



October 1, 2008

Company name: ROHM Co., Ltd. (TSE: 6963)

Representative: Ken Sato, President & CEO

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## **Notice Regarding the Acquisition of OKI's Semiconductor Business Subsidiary**

ROHM previously announced the conclusion of a formal agreement with OKI Electric Industry Co., Ltd., (Head Office: Minato Ward, Tokyo; President and Representative Director: Katsumasa Shinozuka) concerning the acquisition of OKI's semiconductor business. The agreement, adopted by both companies' Board of Directors on July 24, 2008, required OKI to divest itself of its semiconductor business, incorporate it as OKI Semiconductor Co., Ltd., and allow ROHM to acquire the equivalent of 95% of the new company's outstanding shares. Today, ROHM is pleased to announce the acquisition of those shares in accordance with the formal agreement, making OKI Semiconductor Co., Ltd., a ROHM subsidiary.

### **1. Reason for acquisition of shares**

ROHM has been looking for opportunities to improve its corporate value by developing its business as an integrated device manufacturer (IDM) with a broad and competitive product portfolio. For its part, OKI has been pursuing a series of companywide initiatives designed to revamp its business structure to increase corporate value and gain a competitive edge in the face of intensifying global competition, including by holding internal deliberations on how the company could expand its semiconductor business. Based on this background, the two companies agreed on the transfer of OKI's semiconductor business.

Given that OKI's semiconductor business has relatively little overlap with ROHM's products and that the businesses' complementary orientations can be expected to yield synergistic benefits for each, we believe that the acquisition will lead to increased revenue and profitability for both parties.

ROHM anticipates being able to reap the benefits of these synergies between both companies' operations. Specifically, ROHM will make use of OKI's semiconductor fabs for competitive products leveraging that company's strengths in low power consumption, high voltage processing, digital/analog mixed processing, small-size packaging, and other technologies, while OKI will utilize ROHM's leading-edge production processes for comparatively new products such as system LSIs and logic LSIs, for which it currently depends on outside foundries.

The acquisition will also enable both companies to enhance their sales capabilities by leveraging their domestic and overseas sales and technology/quality support networks.

## 2. Profile of acquired subsidiary

Company name:	OKI Semiconductor Co., Ltd. On October 1, 2008, the company's Japanese name was changed from Kabushikigaisha Oki Semikondakuta to Oki Semikondakuta Kabushikigaisha. The change did not affect the subsidiary's English name, which remains OKI Semiconductor Co., Ltd.
Representative:	Hiroshi Enomoto, President and Representative Director
Address:	550-1 Higashiasakawa-cho, Hachioji-shi, Tokyo
Date of incorporation:	October 1, 2008
Principle businesses:	Manufacture and sale of system LSIs, logic LSIs, memory LSIs, and high-speed optical communication devices; foundry services
Fiscal year:	Ending March 31
Employees:	Consolidated: Approx. 6,000
Principle offices:	Head office and production plants (Miyagi Prefecture, Miyazaki Prefecture, Tokyo, and Thailand)
Capitalization:	¥20 billion
Total outstanding shares:	10,000
Major shareholder/ownership:	OKI Electric Industry Co., Ltd. (100%)
Recent performance:	Consolidated net sales: ¥141,559 million Consolidated operating income: ¥3,847 million

(Data for fiscal year ended March 31, 2008, from OKI semiconductor segment performance data)

### 3. Seller of shares

Company name: OKI Electric Industry Co., Ltd.  
Representative: Katsumasa Shinozuka  
Head office: 1-7-12 Toranomom, Minato-ku, Tokyo  
Principle businesses: Information and telecommunications systems, semiconductors, and printer products, technologies, and solutions  
Relationship with ROHM: OKI has no personnel or capital relationship with ROHM.

### 4. Number of shares acquired, price paid, and share disposition before and after acquisition

(1) Number of shares owned before acquisition: 0 (percent ownership: 0%)

(Number of voting rights: 0)

(2) Number of shares acquired: 9,500

(3) Price paid: The final price for the transfer of the equivalent of 95% of the company's shares will be determined on the date of the divestiture based on the agreed share value of ¥90 billion (equivalent to 100% of shares) and subject to separately agreed-upon adjustments.

(Number of voting rights: 9,500)

(4) Number of shares owned after acquisition: 9,500 (percent ownership: 95%)

(Number of voting rights: 9,500)

### 5. Schedule

October 1, 2008 Deadline for transfer of stock certificates

### 6. Outlook

ROHM plans to release consolidated financial projections as soon as they are finalized.