



[Please note that the followings including Independent Auditor's 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, 2015. 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.]

(Securities Code: 6963)
May 28, 2015

To Our Shareholders:

ROHM Co., Ltd.
21, Saiin Mizosaki-cho,
Ukyo-ku, Kyoto, Japan
Satoshi Sawamura
President

NOTICE OF THE 57TH ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

You are cordially invited to attend the 57th 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 39. Your vote must be received by the Company no later than Thursday June 25, 2015, 5:15 p.m. (JST).

NOTICE OF MEETING

1. Date and Time: Friday, June 26, 2015, 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 Nonconsolidated Financial Statements, for the 57th Fiscal Year (from April 1, 2014 to March 31, 2015)
2. Audit Reports on Consolidated Financial Statements from the Independent Auditors and the Board of Company Auditors for the 57th Fiscal Year (from April 1, 2014 to March 31, 2015)

Resolutions:

- Proposal 1: Appropriation of Dividends of Surplus for the 57th Fiscal Year
Proposal 2: Election of ten (10) Directors

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) Exercise Your Voting Rights via the Internet

- 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). You may be unable to access the voting website depending on the internet connection conditions.
- 2) 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.
- 3) If you exercise your voting rights both by mail and via the Internet, only those exercised via the Internet will be valid, and if you exercise your voting rights multiple times via the Internet, the last time that you exercise your voting rights shall be deemed valid.
- 4) The expenses incurred by accessing to the voting website (internet access fees, communications charges, etc.) shall be borne by shareholders.
- 5) Voting from the website can be accepted until 5:15 p.m. (JST), Thursday, June 25, 2015. 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) Handling of Password

- 1) You will be informed of your login ID and temporary password each time a shareholders meeting is called.
- 2) The password is very important to prove your legitimacy as a shareholder of the Company, so please ensure that you do not disclose them to other people.
Please note that the Company cannot answer any inquiries regarding your password by phone, etc.

2. 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.

<p>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)</p>

Business Report

For the period from April 1, 2014 to March 31, 2015

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

The world economy was bullish as a whole in the fiscal year ended March 31, 2015, despite the concerns over falling oil prices, economic stagnation in Europe and other potentially destabilizing events. Much of that owed to the continued economic expansion in the US, gradual improvement in the Japanese economy, and high growth rates maintained in China and other emerging economies.

By individual regions, the US economy stayed on a recovery path as the employment situation and personal consumption continued to improve with the support of steady industrial production and a better housing market. While in Europe, slow growth in Germany in the first half of the year added to the drawn-out recession in Southern Europe, but the German economy rallied in the second half of the year and economic recovery continued in the UK. In Asia, the regional economy was steady as a whole despite slower growth in China due to a slump in their housing market, as recovery trends were seen in both Taiwan and India. In Japan, the consumption tax hike and bad weather adversely impacted personal consumption in the first half of the year, but a gradual recovery trajectory fueled by an improved jobs situation and corporate earnings underscored the economy as a whole.

In the electronics industry, the automotive sector was solid owing to strong sales in the US and Europe and increased adoption of in-vehicle electronics, while the industrial equipment and smartphone sectors held their ground. The PC sector grew steadily in the first half of the year in and around tablet applications, but went into a corrective phase in the latter half of the year.

Amid this business climate, the ROHM Group bolstered its product lineups for the automotive and industrial equipment markets, where growth is anticipated for the mid- to long-term, and developed new products in each category with a view to increase future earnings through 4 'growth engines': 1) IC synergy (with LAPIS Semiconductor Co., Ltd.), 2) SiC-based power devices and module products, 3) optical devices, and 4) sensor-related products. The ROHM Group also continued efforts from the last fiscal year to build up its sales operations in overseas markets and strengthen its lineups of existing products.

More specifically, the ROHM Group continued to expand its lineups of low power ICs for automotive microcontrollers and high voltage Zener diodes for the automotive sector. For smartphones and tablets, the ROHM Group developed and improved the RASMID[®] series (*1) of ultra-miniature components, which include the world's smallest transistors, along with its lineups of compact, high-performance sensors and power ICs. The Group also worked to enhance its production system for power management ICs for Intel[®] Atom[™] Processors, which are experiencing increased demand in tablets, and promoted development in ICs for the next generation of tablets.

For the industrial equipment market and the IoT (*2) market where future growth is expected, the ROHM Group developed a system development kit for EnOcean (*3), HD-PLC Inside (*4) compliant baseband ICs for power line communications, Wi-SUN (*5) communication modules, and wireless communication ICs compatible with Bluetooth Smart (*6).

On the management side, the ROHM Group reinforced its customer support system by opening a design center in India and a development center for sensor-related software in Finland. With regards to production systems, the ROHM Group took steps to strengthen operations in preparation for future market expansion, by introducing RPS (*7) activities aimed at shortening lead time and incorporating high quality into products at group factories, increasing front-end (wafer) production capacity at ROHM's Headquarters, ROHM Hamamatsu Co., Ltd. and LAPIS Semiconductor Miyagi Co., Ltd., and going forward with plans to build new plants for back-end manufacturing operations in Thailand and Malaysia.

As a result, consolidated net sales for the fiscal year ended March 31, 2015 were 362,772 million yen (an increase of 9.6% from the fiscal year ended March 31, 2014) and operating income was 38,800 million yen (an increase of 64.2% from the fiscal year ended March 31, 2014).

After foreign currency exchange gains, ordinary income was 59,218 million yen (an increase of 64.9% from the fiscal year ended March 31, 2014) and net income for the fiscal year ended March 31, 2015 was 45,296 million yen (an increase of 41.1% from the fiscal year ended March 31, 2014).

- *1. RASPID® (ROHM Advanced Smart Micro Device) Series
The smallest lineup of components in the world, developed utilizing breakthrough manufacturing methods for unprecedented miniaturization and ultra-high dimensional precision ($\pm 10 \mu\text{m}$). Product examples include 03015 (0.3 mm x 0.15 mm) size chip resistors and 0402 (0.4 mm x 0.2 mm) size diodes.
- *2. IoT (Internet of Things)
A technique to connect various products (things) other than IT products such as personal computer over the internet. IoT is expected to greatly fuel growth in the sensor and communication IC markets in the fields of home appliances, medical and healthcare equipment, infrastructure, industrial equipment, and more.
- *3. EnOcean
A next-generation wireless communication standard that utilizes energy harvesting technology to transmit information using minimal power. In addition to wireless transmission capability, no power source or maintenance is required, making it ideal for HEMS and BEMS. The ROHM Group is a promoter and key member of the EnOcean Alliance, an organization for promoting the wireless standard, where ROHM will focus on technology development and product sales.
- *4. HD-PLC Inside
A standard for building high-speed communication networks using existing power lines. It is expected to spread to home LANs, etc.
- *5. Wi-SUN (Wireless Smart Utility Network)
An international wireless communication standard that uses subgigahertz radio frequencies of about 900 MHz. It enables communications over a maximum length of 500 m. It is viewed as the best standard for building smart communities where information is collected from smart meters, etc.
- *6. Bluetooth Smart
Bluetooth is a near-field digital wireless telecommunication standard for exchanging information (including textual and voice data) between devices at a distance of several to tens of meters using the 2.4 GHz frequency band. It has been adopted in a number of products, such as keyboards and mice for PCs (mainly notebook PCs), mobile phones, PHSs, and smartphones. Bluetooth Smart is a brand name that indicates compatibility with Bluetooth® Low Energy, a low energy protocol of the Bluetooth standard.
- *7. RPS (Rohm Production System)
A production system centered on improvement activities for integrating higher quality into products, shortening lead time and thoroughly eliminating waste in inventory and other operations at all Group plants. ROHM believes that establishing production systems of unparalleled efficiency and quality is essential for strengthening the Group's earning structure.

Overview of performance in each segment

<ICs>

Consolidated net sales for the fiscal year ended March 31, 2015 were 169,916 million yen (an increase of 10.2% from the fiscal year ended March 31, 2014) and segment income was 22,286 million yen (an increase of 141.8% from the fiscal year ended March 31, 2014).

In the automotive sector, sales of general-purpose power ICs, LED driver ICs, LCD driver ICs, and power ICs for car audio systems grew as a result of increased adoption of in-vehicle electronics, while sales of power ICs in the industrial equipment field increased as well.

In the IT-related market, sales of power ICs for tablets grew significantly, along with sales of camera module lens driver ICs, brightness sensors and Hall sensors for smartphones.

In the digital AV equipment field, sales of power ICs for cameras were stagnant due to the continuing slump in the digital camera market, but system ICs for audio remained strong. In the TV market, sales of power ICs, timing controller ICs and other products to Korea and China increased.

In the game console market, sales of power ICs and other products held steady owing to greater demand from some customers.

Similarly, sales of general-purpose power ICs and EEPROMs (*8) increased.

LAPIS Semiconductor Co., Ltd. posted lower sales of memory ICs for a certain game console market. However, increased use of DRAM products and low power microcontrollers was seen in the automotive and industrial equipment markets, along with wireless communication ICs for smart meters.

- *8. EEPROM (Electrically Erasable Programmable Read-Only Memory)
A type of non-volatile memory best suited for storing data.

<Discrete semiconductor devices>

Consolidated net sales for the fiscal year ended March 31, 2015 were 129,047 million yen (an increase of 9.6% from the fiscal year ended March 31, 2014) and segment income was 15,909 million yen (an increase of 12.9% from the fiscal year ended March 31, 2014).

Sales of power MOSFETs and small-signal MOSFETs (*9) for automotive, industrial equipment and smartphone applications were strong, while growth was seen with small-signal diodes for smartphones and tablets and power diodes for the automotive market.

Regarding power devices, sales of SiC devices and modules for air conditioners and solar power equipment increased, while sales in the automotive-related sector grew due to increased use by vehicle manufacturers. IGBTs (*10) that were launched just on this fiscal year ended March 31, 2015 also saw greater adoption in the automotive industry.

As for LEDs, sales in the car audio market remained steady, but overall results were down as sales to the gaming and entertainment markets declined in the second half of the year. In the laser diode category, sales for the printer market trended upward.

***9. MOSFET**

Short for Metal Oxide Semiconductor Field Effect Transistor. This type of transistor enables faster switching with less power consumption than bipolar transistors, and is widely used in a variety of electronic products.

***10. IGBT**

Short for Insulated Gate Bipolar Transistor, a semiconductor that combines the best features of a MOSFET and bipolar transistor, making it ideal for power control applications.

<Modules>>

Consolidated net sales for the fiscal year ended March 31, 2015 were 36,083 million yen (an increase of 14.0% from the fiscal year ended March 31, 2014) and segment income was 2,086 million yen (an increase of 44.6% from the fiscal year ended March 31, 2014).

Favorable sales results of printheads were posted for image sensors to the Chinese market as well as mobile payment terminals.

In the optical module segment, sales of IrDA (*11) communication modules for gaming consoles and other devices were sluggish, but sales of miniature sensor modules for smartphones increased significantly.

Sales of power modules for the camera market were down.

***11. IrDA**

Short for Infrared Data Association, the organization responsible for establishing technical standards for near-field data communications using infrared light.

<Others>

Consolidated net sales for the fiscal year ended March 31, 2015 were 27,725 million yen (an increase of 0.8% from the fiscal year ended March 31, 2014) and segment loss was 900 million yen (segment loss of 796 million yen for the fiscal year ended March 31, 2014).

Sales of resistors for smartphones and automotive applications increased, while sales of tantalum capacitors were firm and driven by ultra-small models for smartphones and tablets.

Regarding our LED lighting products, the ROHM Group continued to shift from B-to-C to B-to-B operations where we can best utilize our sensor networking technologies and other strengths as a semiconductor manufacturer.

The net sales mentioned above are sales to external customers.

(2) Capital Expenditures

In this period, the Group invested 48,739 million yen in total in facilities to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining. A breakdown of investment by segment is as follows:

ICs	24,031	million yen
Discrete Semiconductor Devices	15,784	million yen
Modules	4,362	million yen
Others	2,188	million yen
Sales and Administrative Expenses Division	2,373	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

Though there are concerns about slower growth in China and elsewhere, there are also bright signs in the world economy such as improved personal consumption and jobs in the USA.

The electronics industry is expected to see continued growth over the mid- to long-term because of expansion in the digital home appliance and IoT markets and increased use of electronics in automobiles, but this will also bring greater competition when it comes to pricing and technologies. This will likely augment the pressure to supply internationally competitive products, which means that new products and technologies will have to be developed for global markets and costs will have to be reduced across the board.

Understanding the circumstances, the ROHM Group will direct efforts at developing high value-added products that anticipate industry needs in a wide range of markets, including automotive electronics, information and communications, and mobile devices.

Moreover, in order to serve expanding overseas markets, the ROHM Group will continue to strengthen our development and sales structures around the world.

In addition, we will continue to strengthen CSR activities as a contribution to the realization of a sustainable society, and our risk management system in order to maintain business intact in the face of potential and actual risks.

(5) Operating Results and Financial Position of the ROHM Group

(Millions of yen otherwise noted)

Item	Mar-2012	Mar-2013	Mar-2014	(Current period) Mar-2015
Net Sales	304,652	292,410	331,087	362,772
Ordinary Income	7,286	11,786	35,915	59,218
Net Income (Loss)	△16,106	△52,464	32,091	45,296
Net Income (Loss) per Share (yen)	△149.40	△486.63	297.65	420.15
Total Assets	737,326	699,014	754,407	864,380
Equity	634,280	613,647	663,387	752,433

(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-2012	Mar-2013	Mar-2014	(Current Period) Mar-2015
Net Sales	255,787	249,741	282,123	313,498
Ordinary Income	8,428	21,416	13,284	59,711
Net Income (Loss)	△68,982	4,200	10,765	36,700
Net Income (Loss) per Share (yen)	△639.82	38.95	99.85	340.43
Total Assets	467,061	463,989	485,318	548,790
Equity	403,511	403,845	419,324	459,868

(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
Modules	Printhead Products, Optical Modules, Power Modules
Others	Resistors, Tantalum Capacitors, Lighting Products

(7) Main Business Sites

	Name	Location
ROHM CO., LTD.	Head Office/Factory Kyoto Technology Center Yokohama Technology Center Kyoto Business Center Tokyo Business Center Yokohama Business Center Nagoya Business Center	Kyoto Kyoto Kanagawa Kyoto Tokyo Kanagawa Aichi
Manufacturing	ROHM HAMAMATSU 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. ROHM MECHATECH (TIANJIN) CO., LTD. KIONIX, INC. SICRYSTAL AG	Shizuoka Okayama Fukuoka Kyoto Kanagawa Miyagi Miyazaki Hyogo Korea Philippines Thailand China China Malaysia Philippines Thailand China U.S.A. Germany
Sales	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. ROHM SEMICONDUCTOR U.S.A., LLC ROHM SEMICONDUCTOR DO BRASIL LTDA. ROHM SEMICONDUCTOR GmbH	Korea China China China China Taiwan Singapore Philippines Thailand Malaysia India U.S.A. Brazil Germany
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(8) Employees

Segment Name	Number of Employees	Change from the Previous Fiscal Year	Average Service Years
ICs	20,843	Increase by 858 employees	9.9 years
Discrete semiconductor devices			
Modules			
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, 499 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 15,400	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 400	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 KOREA CORPORATION	Million won 1,000	100.0	Sales 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 SEMICONDUCTOR KOREA CORPORATION has been listed as an important subsidiary from the consolidated fiscal year ended March 31, 2015 owing to the expansion of operation.

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 5,596,799 shares of treasury stock)

(3) Total Number of Shareholders as of March 31, 2015 23,973

(4) Major Shareholders (Top 10 Shareholders)

Name	Number of Shares Held (Thousands of shares)	Ownership
The Master Trust Bank of Japan, Ltd. (Trust account)	8,470	7.85%
Japan Trustee Service Bank, Ltd. (Trust account)	8,134	7.54
Rohm Music Foundation	8,000	7.42
Bank of Kyoto, Ltd.	2,606	2.41
Ken Sato	2,405	2.23
SAJAP	1,945	1.80
Japan Trustee Service Bank, Ltd. (Trust account 9)	1,565	1.45
BBH BOSTON CUSTODIAN FOR BLACKROCK GLOBAL ALLOCATION FUND, INC. 620313	1,420	1.31
STATE STREET BANK WEST CLIENT - TREATY 505234	1,377	1.27
THE BANK OF NEW YORK MELLON SA/NV 10	1,375	1.27

(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. 5,596 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, 2015)

Position	Name	Positions at the Company and Important Duties outside the Company
* President	Satoshi Sawamura	
Managing Director	Hidemi Takasu	In charge of Quality, Intellectual Property
Director	Tadanobu Fujiwara	General Manager of Japanese Sales Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Toshiki Takano	General Manager of LSI Corporate Strategy and Business Development
Director	Isao Matsumoto	General Manager of LSI Production Headquarters
Director	Katsumi Azuma	General Manager of Discrete Module Production Headquarters
Director	Masahiko Yamazaki	General Manager of Administrative Headquarters, General Manager of CSR 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, Outside Director of Eidai Co., Ltd.
Company Auditor	Shinya Murao	CPA
Company Auditor	Haruo Kitamura	CPA, Outside Director of Yamaha Corporation, Outside Director of MonotaRO Co., Ltd.

(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 reported that information to the 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
None
 - (2) Retirements
None
 - (3) Changes in duties
 - 1) Hidemi Takasu's position was changed from in charge of Business Creation, Quality to in charge of Business Creation, Quality, Intellectual Property as of August 11, 2014, and from in charge of Business Creation, Quality, Intellectual Property to in charge of Quality, Intellectual Property as of February 11, 2015.
 - 2) Masahiko Yamazaki's position was changed from General Manager of Administrative Headquarters to General Manager of Administrative Headquarters, General Manager of CSR Headquarters as of November 11, 2014.

(2) Overview of the Contents of Contracts for Limitation of Liability

Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into contracts with all Outside Directors and Outside Company Auditors that limit their liabilities specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in Article 425, Paragraph 1 of the Companies Act.

(3) Total Remunerations for Directors and Company Auditors

Position	Number of Members	Remuneration
Directors	10	348 million yen
Company Auditors	5	57 million yen
Total	15	405 million yen

- (Notes) 1. Directors' remunerations do 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. Directors' remunerations include the amount of 140 million yen as bonuses for the Directors with respect to the 57th fiscal year.
4. Two Directors are Outside Directors and all the Company Auditors are Outside Company Auditors. The total amount of their remunerations is 81 million yen.

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

Position	Name	Main Activity
Director	Hachiro Kawamoto	Attended 92% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 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 92% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (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 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 resolutions deemed to have been made in writing). Attended all 12 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position and experience as the full-time Company Auditor.
Company Auditor (Full-Time)	Hideo Iwata	Attended 96% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 resolutions deemed to have been made in writing). Attended all 12 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 96% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 resolutions deemed to have been made in writing). Attended all 12 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a lawyer.
Company Auditor	Shinya Murao	Attended 92% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 resolutions deemed to have been made in writing). Attended all 12 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 83% of the 24 meetings of Board of Directors during the fiscal year ended March 31, 2015 (including participation in 8 resolutions deemed to have been made in writing). Attended 92% of the 12 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 57th Fiscal Year 88 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) 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 Board of Company Auditors may decide the proposal regarding dismiss or not to reappoint the Independent Auditor and based on such decision the Board of Directors shall submit such proposal at the General Shareholders Meeting when it is deemed difficult for the Independent Auditors to perform audits properly due to an event that may damage their qualification or independence.

(4) Total Remuneration for the Independent Auditor to be Paid by the Company and Its Subsidiaries 129 million yen

(Note) Among ROHM group's major subsidiaries, financial statements of the eight overseas subsidiaries are audited 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 and "Electronic Industry Citizenship Coalition (EICC) Code of Conduct", etc.
 - (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 and the Board of Company Auditors.
 - (e) 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.
 - (f) The Compliance Hotline (the internal hotline system and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities to discover any illegal conduct of a Director and to prevent recurrence thereof.

- 2) System to save and control information related to Directors' performance of duties
 - (a) Decisions regarding Directors' performance of their duties, such as the minutes of general shareholders meetings, the minutes of the meetings of the Board of Directors, executive proposals, business plans for individual fiscal years, etc., 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 inspected at any time by Directors and Company Auditors.
 - (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 by giving internal notice and information security training to all employees to ensure that they are fully aware of and comply with such rule.
- 3) Rules and other systems to control the risk of loss
 - (a) Under the CSR Committee chaired by the President himself, Committees of Quality, Corporate Safety and Health, Risk Management/BCM, Compliance, Information Disclosure, 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, establish a business continuity plan and take any and all possible preliminary measures or preparations across ROHM 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 ROHM Group employees should be informed by way of the "ROHM Group Business Conduct Guidelines", 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, analyzed and reported 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 ROHM 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 ROHM Group and individual divisions, and progress and achievement status of such projects and targets should be controlled.
- 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 should be nominated as a 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 a proper manner, not only the CSR Committee but also the Corporate Safety and Health Committee, Compliance Committee, Information Disclosure Committee, and Environmental Conservation Committee, should be committed to such actions as checking the status of compliance for 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) ROHM Group shares the corporate mission and policy, which are the basis of the founding spirit of the Company, in order to carry out the business activities as a team working together and enhance the corporate value of the entire Group.
 - (b) Each Committee under the Company's CSR Committee should supervise and control Group companies comprehensively to ensure proper execution of duties in each responsible area.
 - (c) Written standards applicable to the entire ROHM Group should be established and implemented.
 - (d) 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.
 - (e) 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 and periodical reports to the Company's relevant divisions from Group companies should be made, thus enabling to control Group companies.
 - (f) 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.
 - (g) The Company's internal 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 Company Auditor's duties, independence of the employees from Directors and to ensure effectiveness of the Company Auditor's instruction to such employees
- (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, other systems for reporting to Company Auditors and system for employees not to be treated disadvantageously by the reason of such reports
- (a) Should a Director be found to have committed an 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. by another Director, it should be promptly reported to the Board of Company Auditors.
 - (b) The meetings of committees, not only the CSR Committee but also the 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.

- (d) A section in charge of the Compliance Hotline should make periodical reports on situations and results thereof to Company Auditors.
 - (e) Employees that have reported to Company Auditors shall not disadvantageously treated by the reason of such reports according to applicable laws and regulations as well as in-house regulations.
- 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.
 - (d) Company Auditors should exchange opinions with Directors whenever necessary.
 - (e) Company Auditors may consult with lawyers, certified public accountants, consultants and other external advisers at company expense, where they deem it necessary.

(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, 2015

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	523,376	Current liabilities	69,660
Cash and deposits	280,756	Notes and accounts payable-trade	11,764
Notes and accounts receivable-trade	76,721	Electronically recorded obligations	8,026
Electronically recorded monetary claims	2,132	Accounts payable-other	19,282
Securities	42,998	Income taxes payable	6,638
Merchandise and finished products	31,962	Other	23,948
Work in process	38,975		
Raw materials and supplies	29,405	Long-term liabilities	42,286
Deferred tax assets	9,374	Deferred tax liabilities	29,617
Refundable income taxes	546	Liability for retirement benefits	9,251
Other	10,794	Other	3,416
Allowance for doubtful accounts	(292)		
Fixed assets	341,003	Total liabilities	111,946
Tangible fixed assets	231,293	(Equity)	
Buildings and structures	74,078	Shareholders' equity	738,750
Machinery, equipment, and vehicles	66,788	Common stock	86,969
Furniture and fixtures	7,640	Capital surplus	102,403
Land	64,039	Retained earnings	599,518
Construction in progress	18,746	Treasury stock	(50,141)
Intangible fixed assets	5,401	Accumulated other comprehensive income	13,186
Goodwill	33	Unrealized gain on available-for-sale securities	24,442
Other	5,368	Foreign currency translation adjustments	(7,308)
Investments and other assets	104,309	Accumulated adjustments for retirement benefits	(3,948)
Investment securities	73,462	Minority interests	496
Asset for retirement benefits	1,948		
Deferred tax assets	3,836	Total equity	752,433
Other	25,457		
Allowance for doubtful accounts	(394)	Total liabilities and equity	864,380
Total assets	864,380		

(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, 2014 to March 31, 2015

(Millions of yen)

Accounts	Amount	
Net sales		362,772
Cost of sales		235,042
Gross profit		127,729
Selling, general and administrative expenses		88,929
Operating income		38,800
Nonoperating income		
Interest income	1,703	
Foreign currency exchange gain	17,871	
Other	1,359	20,935
Nonoperating expenses		
Interest expense	5	
Provision for doubtful accounts	111	
Taxes and dues	316	
Other	84	518
Ordinary income		59,218
Extraordinary gains		
Gain on sale of fixed assets	310	
Gain on insurance settlement	2,487	2,797
Extraordinary losses		
Loss on sale and disposal of fixed assets	881	
Loss on impairment of fixed assets	5,875	
Loss on valuation of investment securities	8	
Loss on valuation of investment in unconsolidated subsidiary	10	6,776
Income before income taxes and minority interests		55,239
Income taxes-current	13,382	
Income taxes for prior periods	384	
Income taxes-deferred	(3,869)	9,897
Net income before minority interests		45,342
Minority interests in net income		45
Net income		45,296

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

Consolidated Statement of Changes in Equity

From April 1, 2014 to March 31, 2015

(Millions of yen)

	Shareholders' Equity					Accumulated Other Comprehensive Income (Loss)			
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Unrealized Gain on Available-for-sale Securities	Foreign Currency Translation Adjustments	Accumulated Adjustments for Retirement Benefits	Total Accumulated Other Comprehensive Loss
Balance at the beginning of the year	86,969	102,403	561,002	(50,125)	700,250	13,347	(45,788)	(4,825)	(37,266)
Cumulative effect of changes in accounting policy			1,305		1,305			599	599
Balance as restated	86,969	102,403	562,307	(50,125)	701,555	13,347	(45,788)	(4,225)	(36,667)
Changes in the year									
Dividends			(8,085)		(8,085)				
Net income			45,296		45,296				
Purchase of treasury stock				(15)	(15)				
Net changes in items other than shareholders' equity						11,095	38,480	277	49,853
Total changes in the year	-	-	37,211	(15)	37,195	11,095	38,480	277	49,853
Balance at the end of the year	86,969	102,403	599,518	(50,141)	738,750	24,442	(7,308)	(3,948)	(13,186)

	Minority Interests	Total Equity
Balance at the beginning of the year	404	663,387
Cumulative effect of changes in accounting policy		1,904
Balance as restated	404	665,292
Changes in the year		
Dividends		(8,085)
Net income		45,296
Purchase of treasury stock		(15)
Net changes in items other than shareholders' equity	92	49,946
Total changes in the year	92	87,141
Balance at the end of the year	496	752,433

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

Notes to Consolidated Financial Statements

Basis in Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries 46

(2) Names of major 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 KOREA CORPORATION
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, 2015, are as follows:

Completion of liquidation (one company)
KIONIX SINGAPORE PTE. LTD.

(3) Name of major unconsolidated subsidiaries

NARITAGIKEN CO., LTD.

The unconsolidated subsidiary is excluded from the scope of consolidation due to the immateriality to the consolidated financial statements 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, as well as the immateriality as a whole.

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 major 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 are excluded from the scope of application of the equity method due to immateriality in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership) and others, as well as the immateriality as a whole.

3. Fiscal Year of the Consolidated Subsidiaries

The fiscal year end of 8 consolidated subsidiaries is different from that of the consolidated balance sheet date, March 31. The fiscal year end of these consolidated subsidiaries is December 31.

Consolidated financial statements are prepared based on the financial statements of these subsidiaries, which are prepared as of the provisional closing date of March 31.

4. Accounting Policies

(1) Basis and method for valuation of significant assets

1) Securities

Marketable securities classified as available-for-sale securities are stated at fair value (based on market prices, etc., at the consolidated balance sheet date), with unrealized gains and losses

reported as a separate component of equity. The cost of available-for-sale securities sold is principally determined based on the moving-average method. Nonmarketable securities are stated at cost determined by the moving-average method.

2) Derivatives

Derivatives are stated at fair value.

3) Inventories

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

(Carrying amount in the balance sheet is calculated net of any write-downs due to decreased profitability.)

(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 range of estimated useful lives of buildings and structures is mainly 3 to 50 years and that of machinery, equipment, and vehicles is mainly 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 by the straight-line method, over the lease term, assuming no residual value.

(3) Basis for significant allowances

Allowance for doubtful accounts

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

(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 consolidated balance sheet date, and the foreign exchange gains and losses from the 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. Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen at the average exchange rate. Differences arising from such translation are shown as "Foreign currency translation adjustments" and "Minority interests" in a separate component of equity.

(5) Hedge accounting

1) Hedge accounting

Accounts receivable denominated in foreign currencies for which foreign exchange forward contracts are used to hedge foreign currency fluctuations are translated at the contracted rate, if the forward contracts qualify for hedge accounting.

2) Hedging instruments and hedged items

Hedging instruments and hedged items are as follows:

(Hedging instruments)	(Hedged items)
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) Evaluation of hedge effectiveness

The Group evaluates hedge effectiveness by assessing the conditions of the hedging transactions for the derivative financial instruments and hedged items in each transaction.

(6) Amortization of goodwill

Goodwill is amortized over five years, unless deemed immaterial.

(7) Other significant conditions in preparing consolidated financial statements

1) Accounting for retirement benefits

Asset and liability for retirement benefits are stated based on the projected benefit obligations and plan assets at the consolidated balance sheet date.

In calculating the projected benefit obligation, a benefit formula basis is utilized to attribute expected retirement benefit to periods up to the consolidated balance sheet date.

Actuarial gains and losses arising in the current year are amortized on a straight-line basis, commencing in the following year, over a certain period (mainly 10-13 years) within the average remaining service period of employees for each fiscal year in which actuarial gains or losses arose.

Past service cost is amortized on a straight-line basis over a certain period (10-13 years) within the average remaining service period of employees for each fiscal year in which past service cost arose.

Unrecognized actuarial gains and losses and unrecognized past service cost are recognized as accumulated adjustments for retirement benefits within accumulated other comprehensive income in equity, after adjusting for tax effects.

2) Accounting for consumption taxes

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

Notes to Changes in Accounting Policy

Effective April 1, 2014, the Group adopted Accounting Standard Board of Japan (ASBJ) Statement No. 26 "Accounting Standard for Retirement Benefits" (the Standard) and ASBJ Guidance No. 25 "Guidance on Accounting Standard for Retirement Benefits" dated May 17, 2012 (the Guidance), to the provisions in the body text of paragraph 35 of the Standard and paragraph 67 of the Guidance. The Group changed the method of attributing expected benefit to periods from a straight-line basis to a benefit formula basis, and changed the method of determining discount rate from using the period approximate to the expected average remaining service period to using a single weighted average discount rate reflecting the estimated timing and amount of benefit payment.

In adopting the Standard and the Guidance, the Group accounted for the effects of the changes in accounting policies on benefit obligation and service cost within retained earnings in accordance with paragraph 37 of the Standard.

As the result, asset for retirement benefits increased by 588 million yen, liability for retirement benefits decreased by 1,525 million yen and retained earnings increased by 1,305 million yen at the beginning of the consolidated fiscal year ended March 31, 2015.

Furthermore, because of the decrease in liability for retirement benefits and change in valuation allowances of deferred tax assets that were included in accumulated adjustments for retirement benefits at the beginning of the consolidated fiscal year ended March 31, 2015, accumulated adjustments for retirement benefits increased by 599 million yen.

Also, equity per share increased by 17.66 yen.

The impact of these changes on operating income, ordinary income and income before income taxes and minority interests for the consolidated fiscal year ended March 31, 2015 were immaterial.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

635,793 million yen

2. Accumulated Reduction of Tangible Fixed Assets

The accumulated reduction from the acquisition cost of tangible fixed assets due to insurance benefits for fire or other disaster loss, and subsidies or other benefits received from the government are 429 million yen and 949 million yen, respectively.

The breakdown of the accumulated reduction from the acquisition cost of tangible fixed assets is as follows:

	(Millions of yen)
Buildings and structures	508
Machinery, equipment, and vehicles	484
Furniture and fixtures	7
Land	377

3. Guarantee Liabilities

The Group guarantees employees' loans from banks is as follows:

Employees (housing loans)	80 million yen
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4. Assets in Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	704 million yen
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Notes to Consolidated Statement of Income

1. Gain on Insurance Settlement

Gain on insurance settlement represents the amounts of insurance benefits for the floods in Thailand net deduction of the actual losses.

2. Loss on Impairment of Fixed Assets

The Group recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2015.

Use of Asset	Location	Account	Amount (Millions of yen)
Operating assets	Japan	Construction in progress	110
		Furniture and fixtures	105
		Machinery, equipment, and vehicles	37
		Intangible fixed assets (excluding goodwill)	16
		Buildings and structures	5
	China	Buildings and structures	785
		Machinery, equipment, and vehicles	590
		Furniture and fixtures	365
		Construction in progress and others	177
	Germany	Buildings and structures	1,677
		Machinery, equipment, and vehicles	1,469
		Furniture and fixtures	103
		Construction in progress	45
		Intangible fixed assets (excluding goodwill)	8
	Idle assets	Japan	Machinery, equipment, and vehicles
Buildings and structures			72
Land			68
Furniture and fixtures and others			1
Philippines		Construction in progress	82
		Machinery, equipment, and vehicles	19
		Furniture and fixtures and others	2
China and others		Furniture and fixtures and others	14
Total			5,875

In recognizing impairment loss on fixed assets, for operating assets, the Group identifies asset groups according to the units of management accounting for which revenue and expenditure are managed on a continuous basis, and for idle assets, each property is deemed an asset group.

(Operating assets)

As 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.

The recoverable amounts were measured at their value in use and the discount rates used for computation of the present value of future cash flows were 7.3 to 9.3%, or measured at their net selling prices, which were based on the appraised value.

(Idle assets)

As the Group determined 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 based on a reasonable estimation in consideration of market value.

3. Income Taxes for Prior Periods

Income taxes for prior periods consist of the additional tax paid according to a notice from the China Taxation Bureau related to the transfer pricing taxation for the transactions between the Company and its subsidiaries (ROHM ELECTRONICS DALIAN CO., LTD.).

Notes to Consolidated Statement of Changes in Equity

1. Number of Shares Issued as of March 31, 2015

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 27, 2014	Common stock	3,234 million yen	30.00 yen	March 31, 2014	June 30, 2014
Meeting of the Board of Directors held on November 6, 2014	Common stock	4,851 million yen	45.00 yen	September 30, 2014	December 5, 2014

(2) Dividends for the fiscal year ended March 31, 2015, to be distributed after the end of the fiscal 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 26, 2015	Common stock	9,163 million yen	Retained earnings	85.00 yen	March 31, 2015	June 29, 2015

Notes to Financial Instruments

1. Matters Relating to Financial Instruments

(1) Policy for financial instruments

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

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

Receivables, such as trade notes, trade accounts, and electronically recorded monetary claims, 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 debt 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 minimizing its exposure to credit risks.

Payment terms of payables, such as trade notes, trade accounts, and electronically recorded obligations, 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 variable factors are incorporated to calculate this fair value, the use of different preconditions may change the value.

2. Fair Values of Financial Instruments

Carrying amount fair value, and differences thereof for financial instruments as of March 31, 2015, are listed in the table below. Any financial instruments whose fair value is not readily determinable are not included (see Note 2).

(Millions of yen)

	Carrying Amount	Fair Value	Difference
(1) Cash and deposits	280,756	280,756	-
(2) Notes and accounts receivable-trade	76,721	76,721	-
(3) Electronically recorded monetary claims	2,132	2,132	-
(4) Securities and investment securities			
Available-for-sale securities	115,134	115,134	-
(5) Refundable income taxes	546	546	-
Total assets	475,291	475,291	-
(1) Notes and accounts payable-trade	11,764	11,764	-
(2) Electronically recorded obligations	8,026	8,026	-
(3) Accounts payable-other	19,282	19,282	-
(4) Income taxes payable	6,638	6,638	-
Total liabilities	45,711	45,711	-
Derivative transactions*	(0)	(0)	

* Net credits and debits arising from derivative transactions are presented, and items that are wholly recognized as net debits are presented in parentheses.

(Notes)

1. Methods for calculating fair values and matters relating to securities and derivative transactions

Assets

(1) Cash and deposits, (2) Notes and accounts receivable-trade, (3) Electronically recorded monetary claims, and (5) Refundable income taxes

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

(4) 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) Electronically recorded obligations, (3) Accounts payable-other, and (4) Income taxes payable

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

Derivative transactions

The fair value of derivatives is measured at the quoted price obtained from financial institutions.

2. Financial instruments whose fair values are not readily determinable

(Millions of yen)

Category	Carrying Amount
Unlisted stocks	547
Rights under limited partnership agreements for investment	75
Stocks of unconsolidated subsidiaries and associated companies	704

These financial instruments do not have quoted market prices and their fair values are not readily determinable. Therefore, these financial instruments are excluded from "Assets (4) '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 deposits	280,756	-	-	-
Notes and accounts receivable-trade	76,721	-	-	-
Electronically recorded monetary claims	2,132	-	-	-
Securities and investment securities				
Available-for-sale securities with contractual maturities (Japanese government bonds, local government bonds, etc.)	-	2	-	-
Available-for-sale securities with contractual maturities (corporate bonds)	13,109	18,836	-	-
Available-for-sale securities with contractual maturities (other)	29,850	-	-	1,167
Refundable income taxes	546	-	-	-
Total	403,116	18,838	-	1,167

Notes to Per Share Information

Equity per share	6,975.07 yen
Net income per share	420.15 yen

Significant Subsequent Event

(Acquisition of Treasury Stock)

At the Board of Directors meeting held on April 30, 2015, the Company resolved the acquisition of treasury stock pursuant to Article 156 of the Companies Act applied in accordance with the terms of Article 165, Paragraph 3 of the Companies Act, as described below.

(1) Reason for acquisition of treasury stock

The Company acquires treasury stock to enhance the return to shareholders and increase stock value.

(2) Details of acquisition

1) Type of shares to be acquired:	Common stock
2) Total number of shares to be acquired:	Up to 2.5 million shares
3) Total amount of acquisition price:	Up to 17 billion yen
4) Period of acquisition:	From May 7, 2015 to July 31, 2015
5) Method of acquisition:	Market transaction by discretionary account

Independent Auditor's Report on Consolidated Financial Statements (TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 12, 2015

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

Deloitte Touche Tohmatsu LLC

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

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

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

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, 2015 of ROHM CO., LTD. (the "Company") and its consolidated subsidiaries, and the related consolidated statements of income and changes in equity for the fiscal year from April 1, 2014 to March 31, 2015, 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 accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of 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 entity's 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 entity's 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, 2015, and the results of their operations for the year then ended in accordance 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.

Nonconsolidated Balance Sheet

As of March 31, 2015

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	245,222	Current liabilities	77,150
Cash and deposits	91,498	Accounts payable-trade	46,954
Notes receivable-trade	703	Electronically recorded obligations	8,009
Accounts receivable-trade	70,303	Accounts payable-other	8,579
Electronically recorded monetary claims	2,132	Accrued expenses	8,873
Securities	27,248	Income taxes payable	3,876
Merchandise and finished products	15,223	Deposits received	742
Work in process	3,230	Other	114
Raw materials and supplies	4,243	Long-term liabilities	11,771
Prepaid expenses	360	Other long-term liabilities	2,172
Deferred tax assets	5,606	Deferred tax liabilities	8,890
Short-term loans receivable	1,817	Liability for retirement benefits	692
Accounts receivable-other	20,122	Asset retirement obligations	15
Other	2,731		
		Total liabilities	88,922
Fixed assets	303,568	(Equity)	
Tangible fixed assets	63,941	Shareholders' equity	435,556
Buildings	12,933	Common stock	86,969
Structures	372	Capital surplus	97,253
Machinery and equipment	3,593	Additional paid-in capital	97,253
Vehicles	2	Retained earnings	301,474
Furniture and fixtures	924	Legal reserve	2,464
Land	39,167	Other retained earnings	299,009
Construction in progress	6,947	Reserve for research and development	1,500
Intangible fixed assets	2,730	Reserve for losses of overseas investments	20
Goodwill	33	Other reserve	243,500
Patents	462	Retained earnings carried forward	53,989
Software	2,212	Treasury stock	(50,141)
Other	22		
Investments and other assets	236,896	Valuation and translation adjustments	24,312
Investment securities	72,390	Unrealized gain on available-for-sale securities	24,312
Investment in subsidiaries and associated companies	119,675		
Long-term loans receivable	32,154	Total equity	459,868
Long-term prepaid expenses	6,194		
Prepaid pension cost	2,507	Total liabilities and equity	548,790
Other	15,970		
Allowance for doubtful accounts	(11,996)		
Total assets	548,790		

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

Nonconsolidated Statement of Income

From April 1, 2014 to March 31, 2015

(Millions of yen)

Accounts	Amount	
Net sales		313,498
Cost of sales		254,170
Gross profit		59,328
Selling, general and administrative expenses		53,620
Operating income		5,707
Nonoperating income		
Interest and dividend income	32,271	
Foreign currency exchange gain	14,071	
Technical advisory fees	7,819	
Reversal for doubtful accounts	494	
Other	2,578	57,235
Nonoperating expenses		
Commission fees	1,793	
Taxes and dues	1,321	
Other	116	3,231
Ordinary income		59,711
Extraordinary gains		
Gain on sale of fixed assets	319	319
Extraordinary losses		
Loss on sale and disposal of fixed assets	574	
Loss on impairment of fixed assets	89	
Loss on valuation of investment securities	2	
Loss on valuation of investment in subsidiaries and associated companies	23,109	23,775
Income before income taxes		36,255
Income taxes-current	6,106	
Income taxes-deferred	(6,550)	(444)
Net Income		36,700

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

Nonconsolidated Statement of Changes in Equity

From April 1, 2014 to March 31, 2015

(Millions of yen)

	Shareholders' Equity										
	Common Stock	Capital Surplus		Legal Reserve	Retained Earnings				Total Retained Earnings	Treasury Stock	Total Shareholders' Equity
		Additional Paid-in Capital	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	28	243,500	24,469	271,962	(50,125)	406,060
Cumulative effect of changes in accounting policy								897	897		897
Balance as restated	86,969	97,253	97,253	2,464	1,500	28	243,500	25,366	272,859	(50,125)	406,957
Changes in the year											
Provision of reserve for losses of overseas investments								(0)	-		-
Reversal of reserve for losses of overseas investments								8	-		-
Dividends								(8,085)	(8,085)		(8,085)
Net income								36,700	36,700		36,700
Purchase of treasury stock										(15)	(15)
Net changes in items other than shareholders' equity											
Total changes in the year	-	-	-	-	-	(8)	-	28,623	28,614	(15)	28,598
Balance at the end of the year	86,969	97,253	97,253	2,464	1,500	20	243,500	53,989	301,474	(50,141)	435,556

	Valuation and Translation Adjustments		Total Equity
	Unrealized Gain on Available-for-sale Securities	Total Valuation and Translation Adjustments	
Balance at the beginning of the year	13,264	13,264	419,324
Cumulative effect of changes in accounting policy			897
Balance as restated	13,264	13,264	420,221
Changes in the year			
Provision of reserve for losses of overseas investments			-
Reversal of reserve for losses of overseas investments			-
Dividends			(8,085)
Net income			36,700
Purchase of treasury stock			(15)
Net changes in items other than shareholders' equity	11,047	11,047	11,047
Total changes in the year	11,047	11,047	39,646
Balance at the end of the year	24,312	24,312	459,868

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

Notes to Nonconsolidated Financial Statements

Significant Accounting Policies

1. Basis and Method for Valuation of Assets

(1) Basis and Method for Valuation of 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 stated at fair value (based on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of equity. The cost of available-for-sale securities sold is principally determined based on the moving-average method. Nonmarketable securities are stated at cost determined by the moving-average method.

(2) Basis and Method for Valuation of Inventories

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

(Carrying amount in the balance sheet is calculated net of any write-downs due to decreased profitability.)

2. Depreciation of Fixed Assets

(1) Tangible fixed assets

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

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

(2) Intangible fixed assets

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

Software for internal use is computed using the straight-line method over the estimated useful life (mainly 5 years).

3. Basis for Significant Allowances

(1) Allowance for doubtful accounts

In order to account for losses on doubtful accounts, an allowance for ordinary receivables is determined based on past actual loss ratios, and the allowance for certain identified doubtful accounts is determined 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.

In calculating the projected benefit obligation, a benefit formula basis is utilized to attribute expected retirement benefit to periods up to the balance sheet date.

Actuarial gains and losses arising in the current year are amortized on a straight-line basis, commencing in the following year, over a certain period (10 years) within the average remaining service period of employees for each fiscal year in which actuarial gains or losses arose.

Past service cost is amortized on a straight-line basis over a certain period (10 years) within the average remaining service period of employees for each fiscal year in which past service cost arose.

4. Other Significant Conditions in Preparing Nonconsolidated Financial Statements

(1) 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 nonconsolidated statement of income.

(2) 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 items

Hedging instruments and hedged items are as follows:

(Hedging instruments)	(Hedged items)
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) Evaluation of hedge effectiveness

The Company evaluates hedge effectiveness by assessing the conditions of the hedging transactions for the derivative financial instruments and hedged items in each transaction.

(3) Accounting for retirement benefits

Accounting treatments for unrecognized actuarial gains and losses and unrecognized past service costs in the nonconsolidated financial statements are different from those in the consolidated financial statements.

(4) Accounting for consumption taxes

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

Notes to Changes in Accounting Policy

Effective April 1, 2014, the Company adopted Accounting Standard Board of Japan (ASBJ) Statement No. 26 "Accounting Standard for Retirement Benefits" (the Standard) and ASBJ Guidance No. 25 "Guidance on Accounting Standard for Retirement Benefits" dated May 17, 2012 (the Guidance). The Company changed the method of attributing expected benefit to periods from a straight-line basis to a benefit formula basis, and changed the method of determining discount rate from using the period approximate to the expected average remaining service period to using a single weighted average discount rate reflecting the estimated timing and amount of benefit payment.

In adopting the Standard and the Guidance, the Company accounted for the effects of the changes in accounting policies on benefit obligation and service cost within retained earnings carried forward in accordance with paragraph 37 of the Standard.

As the result, prepaid pension cost increased by 1,914 million yen, liability for retirement benefits increased by 338 million yen and retained earnings carried forward increased by 897 million yen at the beginning of the fiscal year ended March 31, 2015.

Also, equity per share increased by 8.32 yen.

The impact of these changes on operating income, ordinary income and income before income taxes for the fiscal year ended March 31, 2015 were immaterial.

Notes to Nonconsolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

96,741 million yen

2. Accumulated Reduction of Tangible Fixed Assets

The accumulated reduction from the acquisition cost of tangible fixed assets due to fire and other insurance benefit, and subsidies or others received from government is 163 million yen and 390 million yen, respectively.

The breakdown of the accumulated reduction from the acquisition cost of tangible fixed assets is as follows:

	(Millions of yen)
Buildings	180
Furniture and fixtures	7
Land	365

3. Guarantee Liabilities

The Company guarantees the following subsidiaries' liabilities are as follows:

	(Millions of yen)
ROHM HAMAMATSU CO., LTD.	269
KIONIX, INC.	295
SICRYSTAL AG	132

4. Receivables from and Payables to Subsidiaries and Associated Companies

	(Millions of yen)
Short-term receivables from subsidiaries and associated companies	64,635
Long-term receivables from subsidiaries and associated companies	31,779
Short-term payables to subsidiaries and associated companies	44,129

Notes to Nonconsolidated Statement of Income

1. Transactions with Subsidiaries and Associated Companies

		(Millions of yen)
Operating transactions	Net sales	224,721
	Purchase and subcontract processing	219,985
	Other operating expenses	6,511
Nonoperating transactions	Nonoperating income	10,460
	Nonoperating expenses	1,794
	Sale of assets	17,740
	Purchase of assets	1,563

2. Loss on Valuation of Investment in Subsidiaries and Associated Companies

The main component of the valuation loss is a write-down of the investment in ROHM U.S.A., INC., which is a consolidated subsidiary of the Company, amounting to 23,099 million yen.

3. Loss on Impairment of Fixed Assets

The Company recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2015.

Use of Asset	Location	Account	Amount (Millions of yen)
Idle assets	Kyoto and others	Land	68
		Machinery and equipment	13
		Buildings	5
		Furniture and fixtures	2
Total			89

In recognizing impairment loss on fixed assets, for operating assets, the Company identifies asset groups according to the units of management accounting for which revenue and expenditure are managed on a continuous basis, and for idle assets, each property is deemed an asset group.

As the Company determined 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 based on a reasonable estimation in consideration of market value.

Notes to Nonconsolidated Statement of Changes in Equity

Type and number of treasury stock as of March 31, 2015

Common stock 5,596,799 shares

Notes to Tax Effect Accounting

The breakdown of major temporary differences that resulted in deferred tax assets and liabilities is as follows:

Deferred tax assets	(Millions of yen)
Securities	26,587
Inventories	3,136
Depreciation	792
Accrued enterprise tax	566
Accrued expenses	2,823
Liability for retirement benefits	223
Allowance for doubtful accounts	3,856
Tax credits for research and development expenses	772
Loss on impairment of fixed assets	2,226
Other	225
Subtotal	41,211
Valuation allowance	(33,057)
Total	8,153
Deferred tax liabilities	
Prepaid pension cost	(807)
Unrealized gain on available-for-sale securities	(10,602)
Other	(28)
Total	(11,437)
Net deferred tax liabilities	(3,284)

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 TSUKUBA CO., LTD.	100%	-	Lending of funds *1	-	Long-term loans receivable *5	10,700
	LAPIS SEMICONDUCTOR CO., LTD.	100%	Products supplier for ROHM	Purchase of products and others *2	36,980	Accounts receivable-other Accounts payable-trade Accounts payable-other	654 3,472 77
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *3	33,963	Accounts receivable-other Accounts payable-trade Accounts payable-other	5,969 10,981 15
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *3	37,395	Accounts receivable-other Accounts payable-trade Accounts payable-other	3,936 10,048 81
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	100%	Processing subcontractor for ROHM	Lending of funds *1	-	Short-term loans receivable Long-term loans receivable	1,248 10,162
	ROHM SEMICONDUCTOR KOREA CORPORATION	100%	Wholesaler of ROHM products	Product sales *4	32,932	Accounts receivable-trade	5,986
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	66,010	Accounts receivable-trade	10,670
	ROHM SEMICONDUCTOR TAIWAN CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	30,724	Accounts receivable-trade	8,331

Terms and conditions of transactions and decision policies for them

(Notes) * The subsidiaries listed above do not have voting rights to the Company.

- *1. Economically reasonable interest rates based on market interest rates are applied for the loan receivables.
- *2. Purchase prices are determined in consideration of the market prices of products.
- *3. Purchase prices are determined in consideration of the market prices of products and subsidiaries' process costs.
- *4. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.
- *5. Regarding the long-term loans receivable to ROHM TSUKUBA CO., LTD., 9,752 million yen is recorded as "Allowance for doubtful accounts." 126 million yen is recorded as "Provision for doubtful accounts" for the fiscal year ended March 31, 2015.

Notes to Per Share Information

Equity per share	4,265.81 yen
Net income per share	340.43 yen

Significant Subsequent Event

(Acquisition of Treasury Stock)

At the Board of Directors meeting held on April 30, 2015, the Company resolved the acquisition of treasury stock pursuant to Article 156 of the Companies Act applied in accordance with the terms of Article 165, Paragraph 3 of the Companies Act, as described below.

(1) Reason for acquisition of treasury stock

The Company acquires treasury stock to enhance the return to shareholders and increase stock value.

(2) Details of acquisition

- | | |
|---|---|
| 1) Type of shares to be acquired: | Common stock |
| 2) Total number of shares to be acquired: | Up to 2.5 million shares |
| 3) Total amount of acquisition price: | Up to 17 billion yen |
| 4) Period of acquisition: | From May 7, 2015 to July 31, 2015 |
| 5) Method of acquisition: | Market transaction by discretionary account |

Independent Auditor's Report on Nonconsolidated Financial Statements (TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 12, 2015

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

Deloitte Touche Tohmatsu LLC

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

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

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

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the nonconsolidated balance sheet as of March 31, 2015 of ROHM CO., LTD. (the "Company"), and the related nonconsolidated statements of income and changes in equity for the 57th fiscal year from April 1, 2014 to March 31, 2015, 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 accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplemental schedules 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 entity's 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 entity's 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, 2015, and the results of its operations for the year then ended in accordance 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 57th fiscal year from April 1, 2014 to March 31, 2015, 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 nonconsolidated financial statements (nonconsolidated balance sheet, nonconsolidated statement of income, nonconsolidated statement of changes in equity, and notes to nonconsolidated financial statements) and the accompanying supplemental schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, 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 Nonconsolidated 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 14, 2015

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 Dividends of Surplus for the 57th Fiscal Year

Concerning the appropriation and year-end dividends of surplus, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2015, financial forecasts, and future fund demands for investment in business to improve our corporate value. Accordingly, the total dividend for the year is 130 yen per share, including the interim dividend of 45 yen.

(1) Type of assets distributed: Cash

(2) Distribution of dividends of surplus and total distributed amount:

Distribution of each common share of the Company 85 yen

Total amount distributed 9,163,272,085 yen

(3) Date when the distribution takes effect: June 29, 2015

Proposal 2: Election of ten (10) Directors

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

The candidates for the directors are as follows:

(* New Candidate)

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company	Number of ROHM Shares Held
1	Satoshi Sawamura (Mar. 6, 1950)	Aug. 1977 Joined the Company Jun. 2005 Director of the Company, General Manager of Global Sales Headquarters and Western Japan Sales Headquarters Apr. 2010 President (Representative Director) (Current Position)	5,000
2	Tadanobu Fujiwara (Oct. 1, 1953)	Sep. 1983 Joined the Company Jun. 2009 Director of the Company, General Manager of Eastern Japan Sales Headquarters Feb. 2013 Director of the Company, General Manager of Japanese Sales Headquarters (Current Position)	2,500
3	Eiichi Sasayama (Dec. 2, 1956)	Feb. 1982 Joined the Company Jun. 2007 Director of the Company, General Manager of Accounting & Finance Headquarters (Current Position)	3,500
4	Isao Matsumoto (Jan. 25, 1961)	Apr. 1985 Joined the Company Jun. 2013 Director of the Company, General Manager of LSI Production Headquarters (Current Position)	1,100
5	Katsumi Azuma (Nov. 10, 1964)	Apr. 1989 Joined the Company Jun. 2013 Director of the Company, General Manager of Discrete Production Headquarters Feb. 2014 Director of the Company, General Manager of Discrete Module Production Headquarters (Current Position)	1,500

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company	Number of ROHM Shares Held
6	Masahiko Yamazaki (Jul. 27, 1959)	Mar. 1982 Joined the Company Jun. 2010 Director of the Company, General Manager of Administrative Headquarters Nov. 2014 Director of the Company, General Manager of Administrative Headquarters, General Manager of CSR Headquarters (Current Position)	4,800
7	Hachiro Kawamoto (Oct. 18, 1934)	Nov. 1995 Chairman of the Board of Trustees, The Ritsumeikan Trust Apr. 2007 Senior Advisor and Trustee, The Ritsumeikan Trust Jun. 2008 Director of the Company (Current Position) Jul. 2008 Advisor of The Ritsumeikan Trust Apr. 2013 Honorary Executive of The Ritsumeikan Trust (Current Position) May. 2013 Honorary Advisor of The Ritsumeikan Trust (Current Position)	1,000
8	Koichi Nishioka (May 11, 1946)	Apr. 1971 Reporter working at the Editorial Office of Nikkei, Inc. Mar. 1991 Editorial Writer & Member of Nikkei, Inc. Apr. 2003 Columnist of Nikkei, Inc. Apr. 2008 Professor of Senshu University (Current Position) and Visiting Columnist of Nikkei, Inc. Jun. 2011 Director of the Company (Current Position)	0
9	*Masaki Sakai (Oct. 21, 1960)	May. 1988 Joined the Company Apr. 2014 General Manager of Euro-American Sales Headquarters (Current Position)	813
10	*Jun Iida (Mar. 7, 1966)	Aug. 1992 Joined the Company Feb. 2015 General Manager of LSI Product Development Headquarters (Current Position)	658

(Notes) 1. There are no special relationships of interest between the candidates and the Company

2. Hachiro Kawamoto and Koichi Nishioka are candidates for the position of Outside Director of the Company and the Company has designated them as Independent Directors pursuant to the rules of the Tokyo Stock Exchange, and reported that information to the Exchange.
3. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into contracts with Hachiro Kawamoto and Koichi Nishioka that limit their liabilities specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in Article 425, Paragraph 1 of the Companies Act. If their reelections are approved, the Company will continue the contracts with them.
4. Each candidate Outside Director is introduced as follows:
 - (1) Hachiro Kawamoto is recommended as an Outside Director because the Company is certain that he will contribute to the Company in terms of management and other issues by sharing broad-based insight and rich experience gained from longtime involvement in the management of an educational institution. As of the closing of this General Meeting, his term of office as an Outside Director will reach seven years.
 - (2) Koichi Nishioka is recommended as an Outside Director because the Company is certain that he will contribute to the Company in terms of management and other issues by sharing broad-based insight and rich experience as a longtime economic press reporter. As of the closing of this General Meeting, his term of office as an Outside Director will reach four years.

For further information, please visit: <http://www.rohm.com/web/global/investor-relations>

— End —