of a portable phone, use either i-mode, EZweb, or Yahoo! Keitai service. To ensure security, only those portable phones that are compatible with encrypted (SSL) communication or portable-phone data communication can be used to access the website.

4) Voting from the website can be accepted until 5:15 p.m., Thursday, June 25, 2009. However, exercising your voting rights at an earlier date is recommended. In case of any problems, please contact the Help Desk below.

(2) How to Exercise Your Voting Rights via the Internet

1) On the voting website (http://www.evote.jp/), enter your login ID and temporary password, both of which are found on your ballot sheet. Proceed with the instructions that appear on the display and enter that you are either positive or negative about the proposals.

2) To prevent non-shareholders from having unauthorized access to the voting website and casting false votes, shareholders may be requested to change their temporary passwords on the voting website.

3) You will be informed of your login ID and temporary password each time a shareholders meeting is called.

(3) Expenses Incurred When Accessing the Voting Website

The expenses incurred to enable access to the voting website (dial-up connection fees, phone-line charges, etc.) shall be borne by shareholders. When voting rights are exercised via a portable phone, packet communication fees and other fees incurred shall be borne by shareholders.

2. Treatment of Multiple Exercises of Voting Rights via the Internet

If you exercise your voting rights multiple times via the Internet, only your final votes will be valid. If voting rights are exercised both via your personal computer and via your portable phone, the latest votes will be valid.

3. Treatment of Multiple Exercises of Voting Rights by Writing and via the Internet

If you exercise your voting rights both by writing and via the Internet, only those exercised via the Internet will be valid.

4. Exercising Your Voting Rights by Designating a Shareholder Who Will Attend the General Shareholders Meeting as Your Attorney

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Shareholders Meeting as your delegate. In this case, a Power of Attorney will need to be submitted.

For the e-voting system, please contact:
Help Desk, Securities Business Division
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027 (toll free)
Working hours: 9:00 to 21:00

Business Report

For the period from April 1, 2008 to March 31, 2009

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

During the year ended March 31, 2009, the global economy deteriorated as worldwide financial uncertainty due to bankruptcy of a major U.S. securities company triggered by the subprime loan problem in the U.S. depressed the real economy and negatively influenced employment and consumption in various locations. Furthermore, after the autumn, the condition of the economy declined with turmoil in various industries including the U.S. automobile industry. In addition, after January, deflation became a matter of concern because of the effects of the worldwide deterioration of the economy and decrease in oil prices, thus deepening the disarray of the economy. In the U.S., the economy rapidly slowed down due to the effects of decrease in the value of personal assets, deterioration of the employment environment, and growing financial uneasiness as well as a drastic decrease in new housing construction especially after the summer. In Europe, in addition to slowdown in personal consumption, employment conditions worsened and exports also considerably decreased in the second half. In Asia too, the economic environment rapidly deteriorated due to a drastic decrease in exports to the U.S. and European countries that saw a serious business slump; economic growth, therefore, slowed to a large extent. The Japanese economy also showed a downturn due to slow capital and housing investment, a slowdown in the growth of mining and manufacturing production, deterioration of employment conditions, progressing appreciation of the yen, and a more severe situation of export to the U.S. and European countries as well as Asia.

In the electronics industry, during the first half, the production of major equipment including personal computers, mobile phones, and flat-screen TVs continued to be robust in terms of volume, supported by growing demand in emerging countries. However, in the second half, in addition to a slowdown in consumption in developed countries, demand in emerging countries dropped, and after the turn of the year, the automobile industry experienced a further decline and thus the economy remained extremely weak.

Despite a seasonal recovery in the electronic component industry during the first half, the market experienced an unprecedented downturn due to drastic cooling of supply-demand relations accompanied by a massive slowdown in business sentiment in the second half and competition caused by low-priced equipment including mobile phones, personal computers, and flat-screen TVs.

Within individual regions, in Japan, the production of AV equipment such as flat-screen TVs and digital still cameras, which was robust in the first half, was considerably adjusted in the second half in order to reduce excess inventory. The mobile phone market also showed continued sluggish demand, and the automotive market showed a drastic decrease in production in the second half. As a result, markets suffered severe deterioration. In the Asian region, as the world's manufacturing base of electronic equipment, the production of digital AV equipment, mobile phones, and low-priced personal computers was strong in the first half. However, the worldwide downturn in consumption after November put the brakes on the production of electronic equipment. In Europe, the production of flat-screen TVs in Eastern Europe decreased and the automobile industry was also sluggish. Furthermore, in the U.S., a considerable decrease was seen mainly centered on the automotive market and flat-screen TV production also entered a large-scale adjustment phase in the second half.

Under these circumstances, the ROHM Group, from the viewpoint that the market would continue to expand in the medium to long term, focused on strengthening sales in the fields of the automotive, electrical, and flat-screen TV markets, as well as increasing sales to overseas customers, thus exerting itself to enforce the structure of sales divisions related to the automotive and electrical markets, as well as the sales structure for overseas customers focusing on the personal computer, mobile phone, and flat-screen TV markets. Furthermore, the Group focused on the promotion of Information Technology aspects by starting the operation of a network system with which sales, development, and production divisions can share business information on global customers and the contents of business negotiations on a real-time basis. The Group also focused on the development of eco-devices aiming to improve the global environment, and on entry into the biotechnological field. In addition, the Group continuously promoted policies for developing the status of an integrated device manufacturer (IDM) (*1) having stronger competitiveness in the long term with a company-wide effort to improve the management of OKI Semiconductor Co., Ltd., which ROHM purchased on October 1, 2008 and to construct a cooperative system with the LSI division of ROHM. Furthermore, in order to respond to drastic changes in the management environment after the autumn of 2008, as all-out efforts toward business reconstruction, ROHM proceeded with restructuring production by closing ROHM Amagi Co., Ltd., which produced module products and provided technical support to associated companies, and with cost reduction by soliciting voluntary retirement and cutting employees' wages.

Although ROHM boldly proceeded with these countermeasures, the company was unable to beat the sluggish market. The business results of the year ended March 31, 2009 were net sales of 317,140 million yen (a decrease of 15.1 percent on a year-on-year basis), operating income of 10,540 million yen (a decrease of 84.4 percent on a year-on-year basis), ordinary income of 18,544 million yen (a decrease of 70.5 percent on a year-on-year basis). In addition, by posting impairment loss on fixed assets, special retirement expense and business structure improvement expenses to extraordinary losses, income before income taxes and minority interests marked negative 25,520 million yen. Net income recorded 9,837 million yen (a decrease of 69.2 percent on a year-on-year basis) as the result of reversal of the tax expense that was posted in prior years, due to change in Japanese tax regulations to treat a large share of dividends from overseas subsidiaries as non-taxable income.

* 1. Integrated device manufacturer (IDM)
A form of semiconductor business in which the company integrates design, manufacture, sales, and support as a whole

Divisional Review of Results of Operations

<Integrated Circuits>

Net sales for the year ended March 31, 2009 were 159,924 million yen (a decrease of 1.9 percent on a year-on-year basis).

In the category of LSIs, the sales of ICs for mobile phones including LED drivers and ambient light sensor ICs were robust; however, sales of LCD drivers, audio integrated LSIs for the domestic mobile phone market, analog front-end LSIs, and power management LSIs were considerably sluggish. For audio equipment, sales of motor drivers for car audio systems and sound processors showed weakness, and "Voice Generation ADPCM Decoder LSIs" (*2) and DC/DC converters (*3) for car AVs, which were in high demand in the first half, also suffered stagnation after the start of the new year. As for flat-screen TVs, although sales of audio-related LSIs experienced aggressive growth, sales of OverDrive processors for LCD panels decreased following the effects of inventory adjustment. Sales of timing controllers also decreased and those of power supply LSIs for panels, which were strong in the first half, deteriorated in the second half. In the game console segment, power management LSIs and motor driver LSIs marked strong sales in the first half; however, this segment entered the phase of seasonal adjustment after the turn of the year too. As for personal computers, sales of driver ICs for fan motors and driver ICs for optical disks were sluggish and in addition, sales of secondary power supplies, which were in high demand in the first half, drastically decreased in the second half. Regarding general-purpose equipment, LSIs for various power supplies, motor drivers, DC/DC converters, and EEPROMs experienced lower sales drastically.

In the area of module products, power modules for automobiles recorded brisk activity; however, sales of IrDA (*4) modules decreased, and sales of AC/DC converters (*5) and DC/DC converters, which were robust in the first half, became sluggish in the second half.

OKI Semiconductor Co., Ltd. received robust orders for P2ROM for amusement equipment. However, sales of LCD drivers remained weak.

ROHM continued to focus its efforts on improving its production system efficiency and also undertook to share a production line with OKI Semiconductor while introducing the process using new technology such as nonvolatile logic LSIs (*6).

*2. "Voice Generation ADPCM Decoder LSI"
An LSI for demodulating voice-compressed data in the form of ADPCM and for reproducing the sound on a speaker

*3. DC/DC converter
A circuit that converts the voltage value of the direct current

*4. AC/DC converter
A circuit that converts the DC voltage into different voltage levels

*5. IrDA
A standard for transmitting and receiving data using infrared rays widely used for laptop computers and mobile phones

*6. Nonvolatile logic LSI
An LSI that embeds a nonvolatile logic circuit into a data storage area called the "Register" located inside the LSI that ROHM has developed

<Discrete Semiconductor Devices>

Net sales for the year ended March 31, 2009 were 114,232 million yen (a decrease of 26.5 percent on a year-on-year basis).

In the transistor and diode category, fast recovery diodes (*7) for digital AV equipment enjoyed brisk sales. On the other hand, sales of small signals, power bipolar transistors, and switching diodes for small signals were sluggish, and in addition, robust first half sales figures of MOSFET for power equipment deteriorated after the autumn. Thus, sales considerably decreased affected by a sharp cooling of the market.

LEDs (light-emitting diodes) enjoyed increased sales with a focus on small-profile products including the world's smallest and thinnest LED, "PICOLED^{TM}," as well as a white LED, but sales of other LEDs were sluggish.

As for laser diodes, sales greatly decreased due to the slowdown in sales in the optical pickup market.

In the areas of production systems, production transfer to overseas plants in Thailand, the Philippines, and Tianjin, China, achieved further progress, while conversion to highly efficient production lines continued with the objective of enhancing the capability to respond to cost concerns.

* 7. Fast recovery diode
  A diode that is equipped with features with faster reverse recovery than a normal diode

<Passive Components>

Net sales for the year ended March 31, 2009 were 19,193 million yen (a decrease of 18.1 percent on a year-on-year basis).

In resistors, ultra-small-size and ultra-low-ohmic resistance-type products recorded strong sales in the first half; however, on top of the impacts of intensifying price competition, drastic market deterioration forced severe conditions on sales.

Sales of tantalum capacitors in the first half continuously experienced a favorable increase in bottom-surface electrodes. In addition, strengthening the line-up of compact products resulted in strong sales. Nonetheless, in the second half, sales stagnated caused by overall deterioration of the market.

The production system for tantalum capacitors was strengthened at the plant in Thailand, and as a response to the price increase in raw materials, ROHM did its utmost to bring the cost down by constructing a start-to-finish production process for all elements.

<Displays>

Net sales for the year ended March 31, 2009 were 23,789 million yen (a decrease of 24.6 percent on a year-on-year basis).

In the printhead category, although those related to multifunction printers were firm in sales, image sensor heads for facsimile machines saw sluggish sales, and sales of small-size thermal printheads for miniaturized printers, which were robust during the first half, also decreased in the second half.

LED displays lost sales including a decrease in sales of LED display modules such as eight-character numeric displays. As for dot matrix-type LED display modules, sales in the first half were sluggish, although order acceptance has been rebounding since January 2009.

Regarding production systems, in accordance with the closing of ROHM Amagi Co., Ltd., which manufactured module products and supported the technologies of associated companies, production was integrated into the factory in Dalian, and ROHM did its utmost towards stabilization and efficiency improvement of production as well as cost reduction. The company also started practical application and sales of LED lighting, which is expected to be the next-generation lighting for energy saving that contributes to CO_2 reduction.

(2) Capital Expenditures

In this period, the Group invested 51,490 million yen in total in facilities to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining. The breakdown of the investment is as follows:

Facilities for Integrated Circuits Division	22,782	million yen
Facilities for Discrete Semiconductor Devices Division	15,973	million yen
Facilities for Passive Components Division	3,443	million yen
Facilities for Displays Division	3,096	million yen
Others (including buildings and other assets shared by divisions)	6,194	million yen

(3) Financing

The capital expenditures and others during this period were funded through internal funding. No financing through stock issuance, bond issuance and borrowing was carried out.

(4) Priority Issues

The financial crisis that deepened disarray in the U.S. has greatly affected the world's real economy, and we cannot predict business confidence in the future for every industry.

The electronics industry is expected to grow in the mid to long term due to increasing demand for digital home information equipment and more sophisticated automotive electronic control systems. However, in addition to worldwide economic deterioration, technological competition and price wars are also expected to intensify continuously. These factors mandate the increasing necessity of a constant supply of internationally competitive, innovative and high quality products and technologies with sustained efforts toward comprehensive cost reduction efforts.

Under these circumstances, the ROHM Group does its best with across-the-board efforts to improve business performance through the development of new, high value-added products and technologies in anticipation of future customer needs, improvement in quality and reliability by further enhancing its manufacturing technologies, reinforcement of production and sales organization, streamlining of corporate operations, as well as cost-cutting endeavors.

To exert the synergy effect achieved by mutually cooperating with OKI Semiconductor Co., Ltd., ROHM will make all-out efforts to restructure and strengthen the cooperative system with OKI Semiconductor in regard to its LSI business.

(5) Operating Results and Financial Position

(Millions of yen otherwise noted)

Item	Mar-2006	Mar-2007	Mar-2008	(Current period) Mar-2009
Net Sales	387,790	395,081	373,405	317,140
Ordinary Income	78,437	77,578	62,796	18,544
Net Income	48,304	47,446	31,931	9,837
Net Income per Share (yen)	416.39	413.56	284.66	89.76
Total Assets	951,441	962,602	870,972	809,185
Net Assets	787,214	817,818	755,872	709,840

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

3. Effective from the fiscal year ended March 31, 2007, the Company and subsidiaries adopted "Accounting Standard for Presentation of Net Assets in the Balance Sheet" (ASBJ, December 9, 2005, ASBJ Statement No.5) and "Guidance on Accounting Standard for Presentation of Net Assets in the Balance Sheet" (ASBJ, December 9, 2005, ASBJ Guidance No.8).

(Reference) Operating Results and Financial Position of the Company

(Millions of yen otherwise noted)

Item	Mar-2006	Mar-2007	Mar-2008	(Current Period) Mar-2009
Net Sales	360,870	359,802	333,279	247,537
Ordinary Income	38,035	42,392	33,244	21,419
Net Income	27,238	30,284	18,077	3,926
Net Income per Share (yen)	234.90	263.98	161.16	35.83
Total Assets	630,721	602,024	543,393	532,056
Net Assets	513,433	513,235	476,241	453,344

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

3. Effective from the fiscal year ended March 31, 2007, the Company adopted "Accounting Standard for Presentation of Net Assets in the Balance Sheet" (ASBJ, December 9, 2005, ASBJ Statement No.5) and "Guidance on Accounting Standard for Presentation of Net Assets in the Balance Sheet" (ASBJ, December 9, 2005, ASBJ Guidance No.8).

(6) Main Business

The Group’s main operations are the manufacturing and sales of electronic components.
Its major product lines are as follows;

Product Category		Major Products
Electronic Components	Integrated circuits	Monolithic ICs, Power Modules, Photo Link Modules
	Discrete semiconductor devices	Transistors, Diodes, Light Emitting Diodes, Laser Diodes
	Passive components	Resistors, Capacitors
	Displays	Thermal Heads, Image Sensor Heads, LED Displays, Others

(7) Main Business Sites

Name		Location
ROHM CO., LTD.	Head Office/Factory	Kyoto
	LSI Development Center	Kyoto
	Yokohama Technology Center	Kanagawa
	Nagoya Design Center	Aichi
	Yokohama Business Center	Kanagawa
	Tokyo Business Center	Tokyo
	Nishi-Tokyo Business Center	Tokyo
	Kyoto Business Center	Kyoto
	Shin-Osaka Business Center	Osaka
	Kobe Business Center	Hyogo
	Nagoya Business Center	Aichi
Manufacturing	ROHM HAMAMATSU CO., LTD.	Shizuoka
	ROHM WAKO DEVICE CO., LTD.	Okayama
	ROHM APOLLO DEVICE CO., LTD.	Fukuoka
	ROHM TSUKUBA CO., LTD.	Ibaraki
	ROHM FUKUOKA CO., LTD.	Fukuoka
	ROHM WAKO CO., LTD.	Okayama
	ROHM APOLLO CO., LTD.	Fukuoka
	ROHM MECHATECH CO., LTD.	Kyoto
	OKI SEMICONDUCTOR CO., LTD. *1	Tokyo
	OKI SEMICONDUCTOR MIYAGI CO., LTD. *1	Miyagi
	OKI SEMICONDUCTOR MIYAZAKI CO., LTD. *1	Miyazaki
	OKI SEMICONDUCTOR TAMA CO., LTD. *1	Tokyo
	ROHM KOREA CORPORATION	Korea
	ROHM ELECTRONICS PHILIPPINES, INC.	Philippines
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thailand
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	China
	ROHM ELECTRONICS DALIAN CO., LTD.	China
	ROHM WAKO ELECTRONICS (MALAYSIA) SDN., BHD.	Malaysia
	ROHM MECHATECH PHILIPPINES, INC.	Philippines
	ROHM MECHATECH THAILAND CO., LTD.	Thailand
	OKI (THAILAND) CO., LTD *1	Thailand
Sales	ROHM SEMICONDUCTOR U.S.A., LLC *2	U.S.A
	ROHM SEMICONDUCTOR GmbH *2	Germany
	ROHM SEMICONDUCTOR KOREA CORPORATION *2	Korea
	ROHM SEMICONDUCTOR TRADING DALIAN CO., LTD. *2	China
	ROHM SEMICONDUCTOR (SHANGHAI) CO., LTD. *2	China
	ROHM ELECTRONICS (SHENZHEN) CO., LTD.	China
	ROHM SEMICONDUCTOR (H.K.) CO., LTD. *2	China
	ROHM SEMICONDUCTOR TAIWAN CO., LTD. *2	Taiwan
	ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. *2	Singapore
	ROHM SEMICONDUCTOR (PHILIPPINES) CORPORATION *2	Philippines
	ROHM SEMICONDUCTOR (THAILAND) CO., LTD. *2	Thailand
	ROHM SEMICONDUCTOR (MALAYSIA) SDN. BHD. *2	Malaysia
	OKI SEMICONDUCTOR AMERICA, INC. *1	U.S.A
	OKI SEMICONDUCTOR EUROPE GmbH *1	Germany
	OKI SEMICONDUCTOR KOREA CO., LTD. *1	Korea
	OKI SEMICONDUCTOR SHANGHAI CO., LTD. *1	China
	OKI SEMICONDUCTOR HONG KONG LTD. *1	China
	OKI SEMICONDUCTOR TAIWAN INC. *1	Taiwan
	OKI SEMICONDUCTOR SINGAPORE PTE. LTD. *1	Singapore
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(Notes) *1. ROHM acquired 95% of the stock of OKI SEMICONDUCTOR CO., LTD. as of October 1, 2008, making it a ROHM subsidiary, and added OKI SEMICONCUCTOR., LTD.and its subsidiaries in its Main Business Sites.
*2. Renamed in or after November 2008.

ROHM SEMICONDUCTOR

(8) Employees

Number of Employees	(Change from the Previous Fiscal Year)	Average Service Years
22,034	(Increase by 1,495 employees)	8.7 years

(Notes) 1. The value of the average service years is rounded down to one decimal place.
2. The number of employees includes, in addition to full-time employees, 557 regular workers based on fixed-term employment contracts, who are excluded from the calculation of the average service years.

(9) Summary of Important Subsidiaries

Company Name	Capital	Voting Right Ratio by ROHM	Main Business
ROHM HAMAMATSU CO., LTD.	Million yen 400	100.00%	Manufacture of electronic components
OKI SEMICONDUCTOR CO., LTD	Million yen 20,000	95.00	Manufacture of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.00	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.00	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 12,990	100.00	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK$ 27,000	100.00	Sales of electronic components
ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.	Thousand S$ 90,630	100.00	Administrative responsibility for subsidiaries in Asia and sales of electronic components
ROHM U.S.A., INC.	Thousand US$ 133,642	100.00	Administrative responsibility for subsidiaries in North and South America

(Notes) 1. Amounts of capital and voting right ratios are rounded down to the nearest million (in yen) or the nearest thousand (in foreign currencies), and to two decimal places, respectively.
2. Voting Right Ratio by ROHM includes indirect holdings through subsidiaries.
3. ROHM acquired 95% of the stock of OKI SEMICONDUCTOR CO., LTD. as of October 1, 2008, making it a ROHM subsidiary.

2. Status of Shares

(1) Total Number of Shares Authorized to be Issued 300,000,000

(2) Total Number of Shares Issued 118,801,388

(3) Total Number of Shareholders as of March 31, 2009 28,213

(4) Major Shareholders (Top 10 Shareholders)

(Thousands of shares)

Name	Number of Shares Held
Rohm Music Foundation	8,000
Japan Trustee Service Bank Ltd. (Trust account)	7,549
Japan Trustee Service Bank Ltd. (Trust account 4G)	6,135
The Master Trust Bank of Japan, Ltd. (Trust account)	6,034
Northern Trust Co. (AVFC) Sub A/C American Clients	4,182
State Street Bank and Trust Company 505223	3,290
Bank of Kyoto Ltd.	2,606
Ken Sato	2,405
State Street Bank and Trust Company 505225	2,234
State Street Bank and Trust Company	2,183

(Notes) 1. The number of shares held is rounded down to the nearest thousand.
2. In addition to the above, the Company holds 9,230 thousand shares of treasury stock.

ROHM SEMICONDUCTOR

(5) Cancellation of Treasury Stock

ROHM decided to cancel a portion of its treasury stock in accordance with article 178 of the Companies Act.

1) Reasons for cancellation

ROHM had announced its new, Enhanced Shareholder Return Policy ("Policy") in April 2007 to return to shareholders not less than 100% of its consolidated free cash flow in each of the three years until the fiscal year ending March 2010, through dividends and share buybacks.

While the Board of Directors, as it recognizes that shareholders are important stakeholders of the company, plans to continue to repurchase its own shares in line with the Policy, and the balance of treasury stock is expected to be increased as a result, ROHM considered that it is important to set and disclose its basic policy for holding and utilizing the treasury stock in order to fulfill its accountability to shareholders. Specifically, ROHM will retain its treasury stock of approximately 5% of outstanding shares at maximum. At the same time, the Board of Directors will immediately cancel the excess portion of the treasury stock at the present (as of the end of March 2009), which will be cancelled in the end of May 2009. And in principle, those that will be acquired through future buybacks will all be cancelled in each fiscal year end. Treasury stock will be retained for future M&A opportunities.

2) Class of shares to be cancelled Common Stock

3) Number of shares to be cancelled 3,501,388 Shares
(Approximately 2.95% of total number of shares issued before cancellation)

4) Planned date of cancellation May 29, 2009

3. Directors and Company Auditors of the Company

(1) Directors and Company Auditors

Position	Name	Areas of Responsibility, Primary Positions, and Representation of Other Companies and Organizations
※President	Ken Sato*	Chairman of Rohm Music Foundation
Managing Director	Satoshi Sawamura	General Manager of Global Sales Headquarters
Managing Director	Naotoshi Watanabe	General Manager of Discrete Devices / Modules Production Headquarters
Director	Hidemi Takasu	General Manager of LSI General Headquarters
Director	Toru Okada	General Manager of Quality Assurance & Environmental Headquarters
Director	Nobuo Hatta	General Manager of Administrative Headquarters
Director	Osamu Hattori	General Manager of Asia Sales Headquarters and China Sales Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Hachiro Kawamoto	
Company Auditor (Full-Time)	Yoshiaki Shibata	
Company Auditor (Full-Time)	Hideo Iwata	
Company Auditor	Yasuhito Tamaki	Attorney at Law
Company Auditor	Shinya Murao	CPA
Company Auditor	Haruo Kitamura	CPA

(Notes) 1. * Representative Director.

2. Hachiro Kawamoto is the outside Director as provided in Article 2, Paragraph 15, of the Companies Act.

3. All of the five Company Auditors are the outside Company Auditors as provided in Article 2, Paragraph 16, of the Companies Act.

4. Company Auditors Shinya Murao and Haruo Kitamura are certified public accountants and are duly informed of finances and accounting.

5. Changes in the membership of the Board of Directors and the Board of Company Auditors during this fiscal year were as specified below.

(1) New appointments

1) Hachiro Kawamoto was newly elected and appointed as a Director at the 50th Ordinary General Shareholders Meeting of June 27, 2008.

2) Hideo Iwata was newly elected and appointed as a Company Auditor at the 50th Ordinary General

Shareholders Meeting of June 27, 2008.

(2) Retirements

1) Yoshiaki Nakano retired from the position of Company Auditor as of the closing of the 50th Ordinary General Shareholders Meeting of June 27, 2008 due to the expiry of his term of office.

(3) Changes in duties

Osamu Hattori's position was changed from General Manager of Asia Sales Headquarters to General Manager of Asia Sales Headquarters and China Sales Headquarters as of June 11, 2008.

(2) Total Remuneration for Directors and Company Auditors

Position	Number of Members	Remuneration
Directors	9	245 million yen
Company Auditors	6	62 million yen
Total	15	307 million yen

(Notes) 1. Directors' remuneration does not include the amount paid as salary for employees to those Directors who are also employees.

2. Total amount of Directors' remuneration is limited to 600 million yen per year based on the resolution of the 48th Ordinary General Shareholders Meeting held on June 29, 2006, and total amount of Company Auditors' remuneration is limited to 6 million yen per month based on the resolution of the 36th Ordinary General Shareholders Meeting held on June 29, 1994.

3. Directors' remuneration includes the amount of 32 million yen as bonuses for the Directors in the 51st fiscal year.

4. One Director is an Outside Director and all the Company Auditors are Outside Company Auditors. The total amount of their remuneration is 69 million yen.

(3) Main Activities of Outside Director and Company Auditors

Position	Name	Main Activity
Director	Hachiro Kawamoto	Attended 96 % of the 24 meetings of Board of Directors during the period between his appointment in June 2008 and the end of the fiscal year on March 31, 2009 (including participation in 15 written corporate resolutions). Provides opinions based on experience and knowledge as a longtime administrator of an incorporated school.
Company Auditor (Full-Time)	Yoshiaki Shibata	Attended 97% of the 31 meetings of Board of Directors during the fiscal year ended March 31, 2009 (including participation in 17 written corporate resolutions). Attended all the 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position and experience as the full-time Company Auditor.
Company Auditor (Full-Time)	Hideo Iwata	Attended 96 % of the 24 meetings of Board of Directors during the period between his appointment in June 2008 and the end of the fiscal year on March 31, 2009 (including participation in 15 written corporate resolutions), and attended all the 9 meetings of the Board of Company Auditors during the same period. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position as the full-time Company Auditor and based on experience and knowledge as a longtime administrator at a financial institution.
Company Auditor	Yasuhito Tamaki	Attended 87% of the 31 meetings of Board of Directors during the fiscal year ended March 31, 2009 (including participation in 17 written corporate resolutions). Attended all the 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a lawyer.
Company Auditor	Shinya Murao	Attended 84% of the 31 meetings of Board of Directors during the fiscal year ended March 31, 2009 (including participation in 17 written corporate resolutions). Attended all the 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a certified public accountant (CPA).
Company Auditor	Haruo Kitamura	Attended 84% of the 31 meetings of Board of Directors during the fiscal year ended March 31, 2009 (including participation in 17 written corporate resolutions). Attended all the 14 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a CPA.

4. Independent Auditor

(1) Name of the Independent Auditor

Deloitte Touche Tohmatsu

(2) Remuneration for the Independent Auditor for the 51st Fiscal Year 95 million yen

The audit engagement between the Company and its independent auditor Deloitte Touche Tohmatsu does not and actually cannot distinguish between remuneration based on the Companies Act and remuneration based on the Financial Instruments and Exchange Act. For this reason, the amount above includes the aggregate sum of these amounts.

(3) Policy Regarding Decision to Dismiss or Not to Reappoint Independent Auditor

The Company's Board of Company Auditors may dismiss the Independent Auditor based on a unanimous decision when the Board of Company Auditors has decided that the Independent Auditor violated or infringed such laws as the Companies Act or the Certified Public Accountants Law or have offended public order or morals.

The Directors may propose not to reappoint the Independent Auditor at the General Shareholders Meeting with an agreement of the Board of Company Auditors or upon request of the Board of Company Auditors when it is deemed difficult for the Independent Auditors to perform audits properly due to an event that may damage their qualification or independence.

(4) Total Remuneration for the Independent Auditors to be Paid by the Company and Its Subsidiaries

148 million yen

(Note) Among ROHM group's significant subsidiaries, financial statements of the six overseas subsidiaries are audited (in compliance with the foreign laws or regulations that correspond to the Companies Act) by certified public accountants or auditing firms (including those who have commensurate licenses in foreign countries) other than the Company's Independent Auditor.

5. Corporate System and Policies of ROHM Group

(1) Corporate System to Ensure the Compliance of the Execution of Duties of the Directors under the Laws, Regulations and the Articles of Incorporation, and to Ensure Proper Operation

Regarding the reinforcement of the internal control system as one of the major corporate missions, ROHM group intends to carry out its corporate social responsibilities not only by ensuring the reliability of the Group's financial reports but also by maintaining compliance of the operational processes of the entire Group. Concerning the basic policies to build the internal control system and the improvement of the system, ROHM group places emphasis on the below-listed points specifically.

1) The system to ensure the compliance of the execution of duties of the Directors under the laws, and the Articles of Incorporation

(a) Directors' violation of applicable laws, regulations, or the Articles of Incorporation should be prevented when they perform their duties, based on the ROHM Group Business Conduct Guidelines and the Basic Rules of the Board of Directors.

(b) The Director or Directors who are highly informed in a specific field should be responsible for the duties related to the field, while all Directors should hold discussions and monitor each other on a daily basis concerning the individual fields.

(c) Should a Director be found having committed an illegal act by another Director or a Company Auditor, it should be promptly reported to the Board of Directors or the Board of Company Auditors.

(d) The Compliance Hotline (the internal hotline system) should be created to discover any illegal conduct of Director and to prevent recurrence.

(e) In addition to one Outside Director, all five Outside Auditors should constantly check that Directors perform their duties in compliance with laws, regulations, and the Articles of Incorporation.

2) System to save and control information related to Directors' performance of duties

(a) The minutes of general shareholders meetings and documents related thereto, the minutes of the meetings of the Board of Directors and documents related thereto, executive proposals, and the agreements and other events that may affect Directors' performance of their duties, such as documents used to plan projects for individual fiscal years, should be saved in writing. The documents should be saved and controlled in compliance with laws, regulations, and in-house rules.

(b) The directions and notices provided to Group companies or in-house divisions concerned shall be issued in writing as a rule. The directions and notices shall be saved so as to be presented at any time when requested by Directors, Company Auditors or other authorized parties.

(c) Information related to Directors' performance of duties should be kept and controlled duly by relevant sections or divisions concerned, and insider information should be disclosed properly at the right time through the Company's public relations operations under the control of the Information Disclosure Committee.

3) Rules and other systems to control the risk of loss

(a) To comprehensively control and supervise risks, a Risk Control Committee should be organized and risk control policies should be created based on the risk control rules established by this committee. The Risk Control Committee should identify and analyze all the risks that may occur in the course of performing business operations, establish measures against such risks, and control and verify the activities of the sections and divisions that are primarily responsible for controlling respective risks.

(b) In-house committees and specialized work groups, such as the Corporate Safety and Health Committee, Fire Prevention Committee and Environmental Conservation Committee, should perform daily activities so as to preclude safety risks and environmental risks and should implement proper actions if any risk actually eventuates.

(c) As a corporate effort to eradicate antisocial groups, a Risk Management Office should be established in the Department of General Affairs. The Office should cooperate and exchange information with external specialist organizations such as the police department, promote specific actions and perform them thoroughly, to eradicate antisocial groups. In-house regulations should be established to eradicate antisocial groups and should be strictly observed. All employees should be informed by the ROHM Group Action Policy distributed to all employees, or by other means, that they must take a firm stand against antisocial groups. The necessity of taking a firm stand against antisocial groups should be communicated to all employees through various in-house training sessions.

4) System to ensure that Directors perform their duties efficiently

(a) The Board of Directors should consist of a small number of Directors authorized to execute business operations to realize prompt executive decision-making.

(b) The Board of Directors should consist of Directors who are highly experienced in different fields. The Board should divide duties to different Directors and the Director in charge of that certain field should perform the specific duties of that field.

(c) Issues that may have a considerable influence on corporate management should be examined and resolved by in-house project teams established separately for individual issues, and prompt decisions should be made by the meeting of Board of Directors or executive proposals as appropriate based on the Articles of Incorporation and internal rules.

(d) The in-house standards that document the in-house control procedures regarding various managerial issues such as risk control and information control should be strictly observed.

(e) To increase the competitiveness of the Group and to ensure a fair amount of profits, business performance targets should be established as part of annual profit-raising projects for the entire company and individual divisions, and business performance should be controlled based on the projects and targets.

5) System to ensure that employees perform their duties in compliance with laws, regulations, and the Articles of Incorporation

(a) The Compliance Committee should be organized and across-the-group compliance actions should be taken by implementing the ROHM Group Business Conduct Guidelines. The leader of each division in each Group company should be nominated as a compliance leader to raise the awareness of importance of compliance and ensure compliance in each division.

(b) To cope with proprietary laws and regulations in an efficient manner, not only the Compliance Committee but also various other committees, such as the Information Disclosure Committee, Corporate Safety and Health Committee, and Environmental Conservation Committee, should be committed to such actions as checking the status of the entire Group and performing educational activities.

(c) Under the control of the Information Disclosure Committee, individual sections and divisions should properly control insider information and educate employees and raise their awareness of the importance of strict information handling, to prevent insider trading.

(d) The internal control system should be established and reinforced to ensure proper financial reporting ensured through adherence to the evaluation and audit systems concerning the internal control of financial reporting.

(e) The Compliance Hotline (the internal hotline system) should be created to discover the illegal conduct of employees and to prevent any recurrence of illegal conduct.

(f) Internal audits should be performed to check the status of business operations, to ensure compliance with laws, regulations, and the Articles of Incorporation, and to make improvements to streamline corporate operations.

6) System to ensure compliance of the Group's corporate operations

(a) Written standards applicable to the entire ROHM group should be established and implemented.

(b) The Company or its subsidiaries should monitor the compliant business operations of Group companies by appointing their employees to Group companies' Board of Directors or Company Auditors.

(c) A compliance system should be created in each subsidiary, modeled after the system of the Company, thus expanding corporate compliance activities and reinforcing combined efforts between the Company and subsidiaries.

(d) A system should be operated that requires the Board of Directors' resolution or an executive decision at the Company to settle critical issues at subsidiaries, thus enabling the Company's relevant divisions to control Group companies comprehensively.

(e) An internal control system that includes the Company and significant subsidiaries should be established and reinforced through a framework that ensures compliant financial reporting and through efforts to conform to the auditing system.

(f) The Company's auditing division should perform internal audits.

7) Issues related to the employees hired upon the request of a Company Auditor to assist the Auditor's duties when requested by a Company Auditor, staffs that have proper capabilities should be placed.

8) Independence of the above employees from Directors

The staff of Company Auditors should be independent of duties related to the execution of corporate business. The employment and transfer of Company Auditors' staff should need approval in advance from the Board of Company Auditors. In the evaluation of their work performance, opinions from the Board of Company Auditors shall be respected.

9) System for Directors and employees to report to Company Auditors, and other systems for reporting to Company Auditors

(a) Each Director should report to Company Auditors, whenever necessary, regarding whether or not there is any illegal conduct in the performance of duties as Directors, any neglect in the obligation of being duly conscious as good Directors, any fact that may damage the Company considerably, etc.

(b) The meetings of committees, such as the Compliance Committee, Risk Control Committee, and Information Disclosure Committee, should be attended by full-time Company Auditors as observers, and also reported to the Company Auditors periodically by submitting proceedings or by other appropriate means.

(c) A system should be retained where the status and results of business operations can be properly reported to Company Auditors through executive proposals and reports.

10) Other systems to ensure that the audits by Company Auditors are performed effectively

(a) Concerning the status of the operation of the internal control system, Directors should report to the Board of Company Auditors where requested.

(b) The internal audit division should be enhanced substantially and the cooperation with Company Auditors should be reinforced.

(c) All Company Auditors should be Outside Auditors. The Board of Company Auditors should be a strongly independent group consisting of diversified experts, including legal specialists, accounting specialists, and those who used to work for financial institutions.

(2) Basic Policies Related to the Company's Ownership Control

1) Basic Policies

The Company'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 in large volumes to the global market. We believe that fulfilling this mission creates and enhances total long-term corporate value, and at the same time promotes the common interests of all of our stakeholders including our shareholders. We understand that the Board of Directors, delegated by the shareholders, is responsible for further enhancing corporate value by fulfilling the above mission and making consistent managerial efforts for sustainable growth.

As for so-called takeover defenses, the Company believes that the best strategy is to achieve a higher stock price as well as to gain, to the fullest extent, the confidence of its shareholders by mutual communications through ongoing and comprehensive investor relations activities. And if a takeover proposal is put forward, we consider that the ultimate decision as to whether or not to accept the takeover proposal should be made by the shareholders of that time. The Company considers that, in the process of the ultimate decision making, it is not acceptable that the Board of Directors make random judgments in order to protect their own interests, for instance. Moreover, the Company has determined that it is one of the duties of the Board of Directors for securing and improving the corporate value and the common interests of the shareholders to adopt fair and appropriate measures beforehand, so that the Company's shareholders can make an informed judgment based on sufficient information and within a reasonable time period.

2) Specific Measures

Based on the above basic policies, ROHM decided at the meeting of the Board of Directors held on May 11, 2006 to adopt the "Fair Rules for the Acquisition of Substantial Shareholdings" (the "Plan"), which was designed to enable the shareholders to make an informed judgment in accordance with a fair and highly transparent procedure.

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" should not be applied to the case where a person who acquired shares intends to make a "significant proposal concerning involvement in management" and requires such person to submit the "Large Shareholdings Report" 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 and to ask questions to the tender offeror. 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, at the meeting of the Board of Directors held on May 11, 2009, 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 Company 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 Act 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 Company Auditors and outside experts.

ROHM SEMICONDUCTOR

Consolidated Balance Sheet

As of March 31, 2009

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**464,187**	**Current liabilities**	**68,325**
Cash and time deposits	247,960	Notes and accounts payable-trade	15,722
Notes and accounts receivable-trade	63,991	Other accounts payable	28,192
Securities	43,293	Accrued income taxes	1,017
Merchandise and finished products	22,241	Deferred tax liabilities	3,704
Work in process	44,859	Provision for business structure improvement	6,011
Raw materials and supplies	22,300	Other	13,676
Prepaid pension cost	3,409		
Deferred tax assets	7,986		
Refundable income taxes	2,433	**Long-term liabilities**	**31,019**
Other	6,207	Deferred tax liabilities	14,832
Allowance for doubtful notes and accounts	△ 497	Liability for employees' retirement benefits	12,216
		Other	3,969
Fixed assets	**344,998**	**Total liabilities**	**99,344**
Tangible fixed assets	**282,239**		
Buildings and structures	97,898	(Net assets)	
Machinery, equipment and vehicles	75,136		
Tools and furniture	8,399	**Shareholders' equity**	**777,395**
Land	84,391	Common stock	86,969
Construction in progress	16,412	Capital surplus	102,403
		Retained earnings	679,996
Intangible fixed assets	**22,462**	Treasury stock	△ 91,973
Goodwill	19,406		
Other	3,055	**Valuation and translation adjustments**	**△ 69,587**
		Net unrealized gain on available-for-sale securities	168
Investments and other assets	**40,296**		
Investment securities	29,877	Foreign currency translation adjustments	△ 69,756
Deferred tax assets	4,091		
Other	6,680		
Allowance for doubtful accounts	△ 352	**Minority interests**	**2,033**
		Total net assets	**709,840**
Total assets	**809,185**	**Total liabilities and net assets**	**809,185**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

ROHM SEMICONDUCTOR

Consolidated Statement of Income

From April 1, 2008 to March 31, 2009

(Millions of yen)

Accounts	Amount	
Net sales		317,140
Cost of sales		217,282
Gross profit		**99,858**
Selling, general and administrative expenses		89,318
Operating income		**10,540**
Non-operating income		
Interest income	5,416	
Foreign currency exchange gains	3,156	
Other	1,204	9,777
Non-operating expenses		
Equity in losses of subsidiaries and associated companies	1,464	
Other	308	1,773
Ordinary income		**18,544**
Extraordinary gains		
Gain on sale of fixed assets	138	
Gain on sale of investment securities	183	
Subsidy	423	745
Extraordinary losses		
Loss on sale/disposal of fixed assets	1,211	
Impairment loss on fixed assets	11,908	
Loss on reductions of fixed assets	403	
Loss on valuation of investment securities	6,792	
Special retirement expense	15,000	
Business structure improvement expenses	9,494	44,810
Loss before income taxes and minority interests		**△ 25,520**
Income taxes - current	6,156	
Income taxes - deferred	△ 39,931	△ 33,774
Minority interests in net loss		1,582
Net income		**9,837**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Consolidated Statement of Changes in Net Assets

From April 1, 2008 to March 31, 2009

(Millions of yen)

	Shareholders' Equity					Valuation and Translation Adjustments				
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Net Unrealized Gain on Available-for-Sale Securities	Foreign Currency Translation Adjustments	Total Valuation and Translation Adjustments	Minority Interests	Total Net Assets
Balance as of March 31, 2008	86,969	102,403	695,117	△ 91,953	792,537	1,901	△ 38,893	△ 36,991	326	755,872
Adjustment of retained earnings due to an adoption of PITF No. 18			319		319					319
Changes in the year										
Dividends			△ 25,202		△ 25,202					△ 25.202
Net income			9,837		9,837					9,837
Purchase of treasury stock				△ 20	△ 20					△ 20
Other			△ 76		△ 76					△ 76
Net changes in items other than shareholders' equity						△ 1,733	△ 30,862	△ 32,596	1,706	△ 30,890
Total changes in the year	-	-	△ 15,441	△ 20	△ 15,461	△ 1,733	△ 30,862	△ 32,596	1,706	△ 46,351
Balance as of March 31, 2009	86,969	102,403	679,996	△ 91,973	777,395	168	△ 69,756	△ 69,587	2,033	709,840

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

ROHM SEMICONDUCTOR

Notes to Consolidated Financial Statements

Notes to Basis in Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries 53

(2) Names of significant consolidated subsidiaries

ROHM HAMAMATSU CO., LTD.
ROHM ELECTRONICS PHILIPPINES, INC.
ROHM SEMICONDUCTOR (CHINA) CO., LTD.
ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.
OKI SEMICONDUCTOR CO., LTD.
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.
ROHM SEMICONDUCTOR (H.K.) CO., LTD.
ROHM U.S.A., INC.

16 subsidiaries were added into and 3 subsidiaries were removed from the scope of consolidation for the fiscal year ended March 31, 2009.

Increase (16 companies)

(ROHM CO., LTD. ("The Company") acquired the stock of OKI SEMICONDUCTOR CO., LTD. ("OKI") as of October 1, 2008. As a result, OKI and its 15 subsidiaries (out of 17) also became the Company's consolidated subsidiaries.)

OKI SEMICONDUCTOR CO., LTD.
OKI SEMICONDUCTOR MIYAGI CO., LTD.
OKI SEMICONDUCTOR MIYAZAKI CO., LTD.
OKI SEMICONDUCTOR TAMA CO., LTD.
OKI MICRO DESIGN CO., LTD.
OKI TECHNOCOLLAGE INC.
OKI NETWORK LSI CO., LTD
OKI ENVIRONMENT TECHNOLOGY INC.
OKI THAILAND CO., LTD
OKI SEMICONDUCTOR AMERICA INC.
OKI SEMICONDUCTOR EUROPE GmbH
OKI SEMICONDUCTOR KOREA CO., LTD.
OKI SEMICONDUCTOR SHANGHAI CO., LTD.
OKI SEMICONDUCTOR HONG KONG LTD.
OKI SEMICONDUCTOR TAIWAN INC.
OKI SEMICONDUCTOR SINGAPORE PTE. LTD.

Decrease (3 companies)

NARITAGIKEN CO., LTD.

(The subsidiary mentioned above is small in terms of total assets, net sales, net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership), and others, and the unconsolidated subsidiaries have no material impact as a whole on the consolidated financial statements. The subsidiary is thus removed from the scope of consolidation.)

OKI MICRO DESIGN CO., LTD. (Merged with OKI on Jan 21, 2009.)
OKI TECHNOCOLLAGE INC. (Merged with OKI on Jan 21, 2009.)

(3) Name of significant unconsolidated subsidiary

NARITAGIKEN CO., LTD.

(The reason why NARITAGIKEN CO., LTD. was removed from the scope of consolidation is stated in Section (2), "Names of significant subsidiaries.")

2. Application of Equity Method

(1) Number of unconsolidated subsidiaries accounted for by the equity method 0

(2) Number of associated companies accounted for by the equity method 1

(3) Names of significant associated companies accounted for by the equity method NORSTEL AB

Tri Tec Corporation and three other associated companies are small in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership), and others. Unconsolidated subsidiaries and associated companies not accounted for by the equity method have no material impact as a whole on the consolidated financial statements. The companies are thus removed from the scope of application of the equity method.

(4) Names of significant unconsolidated subsidiaries and associated companies not accounted for by the equity method

(Unconsolidated subsidiary)

NARITAGIKEN CO., LTD

(Associated company)

Lumiotec Inc.

The unconsolidated subsidiaries and associated companies not accounted for by the equity method are small in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership) and others; they have no material impact as a whole on the consolidated financial statements and are thus removed from the scope of application of the equity method.

3. Fiscal Year of Subsidiaries

The fiscal year end date of eight consolidated subsidiaries, including ROHM SEMICONDUCTOR (CHINA) CO., LTD., is December 31 and is different from that of the consolidated balance sheet date, March 31.

The financial statements of these subsidiaries as of the provisional closing date of March 31 were used for consolidation purposes.

4. Accounting Policies

(1) Valuation basis and method for significant assets

1) Securities

Marketable securities classified as available-for-sale securities are reported at fair value (on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of net assets. The cost of available-for-sale securities sold is principally determined based on the moving average method. Non-marketable securities are stated at cost determined by the moving average method.

2) Inventories

Inventories are stated principally at cost determined by the moving average method. (The amounts recorded on the balance sheet are written down based on the decrease of profitability.)

(2) Depreciation of significant fixed assets

Tangible fixed assets

1) Tangible fixed assets excluding leased assets

Depreciation of tangible fixed assets is computed principally by the declining-balance method, while the straight-line method is applied to buildings (excluding fixtures) acquired by the Company or its domestic subsidiaries on and after April 1, 1998.

The estimated useful life of buildings and structures is 3 to 50 years, and that of machinery, equipment and vehicles is 2 to 10 years.

2) Leased assets

Lease assets related to finance leases other than that deem to transfer ownership of the leased property to the lessee

Lease assets are depreciated on a straight-line method, over the leased periods as their useful lives and with no residual value.

If the inception date of finance lease transaction without transfer of ownership is prior to April 1, 2008, such transaction will continue to be accounted for as operating leases.

(3) Accounting for significant allowances

1) Allowance for doubtful notes and accounts

In order to provide for doubtful notes and accounts, allowance for ordinary receivable is provided based on past actual bad debt ratio, and allowance for certain identified doubtful receivables is provided based on individually estimated collectability.

2) Liability for employees' retirement benefits

Liability for employees' retirement benefits is stated based on the projected benefit obligations and plan assets at the balance sheet date.

3) Provision for business structure improvement

Provision for business structure improvement is provided based on an estimate of future expenses and losses that will incur in the process of business restructuring.

(4) Translation of foreign currencies

All monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the consolidated income statement to the extent that they are not hedged by forward exchange contracts.

The balance sheet accounts of foreign subsidiaries are translated into Japanese yen at the current exchange rate as of the balance sheet date except for shareholders' equity, which is translated at the historical rate. Differences arising from such translation were shown as "Foreign currency translation adjustments" and “Minority interest” in a separate component of net assets. Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen at the average exchange rate.

(5) Hedge accounting

1) Hedge accounting

Accounts receivables denominated in foreign currencies for which foreign exchange forward contracts are used to hedge the foreign currency fluctuations are translated at the contracted rate.

2) Hedging instruments and hedged assets/liabilities

Hedging instruments and hedged assets/liabilities are as follows:

(Hedging instruments)	(Hedged assets/liabilities)
Foreign exchange forward contracts	Accounts receivables in foreign currencies

3) Hedging policy

The Company and consolidated subsidiaries use derivative financial instruments only as a means to hedge foreign currency exchange and interest rate risks.

4) Assessment of hedge effectiveness

The Company and consolidated subsidiaries confirm that hedging instruments meet the criteria for the hedge accounting described in "1) Hedge accounting."

(6) Other significant conditions in preparing consolidated financial statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

5. Evaluation of Assets and Liabilities of Consolidated Subsidiaries on the Day of Acquiring Control Thereof

Fair market value method is used to evaluate all assets and liabilities of acquired subsidiaries.

6. Amortization of Goodwill and Negative Goodwill

Both goodwill and negative goodwill are amortized over a period of five years, unless deemed immaterial.

7. Changes in Basis in Preparing Consolidated Financial Statements

(Accounting standard for measurement of inventories)

Inventories held for sale in the ordinary course of business were formerly stated principally at cost, determined by the moving average method. Effective from the year ended March 31, 2009, the Company and consolidated subsidiaries applied “Accounting Standard for Measurement of Inventories” (Accounting Standards Board of Japan (“ASBJ”), July 5, 2006, ASBJ Statement No.9), and stated inventories principally at cost, determined by the moving average method (the amounts recorded in the balance sheet are written down based on the decrease of profitability).

The effect of this change was to decrease operating income and ordinary income by 3,184 million yen, respectively, and to increase loss before income taxes and minority interests by 3,184 million yen.

(Application of "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements")

Effective from the year ended March 31, 2009, the Company and consolidated subsidiaries applied "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements" (ASBJ, May 17, 2006, ASBJ Practical Issues Task Force ("PITF") No.18), and made necessary adjustments to the consolidated financial statements.

The effect of this change to income is immaterial.

(Accounting Standards for Leases)

Effective from the year ended March 31, 2009, the Company and consolidated subsidiaries applied "Accounting Standard for Lease Transactions" (ASBJ, March 30, 2007, ASBJ Statement No.13, which revised the previous accounting standard for lease transactions issued in June 17, 1993) and "Guidance on accounting standard for lease transactions" (ASBJ, March 30, 2007, ASBJ Guidance No. 16, which revised the former guidance issued on January 18, 1994.)

The effect of this change to income is immaterial.

If the inception date of finance lease transaction without transfer of ownership is prior to April 1, 2008, such transaction will continue to be accounted for as operating leases.

Changes in Presentation

(Consolidated Balance Sheet)

"Inventories" for the year ended March 31, 2008, was reclassified into "Merchandise and finished products", "Work in process" and "Raw materials and supplies" for the year ended March 31, 2009. The amounts of "Merchandise and finished products", "Work in process" and "Raw materials and supplies" included in "Inventories" were 22,088 million yen, 31,849 million yen, and 21,479 million yen, respectively, for the year ended March 31, 2008.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

535,839 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 674 million yen received as fire insurance benefits and other, and 902 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings and structures	515 million yen
Machinery, equipment and vehicles	782
Tools and furniture	0
Land	277

3. Guarantee Liabilities

The Company and consolidated subsidiaries guarantee employees' loans from banks.

Employees (housing loans)	530 million yen

4. Assets to Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	1,539 million yen
Investment securities (bond)	225 million yen

Notes to Consolidated Statement of Changes in Net Assets

1. Number of Outstanding Shares as of March 31, 2009

Common stock	118,801,388 shares

2. Dividends

(1) Dividends paid

(Resolution)	Class of Stocks	Total Amount of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 27, 2008	Common stock	18,079 million yen	165.00 yen	March 31, 2008	June 30, 2008
Meeting of the Board of Directors held on November 6, 2008	Common stock	7,122 million yen	65.00 yen	September 30, 2008	December 5, 2008

(2) Dividends for the fiscal year ended March 31, 2009, to be distributed after the end of the year

(Scheduled Resolution)	Class of Stocks	Total Amount of Dividends	Source of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 26, 2009	Common stock	7,122 million yen	Retained earnings	65.00 yen	March 31, 2009	June 29, 2009

Notes to Per Share Information

Net assets per share	6,459.80 yen
Net income per share	89.76 yen

Notes to Retirement Plans

1. Summary of Retirement Plans

The Company and certain consolidated domestic subsidiaries have defined benefit pension plans, namely, non-contributory funded defined benefit pension plans, contributory funded defined benefit pension plan and lump-sum payment plans, as well as defined contribution pension plans.

Contributory funded defined benefit pension plan was added since OKI and certain subsidiaries became the Company's consolidated subsidiaries in October 2008.

Some consolidated overseas subsidiaries have defined contribution pension plans in addition to defined benefit pension plans.

2. Net Liability for Retirement Benefits (As of March 31, 2009)

(1) Projected benefit obligation	△ 40,884 million yen
(2) Fair value of plan assets	25,053
(3) Unfunded benefit obligation [(1) + (2)]	△ 15,830
(4) Unrecognized actuarial loss	7,023
(5) Net liability [(3) + (4)]	△ 8,807
(6) Prepaid pension cost	3,409
(7) Liability for retirement benefits [(5) - (6)]	△ 12,216

3. Net Periodic Pension Costs (For the fiscal year ended March 31, 2009)

(1) Service cost	1,939 million yen
(2) Interest cost	750
(3) Expected return on plan assets	△ 626
(4) Recognized actuarial loss	237
(5) Other	375
(6) Net periodic pension costs [(1) + (2) + (3) + (4) + (5)]	2,676

(Notes) 1. The amount of "(5) Other" consists mainly of payments to the defined contribution pension plans.

2. In addition to the net periodic pension costs stated above, the Company and consolidated subsidiaries have recorded "Special retirement expense" in the amount of 15,000 million yen as extraordinary loss. The Company and consolidated subsidiaries also recorded an estimated amount of special retirement expense of 7,500 million yen which was included in "Business structure improvement expenses" in extraordinary losses.

4. Assumptions for Calculating Projected Benefit Obligations and Other

(1) Allocation method of the retirement benefits expected to be paid at the retirement date	Straight-line method or Point method
(2) Discount rate	2.0 ~ 2.1%
(3) Expected rate of return on plan assets	0.5 ~2.0%
(4) Amortization period of prior service credit (Straight-line method from the year when the credit accrued)	10 years
(5) Recognition period of actuarial gain/loss (Straight-line method from the year following the year when the differences accrued)	10 ~ 14 years

Notes to Impairment Loss on Fixed Assets

The Company and consolidated subsidiaries recognized impairment loss for the following asset group for the fiscal year ended March 31, 2009.

Use of Asset	Location	Account	Impairment Loss (millions of yen)
Idle assets	Hachioji, Tokyo Metropolis	Buildings and structures	3,514
		Machinery, equipment and vehicles	775
	Asakura, Fukuoka Prefecture	Buildings and structures	1,530
		Land	398
	Fukuoka Prefecture, Okayama Prefecture, and other	Buildings and structures	837
		Machinery, equipment and vehicles	1,901
		Tools and furniture	512
		Land	738
	China, and other	Machinery, equipment and vehicles	468
Laser diode production equipment	Kasaoka, Okayama Prefecture	Machinery, equipment and vehicles	63
	China	Machinery, equipment and vehicles	1,167
Total			11,908

To determine impairment loss on fixed assets, the Company and consolidated subsidiaries classifies operating assets according to the groupings used in management accounting, by which income and expenditure are controlled continually, while counting each of the individual idle assets as a stand-alone asset group.

It was judged that the idle assets listed above are unlikely to be used in the future, and as for the laser diode production equipment listed above, business performance is not expected to recover in a short period of time based on the current business plan. Accordingly, their book values were reduced to the recoverable amounts, and the reduced amounts were recorded as “Impairment loss on fixed assets” in extraordinary losses.

The recoverable amounts of idle assets were measured at their net selling prices, which were calculated based on the appraised real-estate value, etc. for land, and based on reasonable estimation in consideration of market value for other assets. The recoverable amount of the laser diode production equipment was measured at its value in use and the discount rate used for consumption of present value of future cash flows was 8.8%.

Notes to Business Structure Improvement Expenses

Business structure improvement expenses are expenses and losses related to liquidation of a subsidiary and other restructuring activities such as personnel reduction.

Notes to Other Additional Information

(Effect of change in Japanese tax regulations to treat dividends from overseas subsidiaries as non-taxable income)

Prior to the year ended March 31, 2008, the Company recorded income taxes in order to provide for future income taxes on dividends in connection with undistributed earnings of overseas subsidiaries. The revised Corporation Tax Act issued on March 31, 2009 changed tax regulations in Japan to treat a large share of dividends from overseas subsidiaries as non-taxable income. As a result, future income tax payments were expected to decrease, and the Company partially reversed income tax expenses recorded in prior years. The effect of this change was to increase net income by 49, 577 million yen for the year ended March 31, 2009.

Independent Auditors' Report on Consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 6, 2009

To the Board of Directors of
ROHM CO., LTD.:

Deloitte Touche Tohmatsu

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Yoshifumi Tsutsumi

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of March 31, 2009 of ROHM CO., LTD. (the "Company") and consolidated subsidiaries, and the related statements of income and changes in net assets, and the related notes for the fiscal year from April 1, 2008 to March 31, 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and consolidated subsidiaries as of March 31, 2009, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Non-consolidated Balance Sheet

As of March 31, 2009

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**199,020**	**Current liabilities**	**39,022**
Cash and time deposits	70,189	Accounts payable-trade	23,900
Notes receivable-trade	793	Other accounts payable	9,811
Accounts receivable-trade	42,170	Accrued expenses	4,660
Securities	31,935	Deposits received	533
Merchandise and finished products	10,616	Other	115
Work in process	2,086		
Raw materials and supplies	4,401	**Long-term liabilities**	**39,689**
Prepaid expenses	323	Long-term loan payable	37,327
Prepaid pension cost	755	Other long-term liabilities	2,361
Deferred tax assets	7,389		
Short-term loan receivable	15,231		
Accounts receivable-other	10,607		
Corporate tax receivable	1,694		
Other	825	**Total liabilities**	**78,711**
Fixed assets	**333,035**	(Net assets)	
Tangible fixed assets	**69,800**		
Buildings	17,476	**Shareholders' equity**	**453,143**
Structures	648	Common stock	86,969
Machinery and equipment	5,371	Capital surplus	97,253
Vehicles	2	Additional paid-in capital	97,253
Tools and furniture	789	Retained earnings	360,894
Land	41,766	Legal reserve	2,464
Construction in progress	3,744	Other retained earnings	358,429
Intangible fixed assets	**2,106**	Reserve for research and development	1,500
Patent rights and other	2,106	Reserve for losses of overseas investments	55
Investments and other assets	**261,129**	Other reserve	353,500
Investment securities	27,912	Retained earnings carried forward	3,374
Investments in subsidiaries and associated companies	146,991	Treasury stock	△ 91,973
Bonds of subsidiaries and associated companies	225	**Valuation and translation adjustments**	**200**
Long-term loan receivable	85,792	Net unrealized gain on available-for-sale securities	200
Long-term prepaid expenses	95		
Deferred tax assets	3,863		
Other	1,644		
Allowance for doubtful accounts	△ 5,396		
		Total net assets	**453,344**
Total assets	**532,056**	**Total liabilities and net assets**	**532,056**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Non-consolidated Statement of Income

From April 1, 2008 to March 31, 2009

(Millions of yen)

Accounts	Amount	
Net sales		247,537
Cost of sales		189,416
Gross profit		**58,121**
Selling, general and administrative expenses		53,258
Operating income		**4,862**
Non-operating income		
Interest and dividends income	13,960	
Foreign currency exchange gains	1,680	
Other	1,656	17,297
Non-operating expenses		
Interest expenses	704	
Other	36	740
Ordinary income		**21,419**
Extraordinary gains		
Gain on sale of fixed assets	217	
Gain on sale of investment securities	78	
Gain on reversal of allowance for doubtful accounts	11	307
Extraordinary losses		
Loss on sale/disposal of fixed assets	734	
Impairment loss on fixed assets	325	
Loss on valuation of investment securities	6,756	
Loss on valuation of stocks of subsidiaries and associated companies	1,174	
Provision for doubtful accounts of subsidiaries and associated companies	1,630	
Special retirement expense	1,520	12,141
Income before income taxes		**9,585**
Income taxes - current	1,358	
Income taxes - deferred	4,300	5,658
Net income		**3,926**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

ROHM SEMICONDUCTOR

Non-consolidated Statement of Changes in Net Assets

From April 1, 2008 to March 31, 2009

(Millions of yen)

	Shareholders' Equity										
		Capital Surplus		Retained Earnings							
					Other Retained Earnings						
	Common Stock	Additional Paid-in Capital	Total Capital Surplus	Legal Reserve	Reserve for Research and Development	Reserve for Losses of Overseas Investments	Other Reserve	Retained Earnings Carried Forward	Total Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance as of March 31, 2008	86,969	97,253	97,253	2,464	1,500	48	353,500	24,656	382,169	△ 91,953	**474,439**
Changes in the year											
Reserve for losses of overseas investments						9		△ 9	-		**-**
Reversal of reserve for losses of overseas investments						△ 3		3	-		**-**
Dividends								△ 25,202	△ 25,202		**△ 25,202**
Net income								3,926	3,926		**3,926**
Purchase of treasury stock										△ 20	**△ 20**
Net changes in items other than shareholders' equity											
Total changes in the year	-	-	-	-	-	6	-	△ 21,281	△ 21,275	△ 20	**△ 21,295**
Balance as of March 31, 2009	86,969	97,253	97,253	2,464	1,500	55	353,500	3,374	360,894	△ 91,973	**451,143**

	Valuation and Translation Adjustments		
	Net Unrealized Gain on Available-for-Sale Securities	Total Valuation and Translation Adjustments	Total Net Assets
Balance as of March 31, 2008	1,802	**1,802**	**476,241**
Changes in the year			
Reserve for losses of overseas investments			**-**
Reversal of reserve for losses of overseas investments			**-**
Dividends			**△ 25,202**
Net income			**3,926**
Purchase of treasury stock			**△ 20**
Net changes in items other than shareholders' equity	△ 1,601	**△ 1,601**	**△ 1,601**
Total changes in the year	△ 1,601	**△ 1,601**	**△ 22,896**
Balance as of March 31, 2009	200	**200**	**453,344**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Notes to Non-consolidated Financial Statements

Notes to Significant Accounting Policies

1. Valuation Basis and Method for Securities

Investment securities in subsidiaries and associated companies are stated at cost determined by the moving average method. Marketable securities classified as available-for-sale securities are reported at fair value (on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of net assets. The cost of available-for-sale securities sold is principally determined based on the moving average method. Non-marketable securities are stated at cost determined by the moving average method.

2. Valuation Basis and Method for Inventories

Merchandise, finished products, work in process and raw materials are stated at cost determined by the moving average method, and supplies are stated at cost determined by the last purchase cost method (the amounts recorded in the balance sheet are written down based on the decrease of profitability).

3. Depreciation of Fixed Assets

(1) Tangible Fixed Assets

Depreciation of tangible fixed assets is computed by the declining-balance method, while the straight-line method is applied to buildings (excluding fixtures) acquired on and after April 1, 1998.

The estimated useful life of buildings is 3 to 50 years, and that of machinery and equipment is 2 to 8 years.

(2) Intangible Fixed Assets

Depreciation of intangible fixed assets is computed by the straight-line method.

(3) Leased Assets

There are no lease assets related to finance leases without transfer of ownership.

If the inception date of a finance lease transaction without transfer of ownership is prior to April 1, 2008, such transaction will continue to be accounted for as operating leases.

4. Translation of Foreign Currencies

All monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the non-consolidated income statement to the extent that they are not hedged by forward exchange contracts.

5. Accounting for Significant Allowances

(1) Allowance for doubtful notes and accounts

In order to provide for doubtful notes and accounts, allowance for ordinary receivable is provided based on past actual bad debt ratio, and allowance for doubtful notes and accounts is provided based on individually estimated collectability.

(2) Liability for employees' retirement benefits

Liability for employees' retirement benefits is stated based on the projected benefit obligations and plan assets at the balance sheet date.

However, because the fair value of the plan assets exceeded the projected benefit obligations as of the balance sheet date, the excess is presented as "Prepaid pension cost", resulting in the balance of "Liability for employees' retirement benefits" being zero.

ROHM SEMICONDUCTOR

6. Hedge Accounting

(1) Hedge accounting

Accounts receivables denominated in foreign currencies for which foreign exchange forward contracts are used to hedge the foreign currency fluctuations are translated at the contracted rate.

(2) Hedging instruments and hedged assets / liabilities

Hedging instruments and hedged assets / liabilities are as follows:

(Hedging instruments)	(Hedged assets / liabilities)
Foreign exchange forward contracts	Accounts receivables in foreign currencies

(3) Hedging policy

The Company uses derivative financial instruments only as a means to hedge foreign currency exchange and interest rate risks.

(4) Assessment of hedge effectiveness

The Company confirms that hedging instruments meet the criteria for the hedge accounting described in "(1) Hedge accounting."

7. Other Significant Conditions in Preparing Financial Statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

Notes to Changes in Significant Accounting Policies

(Accounting standard for measurement of inventories)

Inventories held for sale in the ordinary course of business were formerly stated principally at cost, determined by the moving average method. Effective from the fiscal year ended March 31, 2009, the Company applied “Accounting Standard for Measurement of Inventories” (ASBJ, July 5, 2006, ASBJ Statement No.9), and stated inventories principally at cost, determined by the moving average method (the amounts recorded in the balance sheet are written down based on the decrease of profitability).

The effect of this change to income is immaterial.

(Accounting Standards for Leases)

Effective from the fiscal year ended March 31, 2009, the Company applied “Accounting Standard for Lease Transactions” (ASBJ, March 30, 2007, ASBJ Statement No.13, which revised the previous accounting standard for lease transactions issued in June 17, 1993) and “Guidance on accounting standard for lease transactions” (ASBJ, March 30, 2007, ASBJ Guidance No. 16, which revised the former guidance issued on January 18, 1994.)

There is no effect of this change to income.

If the inception date of a finance lease transaction without transfer of ownership is prior to April 1, 2008, such transaction will continue to be accounted for as operating leases.

Changes in Presentation

(Non-consolidated Balance Sheet)

Inventories presented as “Finished products”, “Semi-finished products”, “Raw materials”, “Work in process” and “Supplies” as of March 31, 2008 are reclassified and presented as “Merchandise and finished products”, “Work in process” and “Raw materials and supplies” from the fiscal year ended March 31, 2009.

Notes to Non-consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

114,448 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 437 million yen received as fire insurance benefits and other, and 283 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings	180 million yen
Machinery and equipment	273
Tools and furniture	0
Land	265

3. Receivables from and Payables to Subsidiaries and Associated Companies

Short-term receivables from subsidiaries and associated companies	42,620 million yen
Long-term receivables from subsidiaries and associated companies	86,106
Short-term payables to subsidiaries and associated companies	17,860
Long-term payables to subsidiaries and associated companies	37,327

Notes to Non-consolidated Statement of Income

Transactions with subsidiaries and associated companies

Operating transactions	Net sales	152,735 million yen
	Purchase and subcontract processing	142,603
	Other operating expenses	5,885
Non-operating transactions	Interest income	1,148
	Other non-operating income	1,278
	Interest expenses	704
	Other non-operating expenses	0
	Sale of assets	8,692
	Purchase of assets	1,402

Notes to Non-consolidated Statement of Changes in Net Assets

Number of treasury stocks as of March 31, 2009

Common stock	9,230,546 shares

ROHM SEMICONDUCTOR

Notes to Tax Effect Accounting

Breakdown of the tax effects of significant temporary differences that resulted in deferred tax assets and liabilities

Deferred tax assets	
Securities	2,313 million yen
Inventories	6,287
Depreciation	4,659
Accrued expenses	1,139
Allowance for doubtful accounts	2,168
Other	854
Subtotal	17,423
Valuation allowance	△ 5,708
Total	11,714
Deferred tax liabilities	
Prepaid pension cost	△ 306
Net unrealized gain on available-for-sale securities	△ 105
Other	△ 49
Total	△ 461
Net deferred tax assets	11,252

Notes to Leased Fixed Assets

Finance lease without transfer of ownership whose inception date of transaction is prior to April 1, 2008

1. Acquisition Cost Equivalent, Accumulated Depreciation Equivalent and Book Value Equivalent of Leased Fixed Assets

	Acquisition Cost Equivalent	Accumulated Depreciation Equivalent	Year End Book Value Equivalent
Vehicles	16 million yen	10 million yen	6 million yen
Total	16 million yen	10 million yen	6 million yen

The acquisition cost equivalent includes interest expense since the balance of future lease payments account for only a small percentage of tangible fixed assets as of the balance sheet date.

2. Year-end Future Lease Payments Equivalents

Due within 1 year	5 million yen
Due after 1 year	1
Total	6

The year-end future lease payments equivalent includes interest expense since the balance of future lease payments account for only a small percentage of tangible fixed assets as of the balance sheet date.

3. Lease Expenses Paid and Accumulated Depreciation Equivalent

Lease expenses paid	6 million yen
Accumulated depreciation equivalent	6

4. Accumulated Depreciation Equivalent Calculation Method

Assumed depreciation charges are computed using the straight-line method over lease terms assuming no residual value.

ROHM SEMICONDUCTOR

Notes to Related Party Transactions

Subsidiaries

Attribute	Company Name	Voting Right Ratio by ROHM	Relationship	Transaction	Amount of Transaction (millions of yen)	Account	Year-End Balance (millions of yen)
Subsidiaries	ROHM HAMAMATSU CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	-	Short-term loan receivable Long-term loan receivable	8,400 38,310
	ROHM TSUKUBA CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	11,300	Long-term loan receivable *4	11,300
	OKI SEMICONDUCTOR CO., LTD.	95%	Financial support	Capital loan *1	28,000	Short-term loan receivable Long-term loan receivable	3,600 24,400
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *2	25,382	Accounts receivable -other Accounts payable -trade Other accounts payable	1,565 4,284 41
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *2	27,063	Accounts receivable -other Accounts payable -trade Other accounts payable	1,861 4,815 50
	ROHM SEMICONDUCTOR CHINA CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	3,700	Short-term loan receivable Long-term loan receivable	1,240 8,790
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	100%	Wholesaler of ROHM products	Product sales *3	47,648	Accounts receivable -trade	4,281
	ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.	100%	Administrative responsibility for subsidiaries in Asia Wholesaler of ROHM products	Borrowing of funds *1	30,620	Long-term loan payable	27,504
	ROHM U.S.A. INC.	100%	Administrative responsibility for subsidiaries in North and South America	Borrowing of funds *1	10,936	Long-term loan payable	9,823

Terms and conditions of transactions and decision policies for them

(Notes) * Voting right ratio by subsidiaries mentioned above is 0%.

*1. Economically reasonable interest rates based on market interest rates are used for the loan receivables and loan payables.

*2. Purchase prices are determined in consideration of market price of products and process cost of the subsidiaries.

*3. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.

*4. Regarding the long-term loan receivable to ROHM TSUKUBA CO., LTD., 5,316 million yen is recorded as “Allowance for doubtful accounts”. 1,630 million yen is recorded as “Provision for doubtful accounts of subsidiaries and associated companies” for the fiscal year ended March 31, 2009.

ROHM SEMICONDUCTOR

Directors and Major Shareholders

Attribute	Name	Voting Right Ratio	Relationship	Transaction	Amount of Transaction (millions of yen)	Account	Year-End Balance (millions of yen)
Directors and their close relatives	Ken Sato	2.2%	• President of the Company • Chairman of ROHM MUSIC FOUNDATION	Contribution to ROHM MUSIC FOUNDATION	50	—	—

Notes to Per Share Information

Net assets per share	4,137.45 yen
Net income per share	35.83 yen

Notes to Impairment Loss on Fixed Assets

The Company recognized an impairment loss for the following asset group for the fiscal year ended March 31, 2009.

Use of Asset	Location	Account	Impairment loss (millions of yen)
Idle Assets	Kyoto, Kyoto prefecture, and other	Buildings	41
		Machinery and equipment	176
		Land	107
Total			325

To determine impairment loss on fixed assets, the Company classifies operating assets according to the groupings used in management accounting, by which income and expenditure are controlled continually, while counting each of the individual idle assets as a stand-alone asset group.

It was judged that the idle assets listed above are unlikely to be used in the future. Accordingly, their book values were reduced to the recoverable amounts, and the reduced amounts were recorded as “Impairment loss on fixed assets” in extraordinary losses.

The recoverable amounts of idle assets were measured at their net selling prices, which were calculated based on valuation by road rating for land, and based on reasonable estimation in consideration of market value for buildings, machinery and equipment and other assets.

Independent Auditors' Report on Non-consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 6, 2009

To the Board of Directors of
ROHM CO., LTD.:

Deloitte Touche Tohmatsu

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Yoshifumi Tsutsumi

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the non-consolidated balance sheet as of March 31, 2009 of ROHM CO., LTD. (the "Company"), and the related non-consolidated statements of income and changes in net assets, and the related notes for the 51st fiscal year from April 1, 2008 to March 31, 2009, and the accompanying supplemental schedules. These financial statements and the accompanying supplemental schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accompanying supplemental schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the accompanying supplemental schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement and the accompanying supplemental schedules presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2009, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "the accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

Certified Copy of the Board of Company Auditors Report (Translation)

Report of the Board of Company Auditors

The Board of Company Auditors, based on the audit reports prepared by and the discussions held with each of the Company Auditors regarding the execution of their duties as Directors of the Company for the 51st fiscal year from April 1, 2008 to March 31, 2009, has prepared this audit report and hereby reports as follows;

1. Auditing Methods and Contents of the Company Auditors and the Board of Company Auditors

The Board of Company Auditors has established the auditing policies, allocation of duties and other relevant matters, and received reports from each Company Auditor regarding their execution of audits and results thereof, as well as reports from the Directors and other officers, and the independent auditors of the Company regarding the execution of their duties, and requested necessary explanations.

Each Company Auditor has complied with the auditing standards for Company Auditors established by the Board of Company Auditors, followed the auditing policies, allocation of duties and other relevant matters, communicated with the Directors, the internal auditing division of the Company and other officers, made efforts to establish the environment for collecting information and auditing, and attended meetings of the Board of Directors and other important meetings, received reports from the Directors and other officers regarding the execution of their duties as Directors and officers of the Company, requested necessary explanations, examined important internal documents with appropriate approvals, made reviews of operations and conditions of assets of the head office and major business offices. In addition, as well as the resolution of the Board of Directors regarding the organization of the following systems, the Company Auditors have audited the systems established to ensure that the execution of duties of the Directors shall be in compliance with laws and regulations and the Articles of Incorporation, and the systems established to ensure that the operations shall be conducted appropriately (Internal Control System). With respect to the Basic Policies and the Specific Measures related to the Company's Ownership Control in the Business Report, the Company Auditors have reviewed the discussions of the Board of Directors and examined the contents. The Company Auditors have also communicated and exchanged information with the Directors and the Company Auditors of the Company's subsidiaries, received the business reports regarding their operations and conditions of assets. Based on the above methods, the Company Auditors have examined the Business Report and the accompanying supplemental schedules for this fiscal year.

In addition, the Company Auditors have audited whether the independent auditors of the Company have maintained their independence and carried out their audits in an appropriate manner, and received reports regarding the execution of their duties from and requested necessary explanations of the independent auditors of the Company. The Company Auditors have also received notification from the independent auditors of the Company that they have taken steps to improve the "System for ensuring that duties are performed properly" (matters set forth in each item of Article 131 of the Company Accounting Regulations) in compliance with the "Quality Management Standards Regarding Audits" (Business Accounting Council, October 28, 2005) and other relevant standards, and have requested necessary explanations. Based on the above methods, the Company Auditors have examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and the accompanying supplemental schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this fiscal year.

2. Results of Audit

(1) Results of Audit of Business Report

1) The Business Report and the supplemental schedules are recognized as being in accordance with laws and regulations and the Articles of Incorporation and as properly indicating the conditions of the Company.
2) With respect to the execution of the duties of the Directors, no misconduct or material facts that violate laws and regulations or the Articles of Incorporation are recognized.
3) The content of the resolution by the Board of Directors regarding Internal Control Systems is appropriate, and, in this connection, there are no matters that ought to be pointed out with respect to the execution of duties of the Directors.
4) With respect to the Basic Policies related to the Company's Ownership Control in the Business Report, there are no matters that ought to be pointed out. Also the Specific Measures in the same report are complied under the basic policy and have not infringed the interest of the stockholders of the Company nor intended to keep the position of the Company's Directors.

(2) Results of Audit of Non-consolidated Financial Statements and the Accompanying Supplemental Schedules

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu, are recognized as being adequate.

(3) Results of Audit of Consolidated Financial Statements

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu, are recognized as being adequate.

May 11, 2009

Board of Company Auditors
ROHM CO., LTD.

Company Auditor (Full-time)	Yoshiaki Shibata (Seal)
Company Auditor (Full-time)	Hideo Iwata (Seal)
Company Auditor	Yasuhito Tamaki (Seal)
Company Auditor	Shinya Murao (Seal)
Company Auditor	Haruo Kitamura (Seal)

Note: All of the five Company Auditors are the outside Company Auditors as provided in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.

REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

<Company Proposal (Proposal 1 to 3)>

Proposal 1: Appropriation of Retained Earnings for the 51st Fiscal Year

Concerning the year-end distribution of profits, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2009, financial forecasts, and future fund demands for investment in business to improve our corporate value. Accordingly, the total dividend for the year is 130 yen per share, including the interim dividend of 65 yen.

1. Year-end Dividends

(1) Type of assets distributed: Cash

(2) Distribution of profits and total distributed amount

Profit of each common share of the Company 65 yen

Total amount distributed 7,122,104,730 yen

(3) Date when the distribution takes effect: June 26, 2009

2. Appropriation of Retained Earnings

(1) Decreased retained earnings and the amount of decrease
Other reserve 50,000,000,000 yen

(2) Increased retained earnings and the amount of increase:

Retained earnings carried forward 50,000,000,000 yen

[Reference Information] Policy and Track Record of Shareholder Return

At all times, the Board of Directors of ROHM ("Board") believes that the enhancement of corporate value by proactively making strategic investments for its long-term growth and steadily returning profits to shareholders are the most crucial managerial tasks. The Board as a team responsible for ROHM's management recognizes that maximizing shareholder value from both viewpoints described above is its primary responsibility and therefore has been implementing various measures in order to solve the challenges existing.

ROHM, as it recognizes that shareholders are important stakeholders of the company, has been proactively returning profits to shareholders since the fiscal year ending March 2003. In April 2007, ROHM has forged ahead with its conventional policy to establish a new Enhanced Shareholder Return Policy ("Policy"), which is to return to shareholders not less than 100% of its consolidated free cash flow in each of the three years until the fiscal year ending March 2010, through dividends and buybacks. Consolidated payout ratio for stable dividends is targeted at 30%. ROHM has been making the firm approach based on the Policy.

The dividend has been gradually raised from 22 Yen per share in the fiscal year ending March 2003 to 230 Yen per share (including 100 Yen per share for 50th anniversary of ROHM's foundation) in the fiscal year ending March 2008. As for the share buybacks, which firstly taken place in March 2005 of 19.9 billion Yen, approximately 91.5 billion Yen in total has been returned to shareholders. Annual dividend in fiscal year ending March 2009 is expected to be 130 Yen per share upon the approval at this 51st Ordinary General Shareholders Meeting as mentioned in Proposal 1, making its consolidated payout ratio of 144.8% and total return ratio of 213.3% as a result.

		03/3	04/3	05/3	06/3	07/3	08/3	09/3 (Estimate)	Total
Annual Dividend	(Yen/Share)	22.0	55.0	85.0	90.0	100.0	230.0	130.0	—
Payout Ratio	(%)	4.9	10.3	22.4	21.6	24.2	**80.8**	**144.8**	—
Total Dividend (a)	(Billion Yen)	2.6	6.5	10.0	10.4	11.4	25.3	14.2	80.6
Share Buyback (b)	(Billion Yen)	0	0	19.9	15.0	16.9	39.5	0	91.5
Total Return (a+b)	(Billion Yen)	2.6	6.5	29.9	25.5	28.4	64.9	14.2	172.1
Total Return Ratio	(%)	4.1	11.4	423.3	103.1	60.2	**134.5**	**213.3**	—

(Notes) Dividend in March 2008 includes 50th anniversary special dividend of 100 Yen per share.
Total return ratio shows the percentage of the total amount of dividends and share buybacks in the consolidated free cash flow.

As shown above, the actual performance of our new Policy has exceeded its original plan for the last two (2) years. The Board is committed to continue its Policy for the year ending March 2010 as the third and final year of the plan.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons of Amendments:

With enactment of the Law Making Partial Amendments to the Relevant Laws Including the Act Concerning Transfer of Bonds for Rationalization of Settlements Related to Trade such as Shares (Law No. 88 of 2004) on January 5, 2009, the shares of listed companies have been transferred to the stock transfer system (the electronic share certificate system). Pursuant to such transfer, the Company proposes amendments to the Articles of Incorporation, which are to delete the articles regarding paper stock certificates, to renumber the articles, to newly add supplementary articles and to make other necessary changes.

2. Details of Amendments:

Details of amendments are as follows:

(Underlined are the amended points)

Current Articles of Incorporation	Proposed Articles of Incorporation
[Issuance of Share Certificates] Article 7 The Company shall issue share certificates for its shares.	(Deleted)
[Number of Shares Constituting One Full Unit of Stock and Non-issuance of Share Certificates for Shares Constituting Less Than One Full Unit] Article 8 The number of shares constituting one full unit of stock shall be one hundred (100). Notwithstanding the provisions of Article 7 of these Articles of Incorporation, the Company shall not issue any share certificates for shares constituting less than one full unit.	[Number of Shares Constituting One Full Unit of Stock] Article 7 The number of shares constituting one full unit of stock shall be one hundred (100).
[Rights Vested in Shares Constituting Less Than One Full Unit] Article 9 Shareholders of the Company (including beneficial shareholders; hereinafter the same) shall not exercise rights other than those listed below with respect to shares constituting less than one full unit: 1. Rights set out in Article 189, Paragraph 2 of the Companies Act. 2. The right to make requests pursuant to Article 166, Paragraph 1 of the Companies Act. 3. The right to subscribe for shares or share purchase warrants allocated based on the number of shares held by each shareholder.	[Rights Vested in Shares Constituting Less Than One Full Unit] Article 8 Shareholders of the Company shall not exercise rights other than those listed below with respect to shares constituting less than one full unit: 1. Rights set out in Article 189, Paragraph 2 of the Companies Act. 2. The right to make requests pursuant to Article 166, Paragraph 1 of the Companies Act. 3. The right to subscribe for shares or share purchase warrants allocated based on the number of shares held by each shareholder.
[Administrator of the Registry of Shareholders] Article 10 The Company shall appoint an administrator of the registry of shareholders. The administrator of the registry of shareholders and its handling office shall be designated by a corporate resolution by the Board of Directors of the Company and public notice thereof shall be given by the Company. The Company shall entrust the administrator of the registry of shareholders to handle the business pertaining to the register of shareholders (including the register of beneficial shareholders; hereinafter the same), the original register of share warrants and the register of lost share certificates, such as the	[Administrator of the Registry of Shareholders] Article 9 The Company shall appoint an administrator of the registry of shareholders. The administrator of the registry of shareholders and its handling office shall be designated by a corporate resolution by the Board of Directors of the Company and public notice thereof shall be given by the Company. The Company shall entrust the administrator of the registry of shareholders to handle the business pertaining to the register of shareholders and the original register of share warrants, such as the preparation, keeping and other matters of the register of shareholders and the original register of share warrants. The

preparation, keeping and other matters of the register of shareholders, the original register of share warrants and the register of lost share certificates. The Company itself shall not handle the above matters directly.	Company itself shall not handle the above matters directly.
[Share Handling Regulations] Article 11 (Text omitted) ~ [Expiration Period of Dividends] Article 36 (Text omitted)	[Share Handling Regulations] Article 10 (Unchanged) ~ [Expiration Period of Dividends] Article 35 (Unchanged)
	Supplementary Articles
(New additions)	Supplementary Article 1 The Company shall entrust the administrator of the registry of shareholders to handle the business pertaining the register of lost share certificates, such as the preparation, keeping and other matters of the register of lost share certificates. The Company itself shall not handle the above matters directly.
(New additions)	Supplementary Article 2 Supplementary Articles 1 and 2 shall be effective until January 5, 2010 and deleted on January 6, 2010.

Proposal 3: Election of Ten (10) Directors

The terms of office for all current directors expire at the closing of this Ordinary General Shareholders Meeting. It is proposed that ten (10) directors be elected.

The candidates for the directors are as follows:

(* New Candidates)

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, and Relationship with Other Organizations	Number of ROHM Shares Held
1	Ken Sato (Mar. 8, 1931)	Dec. 1954 Established Toyo Electronics Industry, the antecedent of the Company Sep. 1958 Established Toyo Electronics Industry Corporation. (Present ROHM CO., LTD.) President (Representative Director) (Current position) (Positions at other organizations) Chairman of Rohm Music Foundation	2,405,066
2	Satoshi Sawamura (Mar. 6, 1950)	Aug. 1977 Joined the Company Jun. 2005 Director of the Company, General Manager of Global Sales Headquarters and Western Japan Sales Headquarters Jun. 2007 Managing Director of the Company, General Manager of Global Sales Headquarters (Current position)	2,700

3	Hidemi Takasu (Jan. 5, 1948)	Mar. 1971 Jun. 1997 May. 2009	Joined the Company Director of the Company, Deputy General Manager of ULSI Research & Development Headquarters Director of the Company, General Manager of LSI General Headquarters as well as in charge of Research & Development Headquarters (Current Position)	29,600
4	Toru Okada (Dec. 3, 1948)	Mar. 1971 Jun. 2002 May, 2009	Joined the Company Director of the Company, General Manager of Quality Assurance Division Director of the Company, General Manager of Discrete Devices/Module Production Headquarter as well as in charge of Quality Assurance & Environmental Headquarters (Current position)	7,399
5	Nobuo Hatta (Dec. 13, 1946)	Apr. 1972 Jun. 1997 Sep. 2004	Joined the Company Director of the Company, General Manager of Oversea Sales Director of the Company, General Manager of Administrative Headquarters (Current position)	12,480
6	Osamu Hattori (Aug. 14, 1946)	Dec. 1970 Jun. 2006 Jun. 2008	Joined the Company Director of the Company, General Manager of Asia Sales Headquarters and Euro-American Sales Headquarters Director of the Company, General Manager of Asia Sales Headquarters and China Sales Headquarters (Current position)	1,162
7	Eiichi Sasayama (Dec. 2, 1956)	Feb. 1982 June, 2007	Joined the Company Director of the Company, General Manager of Accounting & Finance Headquarters (Current position)	1,000
8	Hachiro Kawamoto (Nov. 18, 1934)	Nov. 1995 Apr. 2007 Jun. 2008	Chairman of the Board of Trustees, The Ritsumeikan Trust Senior Advisor and Trustee, The Ritsumeikan Trust Director of the Company (Current Position)	0
9	Takahisa Yamaha * (Dec. 14, 1959)	Aug. 2002 Feb. 2008	Joined the Company General Manager of LSI Operations Headquarters (Current position)	0
10	Tadanobu Fujiwara * (Oct. 1, 1953)	Sep. 1983 Feb. 1994	Joined the Company General Manager of Eastern Japan Sales Headquarters (Current position)	0

(Notes) 1. Ken Sato is the Chairman of Rohm Music Foundation and the Company supports the activities of the foundation. There are no special relationships of interest between the other candidates and the Company.

2. Hachiro Kawamoto is a candidate for the position of Outside Director of the Company.

3. The Company has named Hachiro Kawamoto to be elected as Outside Director, since he is certain to help reinforce the management system of the Company based on plentiful knowledge and experience earned from long-time involvement in the management of an educational institution. He has been installed as Outside Director of the Company since June, 2008. As of the closing of this 51st Ordinary General Shareholders Meeting, his term of office as an Outside Director of the Company will reach one year.

ROHM SEMICONDUCTOR

<Shareholder Proposal (Proposal 4)>

Proposal 4 has been proposed by one (1) shareholder.

The number of voting rights exercised for the proposal by the shareholder is 4,835.

Proposal 4: Share Buybacks

(1) Proposal

In accordance with Article 156, Paragraph 1 of the Companies Act, the Company will acquire, within 1 year from the date of the 51st Ordinary General Shareholders Meeting, up to 2.5 million of its own shares for the maximum of ¥15 billion or the "Distributable Amount" (as defined under Article 461 of the Companies Act), whichever is the least.

(2) Reasons

This proposal reflects the belief that the Company should maintain a balance sheet that is consistent with its core business as a semiconductor company, and that capital well in excess of such needs should, if opportunities arise, be deployed in a more value enhancing manner, which would include repurchasing its own shares.

In April 2007, recognizing that significant excess capital had been built up over the years, the Company announced an enhanced shareholder return policy to limit future growth of excess capital. Pursuant to this policy, the Company distributes no less than 100% of consolidated free cash flow in the form of share repurchases and/or dividends. This policy was a positive initial step.

This share buyback proposal aims for the gradual reduction of excess capital towards more appropriate levels. In addition, the 2.5 million share buyback program would signal the strong faith that the Company has in its underlying core businesses, and would also be accretive to shareholders considering that the Company shares trade below book value prices. It is intended for the Company to cancel all shares upon repurchase.

As of December 31, 2008, after the ¥85.8 billion acquisition for the 95% stake in OKI Semiconductor Co., Ltd., the Company continued to have 36% of its total assets or approximately ¥311.8 billion comprised of cash, marketable securities and investment securities (hereafter referred to as "Financial Assets"). The amount calculated by subtracting debt and other financial liabilities from the Company's Financial Assets ("Net Financial Assets") represented 48% of total shareholders' equity of the Company. The magnitude of Financial Assets held by the Company goes well beyond what it legitimately needs to fund its operations as a semiconductor company. This considers the needs for future integration costs relating to the OKI Semiconductor Co., Ltd. acquisition, capital expenditures, research and development costs, as well as possible future business or corporate acquisitions.

In addition, the return that the Company earns on its Financial Assets is less than 2%, well below its estimated cost of capital and exhibits no improvements.

In general, shareholders should be supportive of any company investment action that can exhibit higher returns than the buyback of shares, which currently trade below book value prices. The Company, however, has failed to explain to shareholders, including in its 'New Policy for Return to Shareholders' announced on April 20th, 2007, a 'justifiable amount' or 'return parameters' for the excess capital. Continuing to maintain significant excess Financial Assets to provide for potential future acquisitions without clarity of return on capital targets is not in the best interest of the Company or of its shareholders, especially considering the significant opportunity to invest in its own shares at a discount to book value.

The proposal, if approved and faithfully executed by the Company, would result in the deployment of excess capital of approximately ¥15 billion, which would reduce the Company's total Financial Assets to approximately ¥297 billion. The remaining Financial Assets will be more than sufficient to support its operations and pursue available future growth opportunities.

<The Board Opinion on Shareholder Proposal>

As a consequence of prudent consideration, the Board of Directors of ROHM has concluded to express its objection to the Shareholder Proposal.

Background of the Board Opinion

(1) Track Record of Shareholder Return

ROHM has been putting consistent effort to enhance its corporate value through strategic investments and continuous cost reduction. At the same time, it has been proactively returning profits to shareholders. In April 2007, ROHM forged ahead with its conventional policy to establish a new Enhanced Shareholder Return Policy ("Policy"), which is to return to shareholders not less than 100% of its consolidated free cash flow in each of the three years until the fiscal year ending March 2010, through dividends and buybacks. Consolidated payout ratio for stable dividends is targeted at 30%. ROHM has been making the firm approach based on the Policy.

The dividend has been gradually raised from 22 Yen per share in the fiscal year ending March 2003 to 230 Yen per share (including 100 Yen per share for 50th anniversary of ROHM's foundation) in the fiscal year ending March 2008. As for the share buybacks, which firstly taken place in March 2005 of 19.9 billion Yen, approximately 91.5 billion Yen in total has been returned to shareholders. Annual dividend in fiscal year ending March 2009 is expected to be 130 Yen per share upon the approval at the Annual Shareholders Meeting to be held in June 2009, making its consolidated payout ratio of 144.8% and total return ratio of 213.3% as a result.

		03/3	04/3	05/3	06/3	07/3	08/3	09/3 (Estimate)	Total
Annual Dividend	(Yen/Share)	22.0	55.0	85.0	90.0	100.0	230.0	130.0	—
Payout Ratio	(%)	4.9	10.3	22.4	21.6	24.2	**80.8**	**144.8**	—
Total Dividend (a)	(Billion Yen)	2.6	6.5	10.0	10.4	11.4	25.3	14.2	80.6
Share Buyback (b)	(Billion Yen)	0	0	19.9	15.0	16.9	39.5	0	91.5
Total Return (a+b)	(Billion Yen)	2.6	6.5	29.9	25.5	28.4	64.9	14.2	172.1
Total Return Ratio	(%)	4.1	11.4	423.3	103.1	60.2	**134.5**	**213.3**	—

(Notes) Dividend in March 2008 includes 50th anniversary special dividend of 100 Yen per share.

Interim dividend of 65 Yen per share or 7,122 million Yen in total was distributed in December 2008. Year-end dividend of 65 Yen per share will be distributed upon the approval at this Annual Shareholders Meeting.

Total return ratio shows the percentage of the total amount of dividends and share buybacks in the consolidated free cash flow.

As shown above, the actual performance of our new Policy has exceeded its original plan for the last two (2) years. The Board is committed to continue its Policy for the year ending March 2010 as the third and final year of the plan.

While the Board, as it recognizes that shareholders are important stakeholders of the company, plans to continuously repurchase its own shares in lines with the Policy, which leads the treasury stock to be increased as a result. The Board considers that it is of great importance to fulfill its accountability to shareholders by setting and disclosing the basic policy for holding and utilizing the treasury stock.

The Board meeting held on May 11, 2009 set a new basic policy, providing that in principle, the company will retain its treasury stock of approximately five (5) % of outstanding shares at maximum. At the same time, the excess portion of the treasury stock at the present will be cancelled immediately, which is scheduled in the end of May 2009. And as a general rule, those that will be acquired through future buybacks will all be cancelled in each fiscal year end. Treasury stock will be retained for future M&A opportunities.

(2) How We See the Current Situation and Future Shareholder Return Policy

The global financial uncertainty, which has arisen from the U.S. sub-prime loan crisis, has had an extremely adverse effect on employment and consumption in various regions of the world. In addition, the prospect on the business remains unclear despite the large-scaled economic measures taken in major countries.

ROHM acknowledges that there is voice saying that the situation will not worsen in semiconductor and electronic components industry. However, it cannot but continuously anticipates that business environment in the near future will be as severe due to the sluggish customers' demand and uncertain world economy.

Semiconductor companies in the world, including the ROHM group, are now in the middle of reorganization where only the strongest will survive. On a daily basis, many companies are having their management engaged in the restructuring of their companies in order to ensure their very survival. However, the companies without financial strength due to the lack of the necessary funds are forced to delay their restructuring initiatives. As a result, a number of companies are forced to give up their corporate independence or continuity of their existing businesses. Under such circumstances, it is anticipated that along with the acceleration of restructuring within the semiconductor industry, M&A opportunities will also increase. The management of ROHM believes that dysfunctional global financial markets means that only companies that are financially healthy will be able to carry out aggressive changes in the way their companies are managed, and to implement structural renovations and M&A in a quick and appropriate manner. Because now is the time the management with profound knowledge and experience in the industry is truly required, the quickness at which the companies can implement the structural renovations determines their mid-long term competitiveness.

In the semiconductor and electronic components industry where the environment changes drastically, ROHM considers that, from the management point of view, it is vital to maintain the strong financial platform in order to make appropriate and prompt strategic investments, which provide the future growth and competitiveness of the company. ROHM group retains financial assets of approximately 300 billion Yen as of the end of March 2009. However, given the necessity of the daily expenditures of over 150 billon Yen per year to be used to smoothly run the ROHM group's global business, the funds to be able to implement timely capital investment, the special expenditures for the structural renovations at the group level as well as the funds to be necessary for the contingencies and the potential M&A opportunities, the Board considers that, under the unclear business circumstances, securing the liquidity available is crucial for the business continuity as well as management stability.

On the other hand, as described above, the Board will continue to return profits to the shareholders steadily in line with the Policy. As for fiscal year ending March 2010, dividend will be maintained at 130 Yen per share. Share buybacks will be carried out flexibly by the Board discretion in a consistent manner with the circumstances including consolidated free cash flow generation. As stated in the Articles of Incorporation of ROHM, the Board is fully authorized to whether and when to buyback its shares. Therefore, it is possible to, and as the Board has always been, implement share buybacks flexibly at times when appropriate by the decision of the Board, which means setting a maximum buyback amount by the shareholders' resolution as proposed in the Shareholders Proposal is not necessary.

We, as a team responsible for ROHM's management, never swerved from the belief that the Board is committed to maximize the shareholders value through both the enhancement of corporate value as well as returning profits to the shareholders steadily.

Thorough understanding and continuous support by all shareholders of ROHM on our shareholder return policy is greatly appreciated.

(3) [Reference Information] Measures for the Enhancement of Corporate Value

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 in large volumes to the global market. We have strongly believed that fulfilling this mission would serve all of our stakeholders including our shareholders.

Under this strong belief, the Board has been extending its utmost effort to become a "Global Integrated Manufacturer with long-term competitiveness". The Board has been carrying out measures for the sustainable growth of the company such as the development of high-value-added products and inimitable production technologies, and strengthening sales and customer support network, while it continues to proceed with an overall cost reduction through renovation plans including optimizing headcount structure corresponding to the business trend, and rationalization of production systems.

1) Measures for Sustainable Growth

ROHM group has been making capital investment of over 173 billion Yen for the last five (5) years, which is equivalent to over 30% of accumulative EBITDA (*) for the last five (5) years, on research and new product development to strengthen worldwide competitiveness.

Specifically, ROHM has been focusing on development of ICs including SiC (Silicon Carbide) devices, which enable high-current and high-voltage, driver LSIs and power management LSIs for markets such as automotives, telecommunication, and digital AV equipments where further growth is expected. Also, ROHM exerts itself to develop and strengthen the product lineup of ECO-Devices such as inverter modules, LED driver ICs with ambient light control function, temperature sensor ICs, world's smallest and thinnest chip LEDs, which aim to improve global environment. In addition, to contribute to the realization of safer and more comfortable community, ROHM turns its attention to the application of semiconductor technology to medical and healthcare fields, and promote devices such as biosensor chips. Furthermore, ROHM is actively involved in a wide range of joint projects for next-generation R&D including joint research programs with Tsinghua University in China, or comprehensive industrial-academic collaboration alliances with Kyoto University. Through extending its efforts to produce materials such as wafers, photo masks and lead frames in-house, ROHM develops products that exceed competitors' products in terms of quality and reliability.

Having invested approximately 90 billion Yen for the acquisition of OKI Semiconductor Co., Ltd. in October 2008, ROHM rapidly extended its width of new product development capability through the fusion of core technologies of ROHM and OKI Semiconductors. FeRAM device as an instance is the combination of OKI Semiconductor's high capacity DRAM technology and ROHM's dielectric technology. Integrated Circuit for safety and security market is another example of the combination of picture processing and supersensitive image sensor technology, showing the synergy effect and the fruit of the acquisition.

In the production area, ROHM group has been making capital investment of over 316 billion Yen for the last five (5) years, which is equivalent to over 55% of accumulative EBITDA (*) for the last five (5) years to establish world-class production technology with competitiveness in cost.

Specifically, in Japan, ROHM has reinforced the production system of 300mm wafer process at Rohm Hamamatsu Co., Ltd.. In overseas, ROHM extended its efforts to expand its production capacity for the future demand by building new factories at its Asian sites including Thailand, Philippines and Tianjin. Also, cases such as the full-transfer of module production lines to Dalian, ROHM continues to supply high-quality products with cost competitiveness to the world by way of horizontally developing production technology, which has been established at domestic sites and extended to overseas.

In sales and promotion field, while maintaining the strength of customer-centered sales system in Japan, ROHM has been focusing on strengthening the worldwide sales and technical support networks in order to expand shares in oversea markets.

Specifically, in Japan, ROHM has expanded its product development bases such as Nagoya Design Center. In Europe, U.S.A. and Asia, ROHM continues to put its efforts to increase sales in each region, and opened new sales and product design centers. As for the quality assurance, ROHM opened QA centers near Detroit and in Thailand in order to strengthen the customer support capability.

* EBITDA: **E**arnings **B**efore **I**nterest, **T**axes, **D**epreciation and **A**mortization
An index obtained by adding interest expenses and depreciation to income before income taxes and minority interest.

2) Structure Improvement

The business conditions in the semiconductor and electronic components industry change drastically in very short term due to the production trend of the customers and global competition in prices and technology development with rival companies. ROHM therefore, considers that the capability of carrying out continuous cost reduction and improvement of management efficiency through reviews on its supply chain and business structure improvement plans are crucially important in order to enhance its corporate value. Because of the recent global economic recession, especially in electronics market, prompt sweeping reforms are the utmost importance for the very survival.

Under these circumstances, ROHM group has forged ahead with measures such as efficiency on capital investment, rationalization of production systems, thorough reduction of cost and inventory and reviews on existing business.

Specifically, ROHM has actively engaged itself with rationalization of production systems by shutting down domestic production sites and transferring overseas, including the full-transfer of module production lines to Dalian, China. In order to secure the optimum number of employees corresponding to the business trend, the consolidated headcount is downsized by approximately 20% from October 2008 to March 2009. At the same time, ROHM has been focusing on personnel reduction in production lines by introducing auto delivery system. Furthermore, to make full use of its management resources, ROHM withdrew from MLCC business (January 2007) and LCD module business (March 2008) which we considered did not deserve further capital investment.

In addition, management improvement of OKI Semiconductor Co., Ltd., which we acquired in October 2008, has been ROHM's priority at all group level. In product development division, the duplicate functions have been dissolved by consolidating subsidiaries, and in the production division, its production lines have been optimized through merging and transferring to the ROHM group's sites. In sales division, the channels have been re-streamed and its operations united with ROHM.

Thorough understanding and continuous support by all shareholders of ROHM on our business policy for the mid-long term enhancement of its corporate value is greatly appreciated.

For further information, please visit: http://www.rohm.com/financial/index.html

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