



[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 excerpted from the Company's financial report for the fiscal year ended March 31, 2012. 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, presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.]

May 30, 2012

To Our Shareholders:

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

NOTICE OF THE 54TH ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

You are cordially invited to attend the 54th 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 in connection with the following matters to be resolved. Such matters can be reviewed in the attached "REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS" on page 38. Your vote must be received by the Company no later than Wednesday June 27, 2012, 5:15 p.m. (JST).

NOTICE OF MEETING

1. Date and Time: Thursday, June 28, 2012, 10:00 a.m.

2. Place: Hyatt Regency Kyoto 1F The Ball Room
644-2 Sanjusangendo-mawari, Higashiyama-ku, Kyoto, Japan

3. Objectives of the Meeting:

Reporting:

1. Business Report, Consolidated and Non-consolidated Financial Statements, for the 54th Fiscal Year (from April 1, 2011 to March 31, 2012)
2. Audit Reports on Consolidated Financial Statements from the Independent Auditors and the Board of Company Auditors for the 54th Fiscal Year (from April 1, 2011 to March 31, 2012)

Resolutions:

- Proposal 1: Appropriation of Retained Earnings for the 54th Fiscal Year
Proposal 2: Election of Five (5) Company Auditors

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. If you are going to attend the meeting, you are not required to complete procedures to exercise your voting rights by mail (by means of the Voting Rights Exercise Form) or online.

(1) Designated Voting Website

1) You are able to exercise your voting rights via the Internet by accessing the designated voting website (<http://www.evotep.jp/>). (Operation is adjourned from 2:00 a.m. to 5:00 a.m. everyday) Websites are available for exercising your voting rights by personal computer, smart phone or mobile phone (i-mode, EZweb, or Yahoo! Keitai)*. The accessed site is automatically selected according to Internet connection conditions.

* 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 or smart phone because of Internet connection conditions 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 online from a mobile 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. (JST), Wednesday, June 27, 2012. However, exercising your voting rights at an earlier date is recommended. In the event of any problems with voting from the website, please contact the Help Desk below.

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

- 1) On the voting website (<http://www.evotep.jp/>), enter your login ID and temporary password, both of which can be found on your ballot sheet. Proceed with the instructions that appear on the display and select whether you are voting in the affirmative, or the negative for each 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 upon logging into 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 by accessing to the voting website (internet access 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. Handling When Voting Is Exercised Multiple Times

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

If you exercise your voting rights multiple times via the Internet, the last time that you exercise your voting rights shall be deemed valid. Furthermore, if you exercise your voting rights in duplicate by accessing the voting website from a personal computer, a smart phone and a mobile phone, the last time that you exercise your voting rights shall be deemed valid.

3. 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 such a 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
 Working hours: 9:00 a.m. to 9:00 p.m. (JST)

Business Report

For the period from April 1, 2011 to March 31, 2012

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

During the year ended March 31, 2012, the severe conditions of the world economy deepened further due to the effects of the Great East Japan Earthquake, financial and monetary problems in Europe, and a spontaneous decline in stock values worldwide. Within individual regions, in the US, personal consumption stopped growing at a low level and consumer prices were on an upward trend as unemployment rate remained high in the first half of the year. Although some improvements were seen after autumn, the recovery of the overall economy has been weak. Nonetheless, since the beginning of the new year, the jobs situation has improved, and the economy has gradually headed towards a recovery.

In Europe, personal consumption, which was sluggish in the first half of the year, stopped slowing down in Germany, etc. after autumn. Due to the financial crisis that started in Greece, business confidence worsened mainly in Southern Europe, and the average unemployment rate in the Euro zone rose to the highest level since 1997; thus, the overall economy was in a state of stagnation.

In Asia, during the first half of the year, the overall economy was robust as personal consumption was strong, but the pace of business expansion slowed down due to increasing anxiety over inflation and the effects of the Great East Japan Earthquake and flooding in Thailand. As for exports, though strong in the first half of the fiscal year, the pace of growth slowed down after autumn due to the deteriorating European economies. In Japan, exports sank and personal consumption fell considerably due to decreased production of automobiles and other products, on account of the earthquake. The economy progressed along a recovery track after summer, but then again exports reverted towards a slowdown due to a stabilized but appreciated yen, while the jobs situation still remained bleak. After mid-February, the economy gradually recovered due to the Bank of Japan's monetary easing measures and an adjustment to an appreciation of the yen and fallen stock prices.

Within the electronic industry, although smart phones and energy-saving related equipment, including LED lighting and solar power generators, enjoyed solid sales, market segments for audio visual equipment, game consoles, personal computers and flat-screen TVs remained in a distressed state because inventory adjustment was prolonged due to a slowdown in production and sales of electronic products, having been affected by the Great East Japan Earthquake and a worsening economy. In addition, flooding in Thailand cast a shadow over the production of automobiles and other electronic equipment.

Consequently, the electronic component industry suffered from these harsh conditions as well.

In individual sectors, in Japan, production volume of audio-visual equipment, including digital still cameras and game consoles, and automotive equipment drastically decreased due to the effects of supply chain interruptions and energy-saving measures that went to effect after the Great East Japan Earthquake in March, 2011. After the summer, accompanied by the recovery from the earthquake, the overall economy tended to pick up, but did not achieve a full-fledged recovery. In addition, after autumn, the market of digital still cameras, etc. was affected by the flooding in Thailand, and sales of flat screen TVs considerably decreased as replacement demand spurred by the transition to digital terrestrial broadcasting had come to the end of its cycle. In Asia, the production of personal computers and flat-screen TVs decreased as it was affected by the Great East Japan Earthquake and the deteriorating European economies. Also, the production of digital still cameras and hard disks temporarily decreased due to the flooding in Thailand. Sales of smart phones and tablet PCs were strong.

In the US, the telecommunication infrastructure market and automotive market enjoyed robust sales, but the consumer-electronics market including TV sets, as well as the personal computer market remained sluggish.

In Europe, the consumer-electronics market remained in a slow state. Markets of automotive segments and telecommunication infrastructure, which were robust in the first half, entered into an adjustment phase due to a deteriorating interregional market in the second half of the year.

Under these circumstances, the ROHM Group exerted itself to strengthen production lines of automotive and electronic equipment, industrial instruments including medical equipment, digital home appliances, IT and mobile equipment, and also enhanced sales by increasing the number of FAEs (*1) at individual sales bases including China. In addition, the group continued to strengthen its sales structure for non-Japanese customers by establishing new sales companies in India and Brazil, and proceeding with

efforts to form a structure capable of responding to changes in global markets.

The ROHM Group also aims to improve the global environment, by continuing to develop new power devices including SiC (silicon carbide) and other eco-friendly products. The group also started the world's first mass-production of full-SiC power modules in March. The ROHM group has developed specific driver ICs for automotive LED rear lights, head lights and daytime running lights, whose markets continue to expand. Furthermore, product lineups of the household LED lighting equipment including LED ceiling lights were drastically enhanced in September by AGLED Co., Ltd. (renamed from Maruzen Electric Co., Ltd. on October 1, 2011). In February, the group started selling mini- krypton type LED light bulbs of 180 degree light distribution angle. In March, LED ceiling lights equipped as a standard feature with a "circadian lighting mode"(*2) were offered to the market. Thus the group continued to focus on increasing sales of LED-related devices and LED lighting whose markets are expanding rapidly as next-generation energy-saving lighting sources.

The ROHM Group also worked to augment business synergy, by strengthening partnership structures with LAPIS Semiconductor Co., Ltd. (renamed from OKI Semiconductor Co, Ltd. on October 1, 2011), which the ROHM Group acquired in 2008, SiCrystal AG, a German SiC wafer manufacturer that the ROHM Group purchased in 2009, and the US-based Kionix, Inc., which is a MEMS acceleration sensor (*3) supplier.

On the other hand, in the manufacturing arena, the ROHM Group was forced to temporarily suspend operations at the two strongholds of Miyagi and Ibaraki on account of the Great East Japan Earthquake, and at factories including two semiconductor assembly plants and a molding plant due to the flooding in Thailand. It is important to note that recovery from the damages caused by the flooding was much faster than anticipated and the ROHM Group resumed full-volume supplies of products, earlier than initial estimates, from January 1, 2012, as a result of efforts by the entire group. However, unfortunately the whole process also attributed to a considerable decrease in sales.

Under these circumstances, consolidated net sales in the year ended March 31, 2012 were 304,652 million yen (a decrease of 10.9 percent from the year ended March 31, 2011), and operating profits were 6,352 million yen (a decrease of 80.6 percent from the year ended March 31, 2011), which were due to a stabilized but appreciated yen in this fiscal year. Ordinary income was 7,286 million yen (a decrease of 72.8 percent from the year ended March 31, 2011).

Although a gain on insurance adjustments related to the flooding disaster in Thailand and the Great East Japan Earthquake was recorded, the net loss of the year ended March 31, 2012 was 16,106 million yen (contrary to the net profit of 9,632 million yen for the year ended March 31, 2011) as taxes increased as a result of an impairment of fixed assets and reversal of deferred tax assets.

*1. FAE (Field Applications Engineer)

Engineers and technicians who provide technical support and proposals including technical information to customers.

*2. Circadian lighting mode

Automatic light modulation and toning functions that stimulate the biological rhythm of humans. Lighting mode that is embedded with a program that automatically selects between white-color lighting in daytime use and warm-color lighting in time slots after sunset.

*3. MEMS acceleration sensors

Electronic device having a micro-electromechanical structure that mounts a sensor for measuring changes in speed on a silicon chip by means of semiconductor micro fabrication technology

Overview of performance in each segment

<ICs>

Consolidated net sales in the year ended March 31, 2012 recorded 149,134 million yen (a decrease of 15.6 percent from the year ended March 31, 2011), and segment losses amounted to 6,665 million yen (contrary to the segment profits of 6,599 million yen recorded in the year ended March 31, 2011).

In the digital audio and visual equipment segments, system power source ICs for digital still cameras enjoyed robust sales, but lens controller driver ICs, which experienced growth in the first half of the year, slowed down after January. For flat-screen TVs, due to the Great East Japan Earthquake and slowdown in replacement demand associated with the switching to digital terrestrial broadcasting after the summer, power source ICs, LED backlight drivers, and speaker amplifiers marked a sizable drop in sales. The sales of timing controllers for panels were sluggish in the first half of the year, but increased right after the new calendar year. In the mobile phone market, although illumination and proximity sensor ICs enjoyed strong sales, the sales of LED driver ICs dropped, and the sales of system power source ICs, which were strong in the first half of the year, decreased after the new year.

In the personal computer category, sales of fan motor driver ICs and power source ICs performed poorly. For the automotive components market, in the first half of the year, sales of power source ICs for engine control units deteriorated, but, after the summer, sales went on a positive trend thanks to a recovery from the effects of the Great East Japan Earthquake.

In the general-purpose equipment category, although stepping motor driver ICs (*4) continuously enjoyed strong sales, sales of EEPROMs and LDO regulators (*5) temporarily slowed down due to the damage from the flooding in Thailand.

At LAPIS Semiconductor Co., Ltd., a ROHM Group company, sales of LCD driver ICs were strong, but sales of memory ICs for amusement fell off considerably.

With regards to production systems, the ROHM Group continued efforts to improve efficiency in pre- and post-processes, and strengthen the supply system against risks such as disasters by sharing production lines with LAPIS Semiconductor Co., Ltd.

*4. Stepping motor driver ICs

Motor driver ICs which drive stepping motors (motors that rotate a certain degree in accordance with the number of DC pulses added)

*5. LDO (Low Drop Out) regulator

A circuit for outputting a desired constant voltage from a certain input voltage. LDO stands for Low Drop Out type, which suffers minimal loss in conversion.

<Discrete semiconductor devices>

Consolidated net sales for the year ended March 31, 2012 recorded 103,861 million yen (a decrease of 8.5 percent from the year ended March 31, 2011), and segment profits were 11,616 million yen (a decrease of 39.0 percent from the year ended March 31, 2011).

In the diode and transistor categories, overall sales slowed down due to the effects of the Great East Japan Earthquake and the flooding in Thailand, and the sluggish flat screen TV market. Sales of high efficiency power MOSFETs, which were robust in the first half of the fiscal year, deteriorated after autumn.

In the light emitting diode category, blue LEDs, which had experienced weak sales, enjoyed a robust trend after the new year. Overall sales results were on a recovery path, but did not achieve considerable growth.

In the area of laser diodes, sales of dual wavelength pulsation lasers for CD/DVD (*6) and lasers for DVD moved towards recovery.

In addition, the ROHM Group strengthened its lineup of SiC diode / transistor products, which the company began selling as next-generation high efficiency devices in 2010, and the group started mass-production of full SiC modules by modularizing these devices.

The ROHM Group also continued to improve production efficiency at individual group factories in Thailand, the Philippines, and Tianjin, China, as well as making efforts to enhance the BCM (Business Continuity Management) structure.

*6. Dual wavelength pulsation laser for CD/DVD

Dual wavelength laser diode of self-pulsation type in which a single element generates two lights, of 780 nm used in playing CDs and 650 nm used in playing DVDs.

<Others>

Consolidated net sales for the year ended March 31, 2012 marked 51,656 million yen (a decrease of 0.0 percent from the year ended March 31, 2011), and segment losses were 482 million yen (contrary to the segment profits of 4,633 million yen recorded in the year ended March 31, 2011).

In the resistors category, sales of super-small 0402 size resistors greatly increased, but overall sales slowed down.

In the tantalum capacitor category, sales decreased due to the effects of the flooding in Thailand.

In the module product category, as the result of enhancing product line up of LED lighting module products, which have been garnering attention, sales of power modules used in LED lighting and infrared reception modules for remote control steadily increased.

Demand for lighting products (LED lighting) also increased as demand for energy-saving products drastically increased for straight tube type LED lights. Consequently, the sales were on the rise.

In the sensor category, sales of proximity sensors were strong as smart phones enjoyed strong sales.

In the print head category, sales were sluggish because of depression continuing in the mini-printer market.

In the LED display category, as the existing mobile phone market was sluggish, sales of mainly dot-matrix displays slowed down.

In medical segments, micro blood testing systems started seeing an increase in sales after autumn in partnership with Arkray, Inc., a company that manufactures and sells medical equipment.

In the area of production systems, the ROHM Group continued efforts to strengthen production management systems and BCM structure, to improve production efficiency, and to reduce costs at a group factory in Dalian, China.

The net sales mentioned above are sales to external customers.

(2) Capital Expenditures

In this period, the Group invested 51,117 million yen in total in facilities not only to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining but also to reconstruct the production facilities, etc damaged by the flooding that occurred in Thailand in October 2011. A breakdown of investment by segment is as follows:

ICs	27,252	million yen
Discrete Semiconductor Devices	11,334	million yen
Others	7,603	million yen
Sales and Administrative Expenses Division	4,925	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 world economy gradually moved toward recovery from the abrupt economic slowdown triggered by the financial crisis in the US in 2008. However, because of continuing tough employment environments in the individual regions, as well as the financial crisis in Europe, pressure was newly put on the overall economy, thus it has not yet achieved a full-fledged recovery.

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, technological competition and price wars are expected to continuously intensify. These factors mandate the increasing necessity of a constant supply of internationally competitive products worldwide with sustained efforts in development of innovative and high quality products and technologies and toward comprehensive cost reduction.

The ROHM Group had continued to use the "OKI" brand as a transitional measure regarding "OKI Semiconductor Co., Ltd.," which the ROHM Group purchased in 2008. After its acquisition and the elapse of a certain period of time, their recognition as a member of the ROHM Group increased. So, in October 2011, the company changed its name to "LAPIS Semiconductor Co., Ltd." Furthermore, Maruzen Electric Co., Ltd., a company that develops, manufactures, and sells lighting equipment was added to the ROHM Group in October 2011, and had its name changed to "AGLED Co., Ltd." They are strengthening the lineup of household lighting products of the "AGLED®" brand.

Under these circumstances, the ROHM Group will make utmost efforts in developing new products and technologies such as SiC related products including SBD (*1), DMOSFET (*2), and IPM (*3) and chip sets for next-generation embedded processor by Intel - through cooperation with LAPIS Semiconductor Co., Ltd., and LED lighting products. Such efforts, will promote the development and expansion of sales of eco-friendly products targeted at improving power conversion efficiency and power-saving in a variety of markets including automotive electronic components, flat-panel TVs, information and telecommunication, and mobile equipment markets.

The ROHM Group expanded its sensor business through acquisition of Kionix, Inc. in the US, in 2009, The company also increased sales of LED lighting by way of cultivating new sales channels, thus

strengthening efforts to develop new markets that will respond to business needs in the near future.

Furthermore, the ROHM Group will take vigorous steps to enter different market segments such as the human health and fitness business based on bio-sensing via enhanced micro-fabrication technology it has cultivated, thus exerting company-wide efforts to synergize business resources to the fullest extent in order to further increase stock value and corporate value.

On the other hand, in order to keep pace with rapid changes in the global and Asian electronic components markets, and increase market share, the ROHM Group will not only develop and disseminate new products but also continue with enhancements intended to strengthen sales structures for non-Japanese customers, by increasing sales bases in inland China and FAEs, and developing new sales companies set up in India and Brazil.

Regarding the effects of massive flooding in Thailand in October 2011, the ROHM Group was forced to temporarily suspend operations at two production bases and one molding plant. Afterwards, in regards to the recovery efforts, the ROHM Group made the utmost efforts to minimize the effects on various fields of endeavor, with special consideration going to the recovery of production as the top priority issue. In addition, the group resumed full-volume supply on January 1, 2012 by recovering production via a substitute production system and outsourced consignment.

In the future, based on the experiences of the Great East Japan Earthquake and the flooding in Thailand, the ROHM Group will further strengthen the management system needed for continuous business by reviewing and restructuring measures against natural disasters and geopolitical risks.

- *1. SBD (Schottky Barrier Diode)
Diode of good properties at high frequency.
- *2. DMOSFET (Double-Defused MOSFET)
SiC transistor that the ROHM Group started mass-producing before everyone else in the world. It can conduct both low-ON resistance and high speed movement.
- *3. IPM (Intelligent Power Module)
Power module embedded with driver circuits for power device including SBD of SiC, DMOSFET, and IGBT (Insulated Gate Bipolar Transistor), and a self-protection function.

(5) Operating Results and Financial Position of the ROHM Group (Millions of yen otherwise noted)

Item	Mar-2009	Mar-2010	Mar-2011	(Current period) Mar-2012
Net Sales	317,140	335,640	341,885	304,652
Ordinary Income	18,544	17,284	26,805	7,286
Net Income (Loss)	9,837	7,134	9,632	△16,106
Net Income (Loss) per Share (yen)	89.76	65.09	88.07	△149.40
Total Assets	809,185	807,339	759,988	737,326
Net Assets	709,840	707,718	668,778	634,280

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

(Reference) Operating Results and Financial Position of the Company (Millions of yen otherwise noted)

Item	Mar-2009	Mar-2010	Mar-2011	(Current Period) Mar-2012
Net Sales	247,537	274,247	294,303	255,787
Ordinary Income	21,419	18,526	55,041	8,428
Net Income (Loss)	3,926	13,851	50,514	△68,982
Net Income (Loss) per Share (yen)	35.83	126.42	461.92	△639.82
Total Assets	532,056	557,718	541,789	467,061
Net Assets	453,344	460,842	484,811	403,511

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

(6) Main Business Segments

The Group's main operations are the manufacturing and sales of electronic components.
The main products and business segments are as follows:

Segment Name	Main products and business
ICs	Analog ICs, Logic ICs, Memory ICs, ASICs, Foundry business operations
Discrete semiconductor devices	Diodes, Transistors, Light Emitting Diodes, Laser Diodes
Others	Resistors, Printhead Products, Optical Modules, Tantalum Capacitor, Power Modules, Lighting Products

(7) Main Business Sites

	Name	Location
ROHM CO., LTD.	Head Office/Factory Kyoto Technology Center Yokohama Technology Center Nagoya Design Center Yokohama Business Center Tokyo Business Center Nishi-Tokyo Business Center Kyoto Business Center Nagoya Business Center	Kyoto Kyoto Kanagawa Aichi Kanagawa Tokyo Tokyo Kyoto Aichi
Manufacturing	ROHM HAMAMATSU CO., LTD. ROHM TSUKUBA CO., LTD. ROHM WAKO CO., LTD. ROHM APOLLO CO., LTD. ROHM MECHATECH CO., LTD. LAPIS SEMICONDUCTOR CO., LTD. LAPIS SEMICONDUCTOR MIYAGI CO., LTD. LAPIS SEMICONDUCTOR MIYAZAKI CO., LTD. AGLED CO., LTD. ROHM KOREA CORPORATION ROHM ELECTRONICS PHILIPPINES, INC. ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD. ROHM SEMICONDUCTOR (CHINA) CO., LTD. ROHM ELECTRONICS DALIAN CO., LTD. ROHM WAKO ELECTRONICS (MALAYSIA) SDN., BHD. ROHM MECHATECH PHILIPPINES, INC. ROHM MECHATECH THAILAND CO., LTD. KIONIX, INC. SICRYSTAL AG	Shizuoka Ibaraki Okayama Fukuoka Kyoto Tokyo Miyagi Miyazaki Hyogo Korea Philippines Thailand China China Malaysia Philippines Thailand U.S.A. Germany
Sales	ROHM SEMICONDUCTOR U.S.A., LLC ROHM SEMICONDUCTOR DO BRASIL LTDA. ROHM SEMICONDUCTOR GmbH ROHM SEMICONDUCTOR KOREA CORPORATION ROHM SEMICONDUCTOR TRADING DALIAN CO., LTD. ROHM SEMICONDUCTOR (SHANGHAI) CO., LTD. ROHM SEMICONDUCTOR (SHENZHEN) CO., LTD. ROHM SEMICONDUCTOR (H.K.) CO., LTD. ROHM SEMICONDUCTOR TAIWAN CO., LTD. ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. ROHM SEMICONDUCTOR (PHILIPPINES) CORPORATION ROHM SEMICONDUCTOR (THAILAND) CO., LTD. ROHM SEMICONDUCTOR (MALAYSIA) SDN. BHD. ROHM SEMICONDUCTOR INDIA PVT. LTD.	U.S.A. Brasil Germany Korea China China China China Taiwan Singapore Philippines Thailand Malaysia India
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(8) Employees

Segment Name	Number of Employees	Change from the Previous Fiscal Year	Average Service Years
ICs	21,295	Decrease by 265 employees	8.9 years
Discrete semiconductor devices			
Others			
Sales and administrative expenses division			

(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, 596 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	100.0%	Manufacture of electronic components
ROHM APOLLO CO., LTD.	Million yen 450	100.0	Manufacture of electronic components
LAPIS SEMICONDUCTOR CO., LTD.	Million yen 27,600	100.0	Manufacture of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.0	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 16,190	100.0	Manufacture of electronic components
ROHM ELECTRONICS DALIAN CO., LTD.	Million yen 9,417	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK\$ 27,000	100.0	Sales of electronic components
ROHM U.S.A., INC.	Thousand US\$ 253,642	100.0	Administrative responsibility for subsidiaries in North and South America
ROHM ELECTRONICS ASIA PTE. LTD.	Thousand S\$ 90,630	100.0	Administrative responsibility for subsidiaries in Asia and others

(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 one decimal places, respectively.

2. Voting right ratio by ROHM includes indirect holdings through subsidiaries.

3. ROHM APOLLO CO., LTD. has been listed as an important subsidiary from the current consolidated fiscal year owing to the expansion of company size following the Absorption-type Merger of ROHM APOLLO DEVICE CO., LTD. and ROHM FUKUOKA CO., LTD. as of June 30, 2011

2. Status of Shares

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

(2) Total Number of Shares Issued 113,400,000

(Including 5,585,173 shares of treasury stock)

(Notes) The number of shares decreased by 1,900,000 shares compared to the end of the preceding term due to retirement of treasury stock conducted on May 31, 2011.

(3) Total Number of Shareholders as of March 31, 2012 29,255

(4) Major Shareholders (Top 10 Shareholders)

Name	Number of Shares Held (Thousands of shares)	Ownership
State Street Bank and Trust Company 505223	8,745	8.11%
Rohm Music Foundation	8,000	7.42
The Master Trust Bank of Japan, Ltd. (Trust account)	5,579	5.17
Japan Trustee Service Bank Ltd. (Trust account)	5,538	5.13
Northern Trust Co. (AVFC) Sub A/C American Clients	2,729	2.53
Bank of Kyoto Ltd.	2,606	2.41
Deutsche Bank Trust Company Americas	2,462	2.28
SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS	2,458	2.28
State Street Bank and Trust Company	2,441	2.26
Ken Sato	2,405	2.23

(Notes) 1. The number of shares less than one thousand shares and the percentage of ownership less than two decimal places are rounded down to the nearest unit, respectively.

2. 5,585 thousand shares of treasury stock are excluded from the above calculation.

3. Ownership is calculated by deducting the number of treasury stock from the total number of shares issued.

3. Directors and Company Auditors of the Company

(1) Directors and Company Auditors

(As of March 31, 2012)

Position	Name	Positions at the Company and Important Duties outside the Company
* President	Satoshi Sawamura	
Managing Director	Takahisa Yamaha	General Manager of Corporate Operations
Managing Director	Hidemi Takasu	General Manager of Research and Development Headquarters
Director	Tadanobu Fujiwara	General Manager of Japan Sales Headquarters
Director	Toshiki Takano	General Manager of LSI Product Development Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Masahiko Yamazaki	General Manager of Administrative Headquarters
Director	Hachiro Kawamoto	
Director	Koichi Nishioka	
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, Outside Director of Yamaha Corporation

(Notes) 1. * Representative Director.

2. Hachiro Kawamoto and Koichi Nishioka are Outside Directors as provided in Article 2, Paragraph 15, of the Companies Act.

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

4. The Company has designated Directors Hachiro Kawamoto and Koichi Nishioka and all five of the Company Auditors as Independent Directors/Company Auditors pursuant to the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and reported that information to both Exchanges.
5. Company Auditors Shinya Murao and Haruo Kitamura are certified public accountants and are duly informed of finances and accounting.
6. 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

Koichi Nishioka was newly elected and appointed as a Director at the 53rd Ordinary General Shareholders Meeting of June 29, 2011.
 - (2) Retirements
 - 1) Nobuo Hatta retired from the position of Director as of the closing of the 53rd Ordinary General Shareholders Meeting of June 29, 2011 due to the expiry of his term of office.
 - 2) Osamu Hattori retired from the position of Director as of the closing of the 53rd Ordinary General Shareholders Meeting of June 29, 2011 due to the expiry of his term of office.
 - (3) Changes in duties
 - 1) Takahisa Yamaha's position was changed from General Manager of Global Operations Headquarters to General Manager of Corporate Operations LSI Business Headquarters as of April 25, 2011, and from General Manager of Corporate Operations LSI Business Headquarters to General Manager of Corporate Operations as of February 25, 2012.
 - 2) Tadanobu Fujiwara's position was changed from (Overall) General Manager of Japan Sales Headquarters to General Manager of Japan Sales Headquarters as of April 25, 2011.
 - 3) Toshiki Takano's position was changed from General Manager of Global Development Headquarters to General Manager of LSI Product Development Headquarters as of April 25, 2011.

(2) Total Remuneration for Directors and Company Auditors

Position	Number of Members	Remuneration
Directors	11	230 million yen
Company Auditors	5	63 million yen
Total	16	294 million yen

- (Notes) 1. Directors' remuneration does not include the amount paid as salary for employees to those Directors who are also employees.
2. The 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 the 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. Two Directors are Outside Directors and all the Company Auditors are Outside Company Auditors. The total amount of their remuneration is 80 million yen.

(3) Main Activities of Outside Director and Outside Company Auditors

Position	Name	Main Activity
Director	Hachiro Kawamoto	Attended 93% of the 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Provides opinions based on experience and knowledge as a longtime administrator of an incorporated school.
Director	Koichi Nishioka	Attended 95% of the 19 meetings of Board of Directors during the period between his appointment in June 2011 and the end of the fiscal year on March 31, 2012 (including participation in 8 resolutions deemed to have been made in writing). Provides opinions based on experience and knowledge as a longtime economic press reporter.
Company Auditor (Full-Time)	Yoshiaki Shibata	Attended all 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Attended all 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 all 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Attended all 14 meetings of the Board of Company Auditors. 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 all 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Attended all 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 Muraio	Attended all 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Attended all 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 89% of the 27 meetings of Board of Directors during the fiscal year ended March 31, 2012 (including participation in 13 resolutions deemed to have been made in writing). Attended 93% of 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 LLC

(2) Remuneration for the Independent Auditor for the 54th Fiscal Year

90 million yen

The audit engagement between the Company and its Independent Auditor, Deloitte Touche Tohmatsu LLC, 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) Content of Non-audit Service Provided by the Independent Auditor with Counter Value

The Company remunerates its Independent Auditor for advice and guidance concerning the introduction of International Financial Reporting Standards (IFRS), which are not statutory auditing duties stipulated in the first clause of Article 2 of the Certified Public Accountants Act.

(4) 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 has violated or infringed such laws as the Companies Act or the Certified Public Accountants Act 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.

(5) Total Remuneration for the Independent Auditors to be Paid by the Company and Its Subsidiaries
142 million yen

(Note) Among ROHM group's significant subsidiaries, financial statements of the seven 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 (Internal Control System)

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. The Board of Directors of the Company has resolved the basic policies to build the internal control system and the improvement of the system, as listed below:

- 1) The system to ensure the compliance of the execution of duties of the Directors under applicable laws as well as the Articles of Incorporation
 - (a) In order to promote further progress of globalization, ROHM Group will comply not only with laws and regulations but also with the 10 principles of the United Nations Global Compact for a wide range of problems in the areas of human rights, labor, the environment, anti-corruption, etc. and promote the management focusing on CSR based on "ISO26000," the international standards for social responsibility.
 - (b) 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.
 - (c) The Director or Directors who are highly informed in a specific field should be responsible for the duties related to such field, while all Directors should hold discussions and monitor each other on a daily basis concerning the respective individual fields.
 - (d) 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.
 - (e) The Compliance Hotline (the internal hotline system and hotline system for suppliers) should be created to discover any illegal conduct of a Director and to prevent recurrence thereof.
 - (f) In addition to two Outside Directors, five Outside Company Auditors should constantly check that Directors perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation.
- 2) System to save and control information related to Directors' performance of duties
 - (a) The minutes of general shareholders meetings, the minutes of the meetings of the Board of Directors, 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 all applicable laws and regulations as well as all in-house regulations.
 - (b) The directions and notices provided to Group companies or in-house divisions concerned shall be issued via email or 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 the leak and inappropriate use of such information must be prevented.
- 3) Rules and other systems to control the risk of loss
 - (a) Under the CSR Promotion Committee chaired by the President himself, Committees of Risk Management/BCM, Compliance, Information Disclosure, Corporate Safety and Health, Environmental Conservation, etc. should be established as company-wide cross-sectional committees. These committees will appropriately respond to various management issues and risks in each responsible area by taking necessary measures, giving directions and solving problems.

- (b) The Risk Management/BCM Committee should be organized to identify, analyze and control major risks that may occur in the course of the performance of business operations. In order to avoid or minimize the effect of unforeseeable circumstances such as sudden natural disasters as much as possible and enable the survival of our business as a consequence, the Risk Management/BCM Committee will verify the activities of each section in charge of risk management and take possible preliminary measures or preparations across the Group.
 - (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 way of the ROHM Group Action Policy, as distributed to all employees, or by other means, that they must take a firm stand against antisocial groups. Further, 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 have Directors who are highly experienced in different fields. The Board should divide duties to the Director in charge of that certain field and have him/her perform the specific duties of that field.
 - (c) Issues that may have a considerable influence on corporate management should be examined and analyzed by in-house project teams established separately for individual issues. Upon completion of such examination, prompt decisions should be made by way of a meeting of Board of Directors or executive proposals, as appropriate, based on the Articles of Incorporation and internal regulations.
 - (d) The in-house written standards of 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 such projects and targets.
- 5) System to ensure that employees perform their duties in compliance with all applicable laws and regulations as well as 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. A compliance system of the Group companies should be created based on the system of our company, and a leader for each division of each Group company should be nominated as a compliance leader to raise the awareness of the importance of compliance and to ensure the ongoing compliance of each division.
 - (b) To cope with proprietary laws and regulations in an efficient manner, not only the CSR Promotion Committee but also Compliance Committee, 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 ongoing educational activities.
 - (c) Under the control of the Information Disclosure Committee, individual sections and divisions should properly control insider information and educate employees in the interest of and raising awareness of the importance of strict information handling, to prevent insider trading.
 - (d) A Compliance Hotline (internal hotline system and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal employee conduct and to prevent any recurrence of illegal conduct.
- 6) System to ensure compliance of the Group's corporate operations
- (a) Each Committee under the Company's CSR Promotion Committee should supervise and control Group companies comprehensively to ensure proper execution of duties in each responsible area.
 - (b) Written standards applicable to the entire ROHM group should be established and implemented.
 - (c) The compliant business operations of Group companies should be monitored by appointing employees of the Company or another Group company to Group companies' Board of Directors or Company Auditors.

- (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 the Group companies level, thus enabling the Company's relevant divisions to control Group companies comprehensively.
 - (e) An internal control system that includes the Company and significant Group companies should be established and reinforced through a framework that ensures financial reporting compliance and through efforts to conform to the auditing system.
 - (f) The Company's auditing division under the direct control of the President should perform internal audits to check each Group company's situations of execution of duties, compliance with all applicable laws and regulations as well as in-house regulations, risk management, etc.
- 7) Employees Hired upon the Request of a Company Auditor to Assist the Auditor's Duties and Independence of the Employees from Directors
- (a) The Company should, upon Company Auditor's request, appoint staff employees with proper capabilities.
 - (b) The staff of Company Auditors should be independent of duties related to the execution of corporate business. In the employment, transfer and evaluation of performance of Company Auditors' staff, opinions from the Board of Company Auditors shall be respected.
- 8) 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 Directors' duties, any neglect in the obligation of being duly conscious as good Directors, or any fact that may damage the Company considerably, etc.
 - (b) The meetings of committees, not only the CSR Promotion Committee but also Risk Management/BCM Committee, Compliance Committee, and Information Disclosure Committee, should be attended by full-time Company Auditors as observers, and individual committees should make periodical reports on their activities to the Company Auditors by submitting meeting minutes or by other appropriate means.
 - (c) A system should be retained whereby the status and results of business operations can be properly reported to Company Auditors through executive proposals and reports.
- 9) 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 strengthen the collaboration with the Company Auditors and report the results of audit periodically.
 - (c) All Company Auditors should be Outside Company 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

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 is to adopt fair and appropriate measures beforehand, so that the Company's shareholders can make an informed decision based on sufficient information and within a reasonable time period.

Consolidated Balance Sheet

As of March 31, 2012

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	434,457	Current liabilities	74,337
Cash and time deposits	211,199	Notes and accounts payable-trade	23,979
Notes and accounts receivable-trade	67,393	Accounts payable-other	29,168
Securities	15,618	Accrued income taxes	1,551
Merchandise and finished products	24,366	Deferred tax liabilities	1,227
Work in process	38,508	Provision for business structure improvement	2,056
Raw materials and supplies	30,652	Provision for losses from natural disaster	61
Prepaid pension cost	2,250	Other	16,291
Deferred tax assets	1,369	Long-term liabilities	28,709
Refundable income taxes	2,887	Deferred tax liabilities	18,899
Other	40,474	Liability for retirement benefits	7,700
Allowance for doubtful notes and accounts	△ 265	Other	2,109
Fixed assets	302,869	Total liabilities	103,046
Tangible fixed assets	245,386	(Net assets)	
Buildings and structures	79,215	Shareholders' equity	729,288
Machinery, equipment and vehicles	60,242	Common stock	86,969
Furniture and fixtures	6,121	Capital surplus	102,403
Land	79,791	Retained earnings	589,999
Construction in progress	20,015	Treasury stock	△ 50,084
Intangible fixed assets	11,610	Accumulated other comprehensive income (loss)	△ 95,306
Goodwill	5,561	Net unrealized gain on available-for-sale securities	3,780
Other	6,049	Foreign currency translation adjustments	△ 99,086
Investments and other assets	45,872	Minority interests	297
Investment securities	39,886	Total net assets	634,280
Deferred tax assets	1,735	Total liabilities and net assets	737,326
Other	4,784		
Allowance for doubtful accounts	△ 533		
Total assets	737,326		

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

Consolidated Statement of Income

From April 1, 2011 to March 31, 2012

(Millions of yen)

Accounts	Amount	
Net sales		304,652
Cost of sales		209,046
Gross profit		95,606
Selling, general and administrative expenses		89,253
Operating income		6,352
Non-operating income		
Interest income	1,171	
Other	1,609	2,781
Non-operating expenses		
Foreign currency exchange loss	1,284	
Other	563	1,847
Ordinary income		7,286
Extraordinary gains		
Gain on sale of fixed assets	275	
Gain on insurance adjustment	18,320	18,596
Extraordinary losses		
Loss on sale and disposal of fixed assets	348	
Loss on impairment of fixed assets	24,180	
Loss on reduction of fixed assets	134	
Loss on valuation of investment securities	164	
Loss on valuation of stocks of unconsolidated subsidiaries and associated companies	812	
Special retirement expenses	778	
Business structure improvement expenses	1,939	
Environmental expenses	220	28,578
Loss before income taxes and minority interests (△)		△ 2,696
Income taxes-current	3,724	
Income taxes-deferred	9,649	13,374
Net loss before minority interests (△)		△ 16,070
Minority interests in net income		35
Net loss (△)		△ 16,106

(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, 2011 to March 31, 2012

(Millions of yen)

	Shareholders' Equity					Accumulated Other Comprehensive Income (Loss)			Minority Interests	Total Net Assets
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Net Unrealized Gain on Available-for-sale Securities	Foreign Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss		
Balance at the beginning of the year	86,969	102,403	633,388	△ 67,120	755,641	5,859	△ 94,669	△ 88,810	1,947	668,778
Changes in the year										
Dividends			△ 10,242		△ 10,242					△ 10,242
Net loss (△)			△ 16,106		△ 16,106					△ 16,106
Purchase of treasury stock				△ 3	△ 3					△ 3
Retirement of treasury stock		△ 17,039		17,039	-					-
Transfer from retained earnings to capital surplus		17,039	△ 17,039		-					-
Net changes in items other than shareholders' equity						△ 2,079	△ 4,416	△ 6,496	△ 1,649	△ 8,145
Total changes in the year	-	-	△ 43,388	17,035	△ 26,352	△ 2,079	△ 4,416	△ 6,496	△ 1,649	△ 34,498
Balance at the end of the year	86,969	102,403	589,999	△ 50,084	729,288	3,780	△ 99,086	△ 95,306	297	634,280

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

Notes to Consolidated Financial Statements

Notes to Basis in Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries 48

(2) Names of significant consolidated subsidiaries

ROHM HAMAMATSU CO., LTD.	ROHM APOLLO CO., LTD.
LAPIS SEMICONDUCTOR CO., LTD.	ROHM ELECTRONICS PHILIPPINES, INC.
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	ROHM SEMICONDUCTOR (CHINA) CO., LTD.
ROHM ELECTRONICS DALIAN CO., LTD.	ROHM SEMICONDUCTOR (H.K.) CO., LTD.
ROHM U.S.A., INC.	ROHM ELECTRONICS ASIA PTE. LTD.

Changes in the scope of consolidation for the fiscal year ended March 31, 2012, are as follows:

New establishment (one company)

ROHM SEMICONDUCTOR DO BRASIL LTDA.

Absorption-type merger (three companies)

ROHM WAKO DEVICE CO., LTD. (merged into ROHM WAKO CO., LTD.)

ROHM APOLLO DEVICE CO., LTD. (merged into ROHM APOLLO CO., LTD.)

ROHM FUKUOKA CO., LTD. (merged into ROHM APOLLO CO., LTD.)

(3) Name of significant unconsolidated subsidiaries

NARITAGIKEN CO., LTD.

(The unconsolidated subsidiaries are 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 they have no material impact as a whole on the consolidated financial statements. They are thus removed from the scope of consolidation.)

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 0

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

(Unconsolidated subsidiary)

NARITAGIKEN CO., LTD.

(Associated company)

LUSEM CO., LTD.

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, and they have no material impact as a whole on the consolidated financial statements. They are thus removed from the scope of application of the equity method.

3. Fiscal Year of the Consolidated Subsidiaries

The fiscal year end dates of 10 consolidated subsidiaries are different from that of the consolidated balance sheet date, March 31. All of them are dated December 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 (based 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

Merchandise, finished products, work in process, and raw materials are stated principally at cost determined by the moving average method, and supplies are stated principally at cost determined by the last purchase cost method.

(The amounts recorded on the consolidated balance sheet are written down when decreases in profitability have occurred.)

(2) Depreciation of significant 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 ROHM CO., LTD. (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) Intangible fixed assets excluding leased assets

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

3) Leased assets

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

If the inception date of a finance lease transaction without transfer of ownership is on or before March 31, 2008, such transaction will continue to be accounted for as an operating lease.

(3) Accounting for significant allowances

1) Allowance for doubtful notes and accounts

In order to provide for losses on doubtful notes and accounts, an allowance for ordinary receivables is provided based on past actual loss ratios, and the allowance for certain identified doubtful notes and accounts is provided based on individually estimated collectibility.

2) Liability for retirement benefits

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

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 to 13 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

Past service liability is amortized by the straight-line method over a fixed number of years (10 to 13 years) within the average remaining service period of the employees at the time of its occurrence.

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) Provision for losses from natural disaster

Provision for losses from natural disaster is stated at the estimated amount for repair costs of fixed assets and others that were damaged in the Great East Japan Earthquake.

(4) Translation of foreign currencies

All monetary receivables and payables denominated in foreign currencies, unless hedged by forward exchange contracts, are translated into Japanese yen at the exchange rates at the balance sheet date, and the foreign exchange gains and losses from translation are recognized in the consolidated statement of income.

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 interests" 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 receivable 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 receivable in foreign currencies

3) Hedging policy

The Company and consolidated subsidiaries (the "Group") use derivative financial instruments only as a means to hedge foreign currency exchange risks.

4) Assessment of hedge effectiveness

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

(6) Amortization of Goodwill

Goodwill is amortized over a period of five years, unless deemed immaterial.

(7) Other significant conditions in preparing consolidated financial statements

Accounting for consumption taxes

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

Additional Information

(Application of Accounting Standard for Accounting Changes and Error Corrections)

The Group applied the "Accounting Standard for Accounting Changes and Error Corrections" (the Accounting Standards Board of Japan ("ASBJ") Statement No. 24, December 4, 2009) and the "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No. 24, December 4, 2009) to accounting changes and corrections of prior period errors which were made after the beginning of the current consolidated fiscal year.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

563,585 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 621 million yen received as fire insurance benefits and other and 888 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	557 million yen
Machinery, equipment and vehicles	625
Furniture and fixtures	42
Land	284

3. Guarantee Liabilities

The Group guarantees employees' loans from banks.

Employees (housing loans) 151 million yen

4. Assets to Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock) 1,840 million yen

Investment securities (corporate bond) 225

Notes to Consolidated Statement of Income

1. Gain on insurance adjustment

Gain on insurance adjustment represents the estimated amounts of insurance benefits for the floods in Thailand and the insurance benefits received for the Great East Japan Earthquake after deduction of the losses. The breakdowns are as follows:

(The floods in Thailand)

Description	Amount (Millions of yen)
Estimated amounts of insurance benefits	32,116
Losses related to fixed assets	△ 7,479
Losses related to inventories	△ 3,927
Other losses	△ 3,215
Total	17,493

(The Great East Japan Earthquake)

Description	Amount (Millions of yen)
Insurance benefits received	3,068
Losses related to fixed assets	△ 1,020
Other losses	△ 1,221
Total	827

2. Loss on Impairment of Fixed Assets

The Group recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2012.

Use of Asset	Location	Account	Amount (Millions of yen)
Operating assets	USA	Intangible fixed assets (excluding goodwill)	2,004
		Machinery, equipment and vehicles	673
		Buildings and structures	213
	Tokyo	Land	2,218
	Fukuoka	Machinery, equipment and vehicles	1,730
	Germany	Machinery, equipment and vehicles	307
Idle assets	Tokyo	Land	3,513
	Fukuoka	Machinery, equipment and vehicles	363
		Land	331
		Furniture and fixtures	41
	Kyoto and others	Machinery, equipment and vehicles	309
		Intangible fixed assets (excluding goodwill)	171
		Buildings and structures	98
		Land	95
	Furniture and fixtures	45	
Other	—	Goodwill	12,063
Total			24,180

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

(Operating assets)

Because the estimated future cash flows fell below the carrying amounts of the asset groups listed above due to deterioration of the revenue environment, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as “Loss on impairment of fixed assets” in extraordinary losses.

(Idle assets)

Because it was judged that the idle assets are unlikely to be used in the future, their carrying amounts were reduced to the recoverable amounts, and the reduced amounts were recorded as “Loss on impairment of fixed assets” in extraordinary losses.

The recoverable amounts were measured at their net selling prices, which were calculated based on a reasonable estimation in consideration of market value.

(Other)

As for “goodwill,” because the earnings projected at the time of acquiring the shares are not expected to be realized, carrying amounts of goodwill were revaluated and were reduced to their recoverable amounts. The reduced amounts were recorded as “Loss on impairment of fixed assets” in extraordinary losses.

With regard to “goodwill” recorded in connection with the acquisition of Kionix, Inc., located in the United States of America, an impairment loss was recorded in the financial statements of the relevant subsidiary in accordance with generally accepted accounting principles in the United States of America. However, it was adjusted in accordance with generally accepted accounting principles in Japan in the consolidated financial statements.

Notes to Consolidated Statement of Changes in Net Assets

1. Number of Shares Issued as of March 31, 2012

Common stock 113,400,000 shares

2. Dividends

(1) Dividends paid

(Resolution)	Class of Stock	Total Amount of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 29, 2011	Common stock	7,008 million yen	65.00 yen	March 31, 2011	June 30, 2011
Meeting of the Board of Directors held on November 9, 2011	Common stock	3,234 million yen	30.00 yen	September 30, 2011	December 2, 2011

(2) Dividends for the fiscal year ended March 31, 2012, to be distributed after the end of the year

(Scheduled Resolution)	Class of Stock	Total Amount of Dividends	Source of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 28, 2012	Common stock	3,234 million yen	Retained earnings	30.00 yen	March 31, 2012	June 29, 2012

Notes to Financial Instruments

1. Matters Relating to Financial Instruments

(1) Policy for financial instruments

The Group manages surplus funds with low-risk financial assets and uses derivatives only as a means to hedge the foreign exchange risk of trade receivables. The Group does not conduct any speculative transactions.

(2) Nature and extent of risks arising from financial instruments and risk management

Receivables, such as trade notes and trade accounts, are exposed to customer credit risk. Regarding the relevant risks, the Group controls due dates and the receivable balances by customer pursuant to the internal rules of the Group and, at the same time, promotes the early identification and reduction of bad debts risk due to financial deterioration. Foreign currency trade receivables are exposed to market risks resulting from fluctuations in foreign currency exchange rates. Such foreign exchange risks are partially hedged by forward foreign currency contracts.

Securities and investment securities, such as stocks and bonds, are exposed to the risk of market price fluctuations. The Group continually reviews the status of possessing such securities, monitoring fair value and the financial positions of issuers and others on a regular basis. The Group purchases only highly rated bonds pursuant to the internal policy approved by the Board of Directors, thereby incurring minimal credit risks.

Payment terms of payables, such as trade notes and trade accounts, are primarily less than one year. These payables are exposed to liquidity risk and the Group manages the risk by preparing and updating financing plans as appropriate.

The Group enters into derivative transactions pursuant to the internal policy approved by the Board of Directors and reports the status of the derivative transactions once or more every half year to the Board of Directors. Furthermore, in order to reduce credit risks, the Group only conducts derivative transactions with highly rated financial institutions.

(3) Supplemental information to fair value of financial instruments

Fair value of financial instruments is measured based on quoted market prices or those calculated by other rational valuation techniques in case a quoted price is not available. Since variation factors are incorporated to calculate this fair value, the use of different preconditions may change the value.

2. Fair Values of Financial Instruments

Carrying amounts of financial instruments in the consolidated balance sheet, their fair values, and differences as of March 31, 2012, are as listed in the table below. Any financial instruments whose fair values cannot be reliably determined are not included (see Note 2).

(Millions of yen)

	Carrying Amount	Fair Value	Difference
(1) Cash and time deposits	211,199	211,199	-
(2) Notes and accounts receivable-trade	67,393	67,393	-
(3) Securities and investment securities			
Available-for-sale securities	52,844	52,844	-
(4) Refundable income taxes	2,887	2,887	-
Total assets	334,325	334,325	-
(1) Notes and accounts payable-trade	23,979	23,979	-
(2) Accounts payable-other	29,168	29,168	-
(3) Accrued income taxes	1,551	1,551	-
Total liabilities	54,699	54,699	-

(Note)

1. Methods for calculating fair values

Assets

(1) Cash and time deposits, (2) Notes and accounts receivable-trade and (4) Refundable income taxes

The carrying values of these assets approximate fair value because of their short maturities.

(3) Securities and investment securities

The fair value of securities and investment securities are measured at the quoted market price of the stock exchange for equity instruments and at the quoted price obtained from financial institutions for certain debt instruments.

Liabilities

(1) Notes and accounts payable-trade, (2) Accounts payable-other and (3) Accrued income taxes

The carrying values of these liabilities approximate fair value because of their short maturities.

2. Financial instruments whose fair values cannot be reliably determined

(Millions of yen)

Category	Carrying Amount
Unlisted stock	508
Rights under limited partnership agreements for investment	86
Stocks of unconsolidated subsidiaries and associated companies, etc.	2,065

These financial instruments are expected to have no quoted market price and thereby their fair values cannot be reliably determined. As a result, these financial instruments are not included in the "Assets (3) 'Securities and investment securities'."

3. Maturity analysis for financial assets and securities with contractual maturities

(Millions of yen)

	Due in One Year	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years
Cash and time deposits	211,199	-	-	-
Notes and accounts receivable-trade	67,393	-	-	-
Securities and investment securities				
Available-for-sale securities with contractual maturities (Japanese government bonds, local government bonds, etc.)	-	0	0	-
Available-for-sale securities with contractual maturities (corporate bonds)	618	11,720	889	-
Available-for-sale securities with contractual maturities (other)	15,000	624	402	1,264
Refundable income taxes	2,887	-	-	-
Total	297,099	12,345	1,292	1,264

Notes to Per Share Information

Net assets per share	5,880.27 yen
Net loss per share	149.40 yen

Independent Auditors' Report on Consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2012

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyasu Kawai

Designated Unlimited Liability 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, 2012 of ROHM CO., LTD. (the "Company") and its consolidated subsidiaries, and the related statements of income and changes in net assets for the fiscal year from April 1, 2011 to March 31, 2012, and the related notes.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and its consolidated subsidiaries as of March 31, 2012, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Interest

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

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, 2012

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	188,103	Current liabilities	60,636
Cash and time deposits	49,752	Accounts payable-trade	36,952
Notes receivable-trade	850	Accounts payable-other	16,453
Accounts receivable-trade	63,564	Accrued expenses	5,869
Securities	10,618	Deferred tax liabilities	233
Merchandise and finished products	11,945	Deposits received	922
Work in process	2,684	Other	205
Raw materials and supplies	3,893		
Prepaid expenses	149	Long-term liabilities	2,914
Prepaid pension cost	575	Other long-term liabilities	1,095
Short-term loans receivable	13,515	Deferred tax liabilities	1,804
Accounts receivable-other	26,850	Asset retirement obligations	13
Refundable income taxes	2,140		
Other	1,580		
Allowance for doubtful notes and accounts	△ 16		
		Total liabilities	63,550
Fixed assets	278,958	(Net assets)	
Tangible fixed assets	68,559	Shareholders' equity	399,760
Buildings	15,687	Common stock	86,969
Structures	538	Capital surplus	97,253
Machinery and equipment	3,088	Additional paid-in capital	97,253
Vehicles	1	Retained earnings	265,621
Furniture and fixtures	948	Legal reserve	2,464
Land	42,680	Other retained earnings	263,156
Construction in progress	5,614	Reserve for research and development	1,500
Intangible fixed assets	3,078	Reserve for losses of overseas investments	43
Goodwill	320	Other reserve	303,500
Patents	1,743	Retained earnings carried forward	△ 41,886
Software	970	Treasury stock	△ 50,084
Other	44		
Investments and other assets	207,320	Valuation and translation adjustments	3,750
Investment securities	37,600	Net unrealized gain on available-for-sale securities	3,750
Stocks of subsidiaries and associated companies	111,666		
Bonds of subsidiaries and associated companies	225		
Long-term loans receivable	61,090		
Long-term prepaid expenses	927		
Other	1,380		
Allowance for doubtful accounts	△ 5,569		
		Total net assets	403,511
Total assets	467,061	Total liabilities and net assets	467,061

(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, 2011 to March 31, 2012

(Millions of yen)

Accounts	Amount	
Net sales		255,787
Cost of sales		212,555
Gross profit		43,231
Selling, general and administrative expenses		50,737
Operating loss (△)		△ 7,506
Non-operating income		
Interest and dividends income	12,848	
Technical advisory fees	3,697	
Other	2,244	18,791
Non-operating expenses		
Foreign currency exchange loss	1,152	
Commission fees	1,023	
Taxes and dues	585	
Other	95	2,856
Ordinary income		8,428
Extraordinary gains		
Gain on sale of fixed assets	372	372
Extraordinary losses		
Loss on sale and disposal of fixed assets	259	
Loss on impairment of fixed assets	303	
Losses from natural disaster	313	
Loss on valuation of investment securities	152	
Loss on valuation of stocks of subsidiaries and associated companies	67,613	
Special retirement expenses	731	69,374
Loss before income taxes (△)		△ 60,574
Income taxes-current	77	
Income taxes-deferred	8,330	8,408
Net loss (△)		△ 68,982

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

Non-consolidated Statement of Changes in Net Assets

From April 1, 2011 to March 31, 2012

(Millions of yen)

	Shareholders' Equity											Total Shareholders' Equity
	Common Stock	Capital Surplus			Legal Reserve	Retained Earnings				Total Retained Earnings	Treasury Stock	
		Additional Paid-in Capital	Other Capital Surplus	Total Capital Surplus		Other Retained Earnings						
						Reserve for Research and Development	Reserve for Losses of Overseas Investments	Other Reserve	Retained Earnings Carried Forward			
Balance at the beginning of the year	86,969	97,253	-	97,253	2,464	1,500	45	303,500	54,375	361,886	△ 67,120	478,989
Changes in the year												
Reserve for losses of overseas investments							2		△ 2	-		-
Reversal of reserve for losses of overseas investments							△ 5		5	-		-
Dividends									△ 10,242	△ 10,242		△ 10,242
Net loss (△)									△ 68,982	△ 68,982		△ 68,982
Purchase of treasury stock											△ 3	△ 3
Retirement of treasury stock			△17,039	△17,039							17,039	-
Transfer from retained earnings to capital surplus			17,039	17,039					△ 17,039	△ 17,039		-
Net changes in items other than shareholders' equity												
Total changes in the year	-	-	-	-	-	-	△ 2	-	△ 96,262	△ 96,264	17,035	△ 79,228
Balance at the end of the year	86,969	97,253	-	97,253	2,464	1,500	43	303,500	△ 41,886	265,621	△ 50,084	399,760

	Valuation and Translation Adjustments		Total Net Assets
	Net Unrealized Gain on Available-for-sale Securities	Total Valuation and Translation Adjustments	
Balance at the beginning of the year	5,822	5,822	484,811
Changes in the year			
Reserve for losses of overseas investment			-
Reversal of reserve for losses of overseas investments			-
Dividends			△ 10,242
Net loss			△ 68,982
Purchase of treasury stock			△ 3
Retirement of treasury stock			-
Transfer from retained earnings to capital surplus			-
Net changes in items other than shareholders' equity	△ 2,071	△ 2,071	△ 2,071
Total changes in the year	△ 2,071	△ 2,071	△ 81,300
Balance at the end of the year	3,750	3,750	403,511

(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 (based 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 on the non-consolidated balance sheet are written down when decreases in profitability have occurred.)

3. Depreciation of Fixed Assets

(1) Tangible fixed assets excluding leased 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 excluding leased assets

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

(3) Leased assets

There are no leased assets related to finance lease transactions without transfer of ownership of which the inception dates are on and after April 1, 2008.

4. Translation of Foreign Currencies

All monetary receivables and payables denominated in foreign currencies, unless hedged by forward exchange contracts, are translated into Japanese yen at the exchange rates at the balance sheet date, and the foreign exchange gains and losses from translation are recognized in the non-consolidated statement of income.

5. Accounting for Significant Allowances

(1) Allowance for doubtful notes and accounts

In order to provide for losses on doubtful notes and accounts, an allowance for ordinary receivables is provided based on past actual loss ratios, and the allowance for certain identified doubtful notes and accounts is provided based on individually estimated collectibility.

(2) Liability for retirement benefits

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

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

Past service liability is amortized by the straight-line method over a fixed number of years (10 years) within the average remaining service period of the employees at the time of its occurrence.

However, because the fair value of the plan assets exceeded the projected benefit obligations at the year ended March 31, 2012, the excess is presented as "Prepaid pension cost," resulting in the balance of "Liability for retirement benefits" being zero.

6. Hedge Accounting

(1) Hedge accounting

Accounts receivable 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 receivable in foreign currencies

(3) Hedging policy

The Company uses derivative financial instruments only as a means to hedge foreign currency exchange 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 Non-consolidated Financial Statements

Accounting for consumption taxes

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

Additional Information

(Application of Accounting Standard for Accounting Changes and Error Corrections)

The Company applied the "Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Statement No. 24, December 4, 2009) and the "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No. 24, December 4, 2009) to accounting changes and corrections of prior period errors which were made after the beginning of the current consolidated fiscal year.

Notes to Non-consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

113,713 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 245 million yen received as fire insurance benefits and other and 289 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	81
Furniture and fixtures	0
Land	272

3. Receivables from and Payables to Subsidiaries and Associated Companies

Short-term receivables from subsidiaries and associated companies	70,694 million yen
Long-term receivables from subsidiaries and associated companies	61,307
Short-term payables to subsidiaries and associated companies	33,763

Notes to Non-consolidated Statement of Income

1. Transactions with subsidiaries and associated companies

Operating transactions	Net sales	151,801 million yen
	Purchase and subcontract processing	173,259
	Other operating expenses	7,364
Non-operating transactions	Non-operating income	6,136
	Non-operating expenses	1,023
	Sale of assets	21,120
	Purchase of assets	1,161

2. Loss on valuation of stocks of subsidiaries and associated companies

The main component of loss on valuation of stocks of subsidiaries and associated companies is 64,973 million yen for the stocks of LAPIS Semiconductor Co., Ltd., consolidated subsidiary of the Company.

Notes to Non-consolidated Statement of Changes in Net Assets

Type and number of treasury stock as of March 31, 2012

Common stock	5,585,173 shares
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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	26,158 million yen
Inventories	4,427
Depreciation	1,690
Accrued enterprise tax	47
Accrued expenses	1,402
Allowance for doubtful accounts	1,897
Tax credits for research and development expenses	3,216
Tax loss carryforwards	951
Loss on impairment of fixed assets	459
Other	114
<u>Subtotal</u>	<u>40,367</u>
Valuation allowance	△ 40,367
<u>Total</u>	<u>-</u>
Deferred tax liabilities	
Prepaid pension cost	△ 217
Net unrealized gain on available-for-sale securities	△ 1,799
Other	△ 20
<u>Total</u>	<u>△ 2,037</u>
<u>Net deferred tax liabilities</u>	<u>△ 2,037</u>

Notes to Related Party Transactions

Type	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	5,000	Short-term loans receivable Long-term loans receivable	8,400 22,110
	ROHM TSUKUBA CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	900	Short-term loans receivable Long-term loans receivable *6	2,400 8,900
	LAPIS SEMICONDUCTOR CO., LTD.	100%	Products supplier for ROHM	Purchase of products, and others *2	38,368	Accounts receivable-other Accounts payable-trade Accounts payable-other	1,487 4,436 185
				Capital loan *1	-	Long-term loans receivable	10,000
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *3	19,461	Accounts receivable-other Accounts payable-trade Accounts payable-other	5,207 8,426 24
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *3	21,449	Accounts receivable-other Accounts payable-trade	12,279 5,148
				Sale of assets *4	11,345	Accounts payable-other Accrued expenses	44 1
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	2,300	Short-term loans receivable Long-term loans receivable	1,240 12,412
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	100%	Wholesaler of ROHM products	Product sales *5	40,236	Accounts receivable-trade	7,310
	ROHM SEMICONDUCTOR TAIWAN CO., LTD.	100%	Wholesaler of ROHM products	Product sales *5	25,623	Accounts receivable-trade	6,537
SICRYSTAL AG	100%	Raw materials supplier for ROHM	Capital loan *1	3,114	Long-term loans receivable	4,776	

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.
- *2. Purchase prices are determined in consideration of fair value of products.
- *3. Purchase prices are determined in consideration of fair value of products and process cost of the subsidiaries.
- *4. Sale prices are determined in consideration of acquisition cost and expenses including transportation cost.
- *5. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.
- *6. Regarding the long-term loan receivable to ROHM TSUKUBA CO., LTD., 4,892 million yen is recorded as "Allowance for doubtful accounts."

Notes to Per Share Information

Net assets per share	3,742.63 yen
Net loss per share	639.82 yen

Independent Auditors' Report on Non-consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2012

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyasu Kawai

Designated Unlimited Liability 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, 2012 of ROHM CO., LTD. (the "Company"), and the related non-consolidated statements of income and changes in net assets for the 54th fiscal year from April 1, 2011 to March 31, 2012, and the related notes and the accompanying supplemental schedules.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements and the accompanying supplemental schedules in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the accompanying supplemental schedules. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements and the accompanying supplemental schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the financial statements and the accompanying supplemental schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the accompanying supplemental schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit 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, 2012, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Interest

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

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 54th fiscal year from April 1, 2011 to March 31, 2012, 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 in the Business Report 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 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 content of the Business Report and 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.

(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 LLC, 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 LLC, are recognized as being adequate.

May 9, 2012

Board of Company Auditors

ROHM CO., LTD.

Company Auditor (Full-time)

Company Auditor (Full-time)

Company Auditor

Company Auditor

Company Auditor

Yoshiaki Shibata (Seal)

Hideo Iwata (Seal)

Yasuhito Tamaki (Seal)

Shinya Murao (Seal)

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

Proposal 1: Appropriation of Retained Earnings for the 54th Fiscal Year

Concerning the appropriation and year-end distribution of retained earnings, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2012, financial forecasts, and future fund demands for investment in business to improve our corporate value. Accordingly, the total dividend for the year is 60 yen per share, including the interim dividend of 30 yen.

1. Appropriation of Retained Earnings

(1) Decreased retained earnings and the amount of decrease:

Other reserve 60,000,000,000 yen

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

Retained earnings carried forward 60,000,000,000 yen

2. Year-end Dividends

(1) Type of assets distributed: Cash

(2) Distribution of retained earnings and total distributed amount:

Distribution of each common share of the Company 30 yen

Total amount distributed 3,234,444,810 yen

(3) Date when the distribution takes effect: June 29, 2012

Proposal 2: Election of five (5) Company Auditors

The terms of office for all current Company Auditors expire at the closing of this Ordinary General Shareholders Meeting. It is proposed that five (5) Company Auditors be elected.

The presentation of this proposal to the Ordinary General Shareholders Meeting has prior consent of the Board of Company Auditors.

The candidates for the Company Auditors are as follows:

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, and Important Duties outside the Company	Number of ROHM Shares Held
1	Yoshiaki Shibata (August 17, 1944)	Apr. 1968 Joined The Daiwa Bank Co., Ltd. Apr. 1997 General Manager of Inspection Div. of the bank above May 1998 Advisor of the Company Jun. 1998 Company Auditor of the Company (Full Time) (Current Position)	2,200
2	Hideo Iwata (July 16, 1954)	Apr. 1977 Joined The Daiwa Bank Co., Ltd. Oct. 2001 Manager of Tondabayashi branch of the bank above Oct. 2004 Joined Kume Electric Corporation Jun. 2008 Company Auditor of the Company (Full Time) (Current Position)	1,100
3	Yasuhito Tamaki (October 4, 1938)	Apr. 1964 Attorney at law (Belonging to Osaka Bar Association) Partner of Midosuji Law Office (Incorporated to be Midosuji Legal Profession Corporation) Jun. 2001 Company Auditor of the Company (Current Position)	100

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, and Important Duties outside the Company	Number of ROHM Shares Held
4	Shinya Murao (January 26, 1957)	Sep. 1986 Joined Tohmatsu & Co. (Osaka Office) Mar. 1990 Registered as CPA Sep. 1992 Founded Murao Accounting Office Jun. 2001 Company Auditor of the Company (Current Position)	100
5	Haruo Kitamura (August 21, 1958)	Sep. 1983 Joined Arthur Andersen CPA Joint Office Mar. 1987 Registered as CPA Aug. 2002 Founded Kitamura Accounting Office Jun. 2004 Company Auditor of the Company (Current Position) Jun. 2010 Outside Director of Yamaha Corporation (Current Position)	0

- (Notes) 1. There are no special relationships of interest between the candidates and the Company
2. The candidates are for Outside Company Auditors of the Company and the Company has designated them as Independent Company Auditors pursuant to the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and reported that information to both Exchanges.
3. Each candidate Outside Company Auditor is introduced as follows:
- (1) Yoshiaki Shibata is suitable as an Outside Company Auditor, typically because he can provide opinions regarding corporate management and other issues from a comprehensive point of view based on his expertise as a full-time Company Auditor of the Company. The Company is certain that he will carry out his duties appropriately. He has worked at Resona Bank, Limited. (The Daiwa Bank, Ltd. at that time), one of the Company's client banks. However, since about fourteen years have passed since he retired from this bank, he is not in the position to be influenced by the bank's intention. In addition, because the Company is in business with many other financial institutions, the Company has no borrowing from this bank and this bank does not hold any share of the Company, it has been judged that he is fully independent with no risk for conflict of interest with general shareholders. As of the closing of this General Meeting, his term of office as an Outside Company Auditor will reach fourteen years.
 - (2) Hideo Iwata is suitable as an Outside Company Auditor, typically because he can provide opinions regarding corporate management and other issues based on his excellent experience and knowledge through long-time experience at a financial institution and other organizations. The Company is certain that he will carry out his duties appropriately. He has worked at Resona Bank, Limited. (The Daiwa Bank, Ltd. at that time), one of the Company's client banks. However, since about seven years have passed since he retired from this bank, he is not in the position to be influenced by the bank's intention. In addition, because the Company is in business with many other financial institutions, the Company has no borrowing from this bank and this bank does not hold any share of the Company, it has been judged that he is fully independent with no risk for conflict of interest with general shareholders. As of the closing of this General Meeting, his term of office as an Outside Company Auditor will reach four years.
 - (3) Yasuhito Tamaki is recommended as an Outside Company Auditor because the Company is certain that he will contribute to the Company in terms of management and other issues by sharing expertise and knowledge he gained as a lawyer through auditing. As of the closing of this General Meeting, his term of office as an Outside Company Auditor will reach eleven years.
 - (4) Shinya Murao is recommended as an Outside Company Auditor because the Company is certain that he will contribute to the Company in terms of management and other issues by sharing expertise and knowledge he gained as a certified public accountant through auditing. He has worked at Deloitte Touche Tohmatsu LLC (Tohmatsu & Co. at that time), which is now the Company's Independent Auditor. However, since about nineteen years have passed since he retired from the accounting firm, he had not directly involved in auditing of the Company when he was with the accounting firm and the amount of transaction between the accounting firm and the Company is very small (the amount of audit fees, etc. paid by ROHM Group accounted for less than 0.2% of the total annual income of the accounting firm, result ending in March 2012), it has been judged that he is fully independent with no risk for conflict of interest with general shareholders. As of the closing of this General Meeting, his term of office as an Outside Company Auditor will reach eleven years.
 - (5) Haruo Kitamura is recommended as an Outside Company Auditor because the Company is certain that he will contribute to the Company in terms of management and other issues by sharing expertise and knowledge he gained as a certified public accountant through auditing. As of the closing of this General Meeting, his term of office as an Outside Company Auditor will reach eight years.

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

— End —