Independence Standards for Outside Officers

November 2015

ROHM Co., Ltd.
Independence Standards for Outside Officers

The Company appoints only persons who do not fall into any of the following categories of persons as its Outside Officers.

1. A major shareholder\(^1\) of the Company or a person who executes the business of the Company\(^2\);
2. A person who executes the business of a company of which the Company is a major shareholder;
3. A major customer\(^3\) of the Group or a person who executes the business of that major customer;
4. An organization for whom the Group is a major customer\(^4\) or a person who executes the business of said organization;
5. A consultant, accounting expert or legal expert who, in addition to director's remuneration, receives money exceeding a certain amount or other assets\(^5\) from the Group (or an organization that receives the said assets or a person who belongs to the said organization);
6. A person who receives donations or grants exceeding a certain amount\(^6\) from the Group (or an organization that receives the said grants is, or a director of that organization or a person who executes the business of that organization);
7. A partner, member or employee of the accounting auditors of the Company;
8. A person who executes the business of a major lender of the Company\(^7\);
9. A person who fell into any of the categories described in 1 to 8 above in the last three years;
10. An organization to whom a director of the Group is transferred or a person who executes the business of said organization, or;
11. The spouse of an important person who executes the business of the Group\(^8\) or a relative of that person within the second degree of relationship.

(Enacted on November 5, 2015)

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\(^1\) A major shareholder means a shareholder holding at least 10% of the total voting rights of the Company.
\(^2\) A person who executes business means a director, an executive officer, a member or an employee.
\(^3\) A major customer means a company whose payments account for over 2% of annual consolidated sales of the Company.
\(^4\) An organization for whom the Group is a major customer means a company with over 2% in annual sales coming from the Company.
\(^5\) A certain amount means ten million yen per year for an individual and over 2% of total revenue for an organization.
\(^6\) A certain amount means over ten million yen per year.
\(^7\) A major lender of the Company means a lender from which an amount exceeding 2% of total consolidated assets of the Company is borrowed.
\(^8\) An important person who executes business means a director (excluding outside directors) or a person in the senior management position of general manager or above.