



[Please note that the followings including Independent Auditor's Reports and Report of Audit and Supervisory Committee 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, 2024. 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, 2024

To Our Shareholders:

**ROHM Co., Ltd.**  
21, Saiin Mizosaki-cho,  
Ukyo-ku, Kyoto, Japan  
Isao Matsumoto, President

## NOTICE OF THE 66TH ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

We will inform you of the 66th Ordinary General Shareholders Meeting of ROHM CO., LTD. ("the Company"). 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 4 through page 14. Your vote must be received by the Company no later than Tuesday June 25, 2024, 5:15 p.m. (JST).

### NOTICE OF MEETING

**1. Date and Time:** Wednesday, June 26, 2024, 10:00 a.m. (Start Accepting: 9:00 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 Financial Statements and Audit Reports on Consolidated Financial Statements from the Independent Auditor and the Audit and Supervisory Committee for the 66th Fiscal Year (from April 1, 2023 to March 31, 2024)
2. Nonconsolidated Financial Statements for the 66th Fiscal Year (from April 1, 2023 to March 31, 2024)

#### Resolutions:

- Proposal 1: Appropriation of Dividends of Surplus for the 66th Fiscal Year  
Proposal 2: Election of Ten (10) Directors who are not Audit and Supervisory Committee Members

#### Note:

- \* 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.
- \* Please note that the meeting will be conducted in Japanese only.
- \* If any changes have been made to items in the Reference Materials for the Exercise of Voting Rights, Business Report, Consolidated Financial Statements, or Nonconsolidated Financial Statements, such changes will be posted on our website. (<https://www.rohm.com/ir/stock/shareholders-meeting>)

## To Our Shareholders (Message from the President)

On behalf of ROHM Co., Ltd., I would like to thank you for your continued support. On the occasion of sending you a notice of invitation to the 66th Ordinary General Shareholders Meeting, I would like to say a few words.

The recent global economic outlook remains uncertain as the international situation has become more unstable and inflation continues. The markets of the electronics industry have also plateaued. Although our business is expected to face difficulties over the short term, we anticipate our business opportunities to expand in the medium- and long-term due to tailwinds such as the increasing electrification of vehicles as well as the advancement of digital transformation (DX) and green transformation (GX) in various industries, which has also elevated expectations for the use of AI.

In particular, the importance of our main products, semiconductors and electronic components, has been increasing in helping achieve decarbonization, which is an urgent challenge at the present.

Amid increasingly higher expectations from society and customers, we will accelerate our efforts to develop new products and technologies and ensure the stable supply of our products and environmentally friendly “Monozukuri (manufacturing).” Furthermore, envisioning exponential growth toward 2030, we are currently working on the establishment of a robust management foundation from both financial and non-financial perspectives.

Although social conditions are becoming more severe, our growth strategy will not change. We will build a robust management foundation, which is independent of the external environment, and accelerate the Group’s unified management and thus achieve true growth and enhance corporate value as ONE ROHM.

We appreciate your continued support.

Isao Matsumoto  
President, CEO



### **Company Mission:**

Quality is our top priority at all times. Our objective is to contribute to the advancement and progress of culture through a consistent supply, under all circumstances, of high quality products in large volumes to the global market.

### **Our Statement:**

Electronics for the Future

ROHM will continue to support the development of society and the enrichment of people’s lives into the future by solving a variety of social issues with our electronics technology.

### **Management Vision:**

We focus on power and analog solutions and solve social problems by contributing to our customers’ needs for “energy savings” and “miniaturization” of their products.

## How to Exercise Your Voting Rights

### 1. Three Methods to Exercise Your Voting Rights as follows:

- 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.
- By means of the Voting Rights Exercise Form  
Fill out the Voting Rights Exercise Form with your voting in the affirmative or the negative for each proposal, and send the Form to the Company by mail. Voting by means of the Voting Rights Exercise Form can be accepted until 5:15 p.m. (JST), Tuesday, June 25, 2024.  
If no approval or disapproval is expressed for the respective proposals, it will be treated as an approval vote for the Company's Proposals and a disapproval vote for the shareholder's proposal.
- Attend the General Shareholders Meeting  
Presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.

#### (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 (<https://evote.tr.mufig.jp>). 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. Enter your current password, new password and the same again for confirmation, and then click a send button. Proceed with the instructions that appear on the display and select whether you are voting in the affirmative, or the negative for each proposal.
- 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), Tuesday June 25, 2024. 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.

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)

### 2. Exercising Your Voting Rights by Electronic voting platform

If nominal shareholders (including standing proxies), such as management trust banks, apply in advance for the use of the platform for electronic exercise of voting rights for institutional investors, which is operated by ICJ, Inc., they may utilize the said platform as a method for exercising voting rights via an electromagnetic method for this Shareholders Meeting of the Company.

## REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

### Proposal 1: Appropriation of Dividends of Surplus for the 66th 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, 2024, financial forecasts, and future fund demands for investment in business to improve our corporate value.

On October 1, 2023, we conducted a four-for-one share split of common stock and the interim dividend of 100 yen per share, which was set on the base date of September 30, 2023, will be 25 yen per share when converted to the amount after the share split. As a result, the total dividend for the year is 50 yen per share, including the interim dividend.

(1) Type of assets distributed: Cash

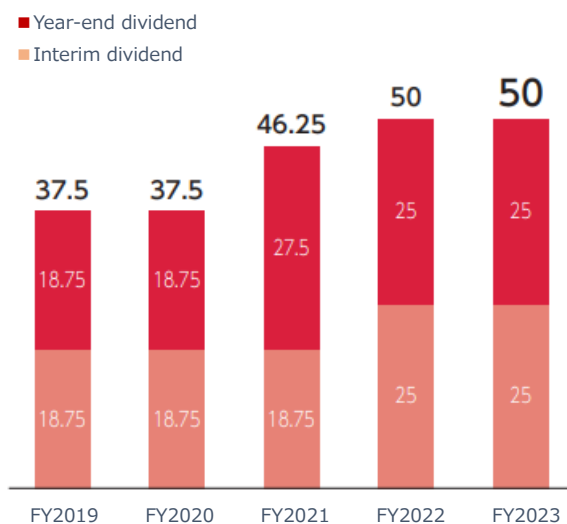
(2) Distribution of dividends of surplus and total distributed amount:

Distribution of each common share of the Company 25 yen

Total amount distributed 9,649,015,900 yen

(3) Date when the distribution takes effect: June 27, 2024

### Dividend per share (Unit:yen)



### Note:

\* On October 1, 2023, we conducted a four-for-one share split of common stock. Therefore, dividends prior to the interim dividend for FY 2023 (the 66th Fiscal Year) are presented under the assumption that the share split was conducted at the time of each dividend.

## Proposal 2: Election of Ten (10) Directors who are not Audit and Supervisory Committee Members

The terms of office for all nine (9) current Directors who are not Audit and Supervisory Committee Members will expire at the closing of this Ordinary General Shareholders Meeting.



Accordingly, it is proposed that the number of the Directors who are not Audit and Supervisory Committee Members be increased to ten (10) by adding one (1) Director, to expand the business base and further strengthen the management structure in order to achieve the Medium-Term Management Plan formulated in May 2021.

This proposal has been determined by the Board of Directors on the basis of reports from the Officer Nomination Council, an advisory body to the Board of Directors the majority of whose members are Independent Outside Directors. And see page 11 for the opinion of the Audit and Supervisory Committee regarding this proposal.



The candidates for the directors who are not Audit and Supervisory Committee Members are as follows:

No.	NAME		Positions and Duties at the Company	Attendance of the Board of Directors for the 66th Fiscal Year
1	Isao Matsumoto	Reappointment	President (Representative Director), Chief Executive Officer	100% (15/15)
2	Katsumi Azuma	Reappointment	Member of the Board, Senior Managing Executive Officer, in charge of Quality, Production, General Purpose Device Business and Module Business	100% (15/15)
3	Kazuhide Ino	Reappointment	Member of the Board, Managing Executive Officer, in charge of Power Device Business	100% (15/15)
4	Tetsuo Tateishi	Reappointment	Member of the Board, Senior Corporate Officer, in charge of Research & Development, IT, Legal & Intellectual Property and LSI Business	100% (15/15)
5	Koji Yamamoto	Reappointment	Member of the Board, Senior Corporate Officer, in charge of SCM and Administration	100% (15/15)
6	Tadanobu Nagumo	Reappointment Outside Independent	Member of the Board, Chairperson of the Board	100% (15/15)
7	Peter Kenevan	Reappointment Outside Independent	Member of the Board	100% (15/15)
8	Fukuko Inoue	Reappointment Outside Independent	Member of the Board	100% (12/12) *
9	Tetsuo Aoki	New appointment	Corporate Officer, in charge of Sales and Marketing	-
10	Aiko Kozaki	New appointment Outside Independent	-	-

\*Because Fukuko Inoue was appointed as Members of the Board of Directors at the 65th ordinary general shareholders meeting held on June 27, 2023, the number of Board of Directors meetings available for their attendance differs from the other Members.


No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
1	<p data-bbox="327 331 518 421">Isao Matsumoto (M) (Jan. 25, 1961) [Reappointment]</p> 	<p data-bbox="595 304 1329 551">           Apr. 1985    Joined the Company            Jun. 2013    Member of the Board,                              Director of General Manager of LSI Production Headquarters            Sep. 2019    Member of the Board, Managing Executive Officer,                              in charge of Quality, Safety and Production            May. 2020    President (Representative Director), Chief Executive Officer            Jun. 2020    President (Representative Director), CEO            Apr. 2024    President (Representative Director), Chief Executive Officer                              (Current Position)         </p> <p data-bbox="268 651 1401 712">           Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 11 years            Number of ROHM Shares Held: 28,728 shares         </p> <p data-bbox="268 741 1425 891">           [Reasons for nomination as a candidate for a Director]            Isao Matsumoto has attained an abundant knowledge and experience through the duties in Business Unit, as well as the global perspective through the experience overseas, drives to achieve the Medium-Term Management Plan and contributes to improve corporate value and sustainable growth of the whole group by strong leadership as the President. The Company requests continued election for a Director.         </p>
2	<p data-bbox="311 1043 531 1133">Katsumi Azuma (M) (Nov. 10, 1964) [Reappointment]</p> 	<p data-bbox="595 911 1433 1350">           Apr. 1989    Joined the Company            Jun. 2013    Member of the Board,                              Director of Discrete Production Headquarters            Jul. 2017    Member of the Board, Senior Managing Director,                              in charge of Discrete and Optical module            Sep. 2019    Member of the Board, Senior Managing Executive Officer,                              in charge of Business and Strategy            Jun. 2020    Member of the Board, Senior Managing Executive Officer,                              COO, Senior Director of Sales            Jan. 2021    Member of the Board, Senior Managing Executive Officer,                              COO, Senior Director of Production, Quality, Sales            Jun. 2021    Member of the Board, Senior Managing Executive Officer, COO            Jun. 2023    ROHM Apollo Co., Ltd., President (Current Position)            Apr. 2024    Member of the Board, Senior Managing Executive Officer, in charge of                              Quality, Production, General Purpose Device Business and Module                              Business (Current Position)         </p> <p data-bbox="730 1379 1070 1440">           (Significant Concurrent Positions)            ROHM Apollo Co., Ltd., President         </p> <p data-bbox="268 1473 1401 1534">           Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 11 years            Number of ROHM Shares Held: 20,064 shares         </p> <p data-bbox="268 1570 1406 1720">           [Reasons for nomination as a candidate for a Director]            Katsumi Azuma has attained an abundant knowledge and experience in quality improvement and production engineering primarily through the duties in production sections of semiconductors and electronic components. In addition, he has superior ability in managing and promoting business strategically and contributes to the group-integrated management as the President of important subsidiary. The Company requests election for a Director.         </p>

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
3	Kazuhide Ino (M) (Mar. 31, 1970) [Reappointment] 	Apr. 1999 Joined the Company Sep. 2019 Corporate Officer, Director of Power Device Production Headquarters Jun. 2020 Member of the Board, CSO (Chief Strategy Officer) and Senior Director of Power Device Business Jan. 2021 Member of the Board, Senior Corporate Officer, CSO Jun. 2021 Member of the Board, Managing Executive Officer, CSO and Director of Accounting & Finance Headquarters Apr. 2023 Member of the Board, Managing Executive Officer, CFO (Chief Financial Officer) Apr. 2024 Member of the Board, Managing Executive Officer, in charge of Power Device Business (Current Position)
		Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 4 years Number of ROHM Shares Held: 11,432 shares
		[Reasons for nomination as a candidate for a Director] Kazuhide Ino has attained an abundant knowledge and experience through the duties in technology development sections of Power device and electronic components. In addition, he has superior ability to drive Power device business strategically which is the ROHM Group's primary focus. The Company requests continued election for a Director.
4	Tetsuo Tateishi (M) (Feb. 24, 1963) [Reappointment] 	Jul. 2014 Joined the Company Jun. 2019 Member of the Board, Director of LSI Development Headquarters Sep. 2019 Member of the Board, Senior Corporate Officer, Director of LSI Development Headquarters Jun. 2020 Member of the Board, CTO (Chief Technology Officer) and Senior Director of LSI Business Jan. 2021 Member of the Board, Senior Corporate Officer, CTO Apr. 2024 Member of the Board, Senior Corporate Officer, in charge of Research & Development, IT, Legal & Intellectual Property and LSI Business (Current Position)
		Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 5 years Number of ROHM Shares Held: 9,912 shares
		[Reasons for nomination as a candidate for a Director] Tetsuo Tateishi has attained highly specialized expertise and abundant experience as a LSI developer, and he is familiar with a broad range of LSI technologies and he has superior ability drive intellectual asset management about Research & Development, Intellectual Property and other of ROHM Group strategically. The Company requests continued election for a Director.
5	Koji Yamamoto (M) (Feb. 28, 1963) [Reappointment] 	Apr. 1985 Joined the Company Sep. 2019 Corporate Officer, Director of LSI Production Headquarters and in charge of Development of ATP Rationalization Jun. 2020 Corporate Officer, Director of Supply Chain Management Headquarters Jun. 2021 Member of the Board, Senior Corporate Officer, Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability Jun. 2022 Member of the Board, Senior Corporate Officer, CAO (Chief Administrative Officer) and in charge of Sustainability Apr. 2023 Member of the Board, Senior Corporate Officer, CSO (Chief Sustainability Officer) Apr. 2024 Member of the Board, Senior Corporate Officer, in charge of SCM and Administration (Current Position)
		Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 3 years Number of ROHM Shares Held: 12,440 shares
		[Reasons for nomination as a candidate for a Director] Koji Yamamoto has attained an abundant knowledge and experience through the duties in development and production sections. In addition, he has superior ability to supervise administrative operations about Sustainability, Supply Chain Management (SCM) and Risk Management and other. The Company requests continued election for a Director.

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
6	<p>Tadanobu Nagumo (M) (Feb. 12, 1947) [Reappointment] [Outside] [Independent]</p> 	<p>Apr. 1969    Joined Yokohama Rubber Co., Ltd. Jun. 1999    Director of Yokohama Rubber Co., Ltd. Jun. 2004    President and Representative Director of Yokohama Rubber Co., Ltd. Jun. 2011    Chairman and CEO and Representative Director of Yokohama Rubber Co., Ltd. Outside Company Auditor of Zeon Corporation Jun. 2015    Outside Director of Zeon Corporation (Current Position) Mar. 2016    Chairman and Representative Director of Yokohama Rubber Co., Ltd. Mar. 2019    Senior Advisor of Yokohama Rubber Co., Ltd. Jun. 2021    Member of the Board Mar. 2024    Honorary Advisor of Yokohama Rubber Co., Ltd. (Current Position) Apr. 2024    Member of the Board, Chairperson of the Board (Current Position)</p> <p>(Significant Concurrent Positions) Honorary Advisor of Yokohama Rubber Co., Ltd. Outside Director of Zeon Corporation</p> <p>Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 3 years Number of ROHM Shares Held: 2,000 shares</p> <p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Tadanobu Nagumo has attained an abundant knowledge and experience acquired as a top executive of a listed company that operates globally and he has a proven track record of aggressively promoting global strategies. Additionally, as an engineer he has a high level of insight in the field of manufacturing. He is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, to provide advice on the management of the ROHM's business on a wide range of issues from an international and practical perspective, and to manage appropriately the Board of Directors as the Chairperson. The Company requests continued election for an Outside Director.</p>
7	<p>Peter Kenevan (M) (Jun. 28, 1964) [Reappointment] [Outside] [Independent]</p> 	<p>Jun. 1995    Admitted to California Bar Sep. 1995    Joined McKinsey &amp; Company, Inc. Jun. 2000    Partner of McKinsey &amp; Company, Inc. (Tokyo office) Jun. 2012    Senior Partner of McKinsey &amp; Company, Inc. (Tokyo office) Apr. 2021    VP, Head of Japan of PayPal Pte. Ltd. (Tokyo branch) (Current Position) Jun. 2022    Member of the Board (Current Position)</p> <p>(Significant Concurrent Positions) VP, Head of Japan of PayPal Pte. Ltd. (Tokyo branch)</p> <p>Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 2 years Number of ROHM Shares Held: -</p> <p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Peter Kenevan has extensive knowledge and abundant experience in corporate finance, mergers and acquisitions (M&amp;As), among other fields, nurtured over the years through working for a consulting firm. He also has a proven track record serving as the Japan Country Manager of a company that operates globally. He is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the management of the ROHM's business on a wide range of issues from an international and practical perspective. The Company requests continued election for an Outside Director.</p>



No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
8	<p>Fukuko Inoue (F) (Oct. 18, 1963) [Reappointment] [Outside] [Independent]</p> 	<p>Apr. 1987    Joined UCC UESHIMA COFFEE CO., LTD. Sep. 1996    Human Resources Officer, Training Officer at Budget Personnel Bureau of Human Resources Department of Asian Development Bank May 2004    Human Resources Development Manager at General Affairs and Human Resources Headquarters of Vodafone Japan Co., Ltd. Jun. 2006    Human Resources Manager of Tiffany &amp; Co. Sep. 2011    Executive Officer of Human Resources, General Manager of Human Resources Headquarters of SAP Japan Co., Ltd. Jan. 2013    Section Chief, Human Resources Planning Division at Human Resources department of International Atomic Energy Agency Jul. 2017    Senior Human Resources Officer at Management Bureau of International Atomic Energy Agency Apr. 2018    Professor, Doshisha Business School at Doshisha University (Current Position) Jun. 2022    Outside Director of EXEDY Corporation (Current Position) Jun. 2023    Member of the Board (Current Position)</p> <p>(Significant Concurrent Positions) Professor, Doshisha Business School at Doshisha University Outside Director of EXEDY Corporation</p>
<p>Period in office as Member of the Board of Directors at the conclusion of this general shareholders meeting: 1 year Number of ROHM Shares Held: -</p>		
<p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Fukuko Inoue has real-world work experiences of strategic human resources at global companies and an international organization. In addition, she is a university professor who has a wide range of knowledge and insight, nurtured as an academic expert in organizational development and human resource management. She is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the human capital management, which is the ROHM Group's primary focus. The Company requests continued election for an Outside Director. Though she has never previously engaged in company management in any way other than serving as an outside officer, the Company is certain that she will carry out her duties as an Outside Director properly for these reasons.</p>		
9	<p>Tetsuo Aoki (M) (Oct. 25, 1964) [New appointment]</p> 	<p>May. 1991    Joined the Company Sep. 2019    Corporate Officer, Head of Japanese, Asia Sales and Director of East Japan Sales Headquarter Apr. 2023    Corporate Officer, Director of System Solutions Engineering Headquarters and in charge of Sales Management Apr. 2024    Corporate Officer, in charge of Sales and Marketing (Current Position)</p>
<p>Number of ROHM Shares Held: 7,325 shares</p>		
<p>[Reasons for nomination as a candidate for a Director] Tetsuo Aoki has attained an abundant knowledge and experience through the duties in sales sections for many years. In addition, he has superior ability to manage domestic and overseas sales organizations and promote organizational reforms cross-sectionally, to drive global marketing and sales strategy using maximized resources. The Company requests election for a Director.</p>		

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company
10	<p>Aiko Kozaki (F) (Oct. 18, 1973) [New appointment] [Outside] [Independent]</p> 	<p>Apr. 1996    Joined Nomura Asset Management Co., Ltd. (Resigned in Mar. 2000) Apr. 2006    NPO Social Innovation Japan Apr. 2007    ESG Research Center of The Japan Research Institute, Limited Jul. 2013    Manager at ESG Research Center of The Japan Research Institute, Limited Sep. 2015    Work Again Business Manager of Waris Co., Ltd. Nov. 2020    Strategy Development Division at Strategy Development and Management Bureau of Financial Services Agency (Resigned in Oct. 2022) May. 2023    Representative Director of stream-i Co., Ltd. (Current Position) May. 2023    Outside Director of Central Tank Terminal Co., Ltd. (Current Position) Jan. 2024    Manager at Investment Department of General Incorporated Foundation Japan Network for Public Interest Activities (Current Position)</p> <p>(Significant Concurrent Positions) Representative Director of stream-i Co., Ltd. Outside Director of Central Tank Terminal Co., Ltd.</p>
Number of ROHM Shares Held: -		
<p>[Reasons for nomination as a candidate for a Director and Overview of an expected role as an Outside Director] Aiko Kozaki has the practical experience with a Japanese leading asset management company and private think tank and a wide range of knowledge and insight about resolution of social issues improved through study experience in the U.S. In addition, she is an expert of sustainable finance who has abundant experiences nurturing new businesses. She is expected to contribute to further strengthening oversight of the ROHM's execution of business from an independent standpoint, and to provide advice on the sustainability-focused management, which is the ROHM Group's primary focus. The Company requests election for an Outside Director.</p>		

(Notes)

1. Tadanobu Nagumo is a candidate for the position of Outside Director of the Company. He has concluded an advisory agreement with the Company from June 2020 to June 2021 to provide advice on the management of its business, and his annual advisory fee is less than 10 million yen. He satisfies the “Independence Standards for Outside Officers” of the Company on page 14, it has been judged that he is fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and Yokohama Rubber Co., Ltd. that he serves as Senior Advisor. The Company has designated Tadanobu Nagumo as an Independent Director/Company Auditor pursuant to the rules of the Tokyo Stock Exchange, and reported the designation to the Exchange.
2. Peter Kenevan is a candidate for the position of Outside Director of the Company. Although the Company has outsourced consulting services to McKinsey & Company, Inc. that he served as Senior Partner of Tokyo office until March 2021, the business amounts to less than 0.1% of consolidated sales of McKinsey & Company, Inc. and the Company in each fiscal year. He satisfies the “Independence Standards for Outside Officers” of the Company on page 14, it has been judged that he is fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and PayPal Pte. Ltd. that he serves as VP, Head of Japan of Tokyo branch. The Company has designated Peter Kenevan as an Independent Director/Company Auditor pursuant to the rules of the Tokyo Stock Exchange, and reported the designation to the Exchange.
3. Fukuko Inoue is a candidate for the position of Outside Director of the Company. She satisfies the “Independence Standards for Outside Officers” of the Company on page 14, it has been judged that she is fully independent with no risk for conflict of interest with general shareholders. The Company has designated Fukuko Inoue as an Independent Director/Company Auditor pursuant to the rules of the Tokyo Stock Exchange, and reported the designation to the Exchange.
4. Aiko Kozaki is a candidate for the position of Outside Director of the Company. She satisfies the “Independence Standards for Outside Officers” of the Company on page 14, it has been judged that she is fully independent with no risk for conflict of interest with general shareholders. There are no business relationships between the Company and stream-i Co., Ltd. that she serves as Representative Director. She meets the requirements for an Independent Directors/Company Auditors pursuant to the rules of the Tokyo Stock Exchange, if she is elected, the Company will designate as an Independent Directors/Company Auditor and report the designation to the exchange.
5. There are no special relationships of interest between the other candidates and the Company.
6. 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 Tadanobu Nagumo, Peter Kenevan and Fukuko Inoue that limit their liability 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 contract with them.
7. If Aiko Kozaki is elected, pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company will enter into a contract with her that limits her liability 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.
8. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company to indemnify the Directors of the Company who are the insured parties of such contract, against personal liability for any loss or claim they may incur arising out of the execution of the Company’s business. If the appointments of the candidates to be Directors are approved, they will become the insured parties of such contract and the Company plans to renew such contract with the same provisions during their terms of office.

### **Opinion of the Audit and Supervisory Committee**

The Audit and Supervisory Committee deliberated about the election of the Company’s Members of the Board of Directors (excluding Members of the Board of Directors who are Audit and Supervisory Committee Members, the same shall apply hereinafter) in the Officer Nomination Advisory Council and about their remuneration in the Director Remuneration Council. Regarding the nomination of candidates for Director, the Audit and Supervisory Committee judged that the procedures for deciding candidates are appropriate, and that each candidate is suitably qualified to be a Member of the Board of Directors based on the evaluation of the status of business execution and business performance of the respective candidate for the fiscal year under review, the candidate’s comments in the Board of Directors meetings, and the candidate’s career history, etc. up until present. The Audit and Supervisory Committee also judged that the procedures for deciding remuneration for Members of the Board of Directors are appropriate and the details of the remuneration, etc. are suitable based on the verification made on such matters as the remuneration system and the specific computation method for the amount of remuneration.

### 〈For Your Reference〉 Board Composition after being appointed and Skill Matrix

If Proposal 2 is approved, the Board of Directors of the Company will consist of seven (7) Internal Directors and seven (7) Outside Directors (of whom two (2) will be female) and the share of Independent Outside Directors in the Board of Directors is 50%.

Based on ROHM's Company Mission, which we have embraced since its foundation, we have identified the skill sets (such as knowledge, experience, and ability) that the Board of Directors needs to achieve sustainable growth of the ROHM Group and enhance the Group's corporate value over the medium to long term.

The following skill sets are especially expected of Directors and defined.

Name		Highly expected Skill Sets							
		Corporate Management	ESG/Sustainability	Global	Innovation/Technology	HR Development	Legal/Compliance	Finance/Accounting	Industry Expertise
Isao Matsumoto		○	○	○	○	○	○		○
Katsumi Azuma		○	○	○		○	○		○
Kazuhide Ino		○		○	○			○	○
Tetsuo Tateishi				○	○		○		○
Koji Yamamoto			○	○		○	○		○
Tetsuo Aoki				○					○
Tadanobu Nagumo	Outside Independent	○	○	○		○			
Peter Kenevan	Outside Independent	○		○				○	○
Fukuko Inoue	Outside Independent			○		○			
Aiko Koziki	Outside Independent		○					○	
Masahiko Yamazaki	Audit		○				○		
Keita Nakagawa	Audit Outside Independent		○				○	○	
Hidero Chimori	Audit Outside Independent		○				○		
Tomoyuki Ono	Audit Outside Independent		○					○	

Audit : Audit and Supervisory Committee Member

Highly expected Skill Sets	Definition
Corporate Management	Strive to further enhance corporate value by foreseeing changes in the environment surrounding the Company's business, developing strategies from mid-to long-term perspectives and making decisions and running an organization effectively.
ESG / Sustainability	Contribute to the sustainable development and prosperity of the world, society and companies through conducting business activities with integrity, fairness and transparency, working towards the achievement of the United Nations' Sustainable Development Goals (SDGs) and establishing and maintaining a good relationship with stakeholders.
Global	Given the rapidly changing international situation, gain increased confidence from international markets by developing strategies and conducting business from global perspectives.
Innovation / Technology	Promote the creation, establishment and expansion of businesses by capturing the needs of society and customers and focusing time and resources on the development of new technologies and products that are essential for the sustainable growth of the Company.
HR Development	Discover human resources who can be the next generation of managers, and conduct human resources development and human resources investment of medium and long term that are linked to the Company's management strategy.
Legal / Compliance	Perform appropriate risk management by understanding all applicable laws and regulations related to the Company's business and by recognizing and understanding risks that may materially affect the Company's business management, always from the standpoint of ensuring legal and other compliances.
Finance / Accounting	Appropriately identify the Company's business management issues based on the full understanding of accounting, taxation and finance, and develop and monitor the progress of financial strategies and measures that are linked to the Company's management strategy.
Industry Expertise	Possess insight on semiconductors and a wide network of personal connections in the semiconductor industry, and look to optimize the Company's business portfolio by appropriately monitoring competitive and market trends.

## 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<sup>1</sup> of the Company or a person who executes the business<sup>2</sup> of the said shareholder;
2. A person who executes the business of a company of which the Company is a major shareholder;
3. A major customer<sup>3</sup> 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<sup>4</sup> 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 or other assets exceeding a certain amount<sup>5</sup> from the Group (and, if such consultant, accounting expert or legal expert is an organization, a person who belongs to the said organization);
6. A person who receives donations or grants exceeding a certain amount<sup>6</sup> from the Group (or a director or a person who executes the business of the organization or the association which receives donations or grants exceeding the same amount from the Group);
7. A partner, member or employee of the Independent Auditor of the Company;
8. A person who executes the business of a major lender of the Company<sup>7</sup>;
9. A person who fell into any of the categories described in 1 to 8 above in the last three years;
10. An organization a director of whom comes from the Group or a person who executes the business of the said organization, or;
11. The spouse of an important person who executes the business<sup>8</sup> of the Group or a relative of that person within the second degree of relationship.

(Enacted on November 5, 2015)

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<sup>1</sup> A major shareholder means a shareholder holding at least 10% of the total voting rights of the Company.

<sup>2</sup> A person who executes business means a director, an executive officer, a member or an employee.

<sup>3</sup> A major customer means a company whose payments account for over 2% of annual consolidated sales of the Company.

<sup>4</sup> An organization for whom the Group is a major customer means a company with over 2% in annual sales coming from the Company.

<sup>5</sup> A certain amount means ten million yen per year for an individual and over 2% of total revenue for an organization.

<sup>6</sup> A certain amount means over ten million yen per year.

<sup>7</sup> A major lender of the Company means a lender from which an amount exceeding 2% of total consolidated assets of the Company is borrowed.

<sup>8</sup> 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.

## **Business Report**

For the period from April 1, 2023 to March 31, 2024

### **1. Present Status of ROHM Group**

#### **(1) Business Progress and Results**

##### **Overall Review of Results of Operations**

During the fiscal year ended March 31, 2024, the global economy remained uncertain due to economic downturn concerns stemming from financial tightening by American and European central banks, downward trend in domestic demand in China highlighted by the real estate slump, and the unstable situation in the Middle East.

In the electronics industry, the automotive market was temporarily affected by production/shipment suspension caused by inventory adjustment for automotive-related components, disasters, etc. Nonetheless, the industry as a whole continued to grow due to an increase in the number of electronic components installed per unit, which was driven by the advancement of the electrification of vehicles and the electronic components in vehicles, as well as recovery in automobile production due to improved semiconductor procurement environment. The industrial equipment market entered a consolidation phase as businesses showed increasing reluctance to make capital investments on the back of growing concerns about higher interest rates and the slowing global economy. The consumer product market and the communication equipment market continued to suffer from weak demand. Meanwhile, the computer and storage market was significantly affected by production adjustments from last year and stayed at a level where it started showing a sign of recovery.

Working within this business environment, we have proceeded with the development of new products and technologies for power and analog devices, in which the ROHM Group excels, for the automotive electronics market and the industrial equipment market, where medium- to long-term growth is expected. Through such efforts, we have promoted our proposals for total solutions that can extensively contribute to meeting customers' needs for energy saving and downsizing.

In terms of production, we continued overall optimization, and we have promoted the installation of labor-saving and automated production lines through "Monozukuri (manufacturing) innovation". While carrying out production adjustments for general-purpose products in light of a rise in the level of inventory at the present, we also have made every effort to ensure the stable supply of our products to customers by increasing our production capacity and improving productivity to cope with increasing demand for power devices such as SiC devices.

Under these circumstances, consolidated net sales for the fiscal year ended March 31, 2024 increased in the automotive electronic market, which we focus on, but declined in other markets, including the industrial equipment market, resulting in 467,780 million yen (a decrease of 7.9% from last year). Operating income was 43,327 million yen (a decrease of 53.1% from last year), and operating income ratio decreased to 9.3% from 18.2% in the preceding consolidated fiscal year.

Ordinary income was 69,200 million yen (a decrease of 36.8% from last year) due to increases of commission income and dividend income, while operating income decreased.

Net income attributable to owners of parent was 53,965 million yen (a decrease of 32.9% from the last year).

And with regard to an important business performance indicator in ROHM Group, EBITDA (\*) for the consolidated fiscal year ended March 31, 2024 was 115,396 million yen (a decrease of 22.3% from last year).

\* EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

EBITDA is a measure calculated by taking Earnings Before Taxes and adding Interest, Depreciation and Amortization, and it is common in comparing earnings capacities of global companies. ROHM Group calculate it by simply taking Operating income and adding Depreciation and Amortization.

**Consolidated Net Sales** : 4,677 One Hundred Million yen ( $\Delta 7.9\%$ )

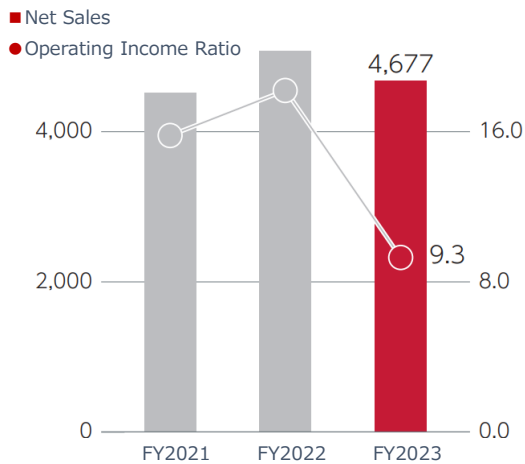
**Operating income** : 433 One Hundred Million yen ( $\Delta 53.1\%$ )

**Ordinary income** : 629 One Hundred Million yen ( $\Delta 36.8\%$ )

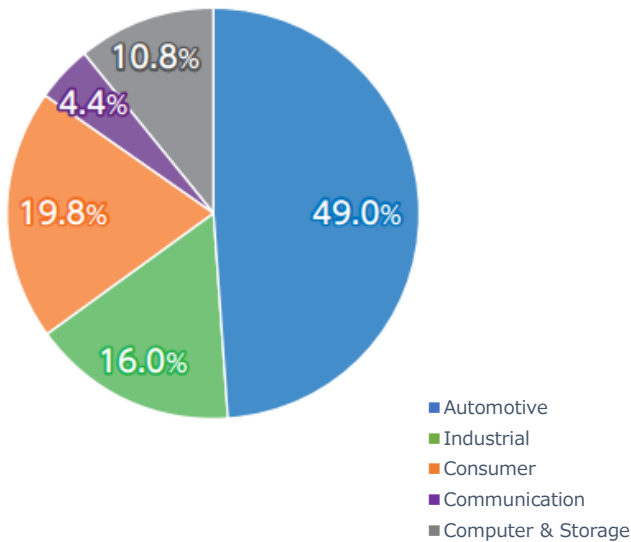
**Net income** : 539 One Hundred Million yen ( $\Delta 32.9\%$ )

**Performance Trend**

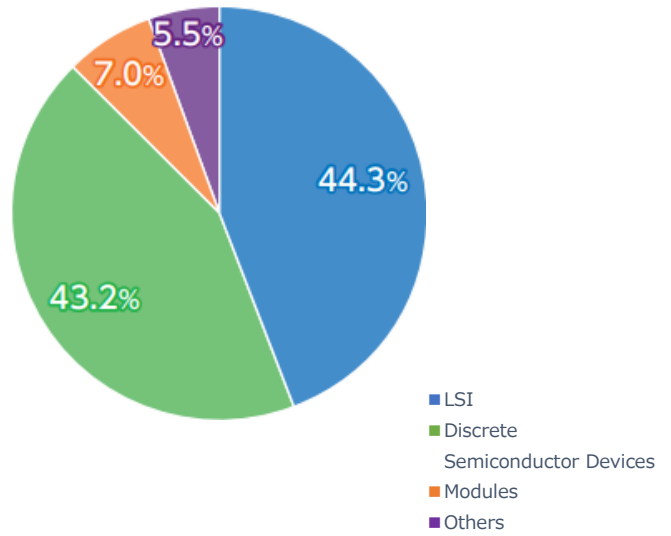
(Unit: One Hundred Million yen) (%)



**Net Sales Composition Ratio by Applications**



**Net Sales Composition Ratio by Segments**

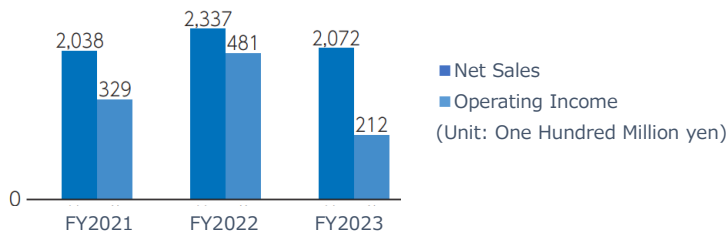




**Overview of performance in each segment**

**<LSI> Analog devices, Logic, Memory**

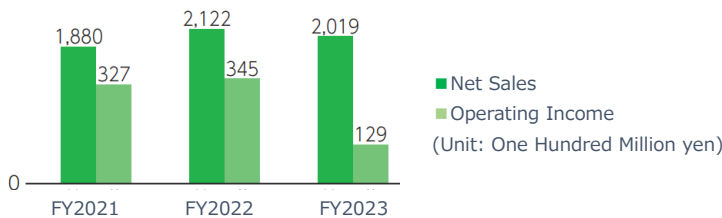
In the automotive market, sales of isolated gate driver ICs for powertrain applications increased steadily in line with the accelerated popularization of xEVs (the generic name for electromotive vehicles such as hybrid electric vehicles, plug-in hybrid electric vehicles and fuel-cell electric vehicles), while sales of other high-value-added ICs, such as automotive light-emitting diode (LED) driver ICs and driver ICs for high performance semiconductor power switches (IPDs), also performed well. In the consumer product market, while sales of motor driver ICs for energy-saving air conditioners did well, sales decreased mainly in ICs for audio-visual (AV) equipment and home electric appliance applications. In the computer and storage market, sales of motor driver ICs and power ICs for personal computer (PC) and business machines declined. Sales of ICs for the industrial equipment and communication equipment markets continued to face headwinds.



**<Discrete semiconductor devices>**

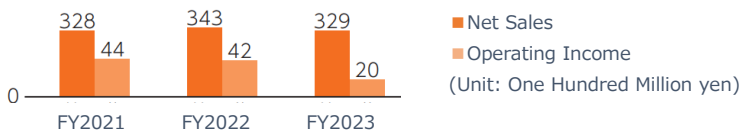
**Transistors, Diodes, Power devices, Light-emitting diodes, laser diodes**

Sales of transistors and diodes in the automotive market, particularly for xEVs, remained strong, but sales continued to struggle in the industrial equipment market, the consumer product market and the computer and storage market. As for power devices, their growth rate is on a downward trend in markets including China, despite strong sales primarily for xEVs in the automotive market. While specific areas, such as AI servers, saw strong sales in the industrial equipment market, the sales outcomes for the consumer product market and the computer and storage market remained weak. Sales of LEDs and laser diodes slumped primarily in the consumer product market.



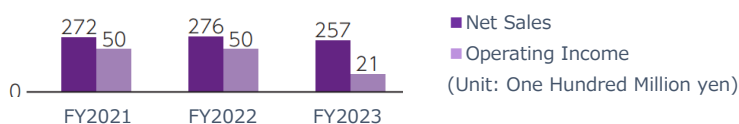
**<Modules> Print heads, Optical modules**

As for optical modules, sales of sensor modules for smartphones increased. Sales of printheads declined primarily for payment terminal devices.



**<Others> Resistors**

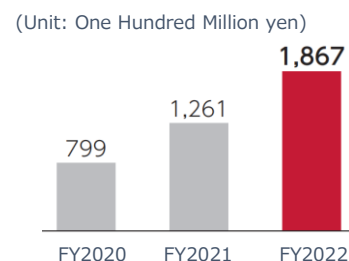
As for resistors, sales of high-reliability resistors, such as high-power resistors and shunt resistors, performed well in the automotive market, while sales of resistors declined in the industrial equipment market.



## (2) Capital Expenditures

In the fiscal year ended March 31, 2024, the Group invested 186,755 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:

LSI	42,714	million yen
Discrete Semiconductor Devices	130,969	million yen
Modules	1,188	million yen
Others	1,808	million yen
Sales and Administrative Expenses Division	10,074	million yen



## (3) Financing

The capital expenditures and others during the fiscal year ended March 31, 2024 were funded through internal funding. We also procured 300 billion yen as a short-term loan from financial institutions to raise funds for an investment in TB Investment Limited Partnership and the underwriting of non-voting preferred stock issued by TBJ Holdings Inc.

## (4) Priority Issues

In the pursuit of continuing and comprehensive corporate value creation and enhancement, the ROHM Group believes that we can improve customer satisfaction and contribute to society by developing innovative products and carrying out high-quality manufacturing in our business activities. By doing so, we will be able to give our employees more confidence and pride and encourage them to take on new challenges. The ROHM Group calls the cycle of these activities CSV (Creating Shared Value). Making the ROHM Group more attractive to stakeholders through commitment to CSV activities is one of our priorities in business management.

Value added through these business activities should be appropriately allocated (or returned) to internal reserves for business investments to strengthen competitiveness and to shareholders, employees, communities, and other stakeholders. It is also essential that this idea is understood and supported by all the stakeholders. With these perspectives in mind, we have established our basic policy, which is to constantly supply high-quality, cost-competitive products in high volume and take a leadership position in the global semiconductor and electronic parts market. We intend to achieve this by developing products that can lead the global market and drawing on our original production technologies.

Moreover, we set the "Rohm Group Environmental Vision 2050" based on the three themes of "climate change," "resource recycling" and "coexistence with nature." Along with the aim to achieve zero carbon (net zero CO<sub>2</sub> emissions) and zero emissions, we will accelerate our initiatives to solve environmental issues through further promoting business activities in harmony with the natural cycle to protect biodiversity.

While the role of semiconductors, our main products, is becoming greater in reducing our environmental impacts through products behind the concept of "decarbonization," we are advancing the development of various energy-saving devices with the goal of improving the efficiency of "motors" and "power supplies," which are said to account for most of the world's electricity consumption. As for environmental impact reduction through business activities in general including the production process, the entirety of the electricity used at our main domestic offices and plants in Thailand and the Philippines as well as in the primary production process for SiC wafer and device manufacturing comes from renewable energy sources, and we will continue to work on establishing an environmentally friendly business system.

The world electronics market is expected to see continued growth over the mid to long term because of growing demand for energy saving and increased use of electronics in automobiles, but this will also bring greater competition when it comes to 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 continue to direct efforts at developing high value added products that anticipate industry needs in a wide range of markets, including automotive electronics, industrial equipment, information and communications, and white goods. In addition, we will continue to strengthen CSV 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.

〈For Your Reference〉

**Acquisition of a New Plant for More Capacity in the SiC Business  
Set to Operate in 2024 as LAPIS Semiconductor Co. Ltd., Miyazaki Plant No.2**

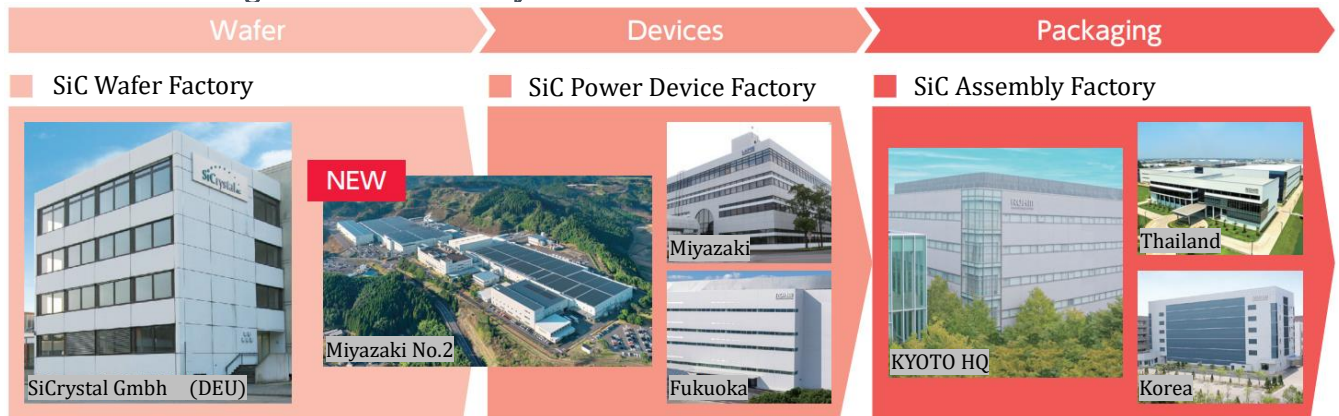
Positioning SiC power semiconductors as a growth business, ROHM is working on capacity enhancement to meet increasing demand. In 2022, a new SiC-exclusive production building started its operation at the ROHM Apollo Chikugo plant (Fukuoka prefecture). We are progressively installing production facilities for supply expansion. Moreover, in November 2023, we acquired a new plant with a lot area of 400,000 square meters in Miyazaki prefecture. The use of existing buildings and clean rooms will enable early production, and we are aiming at 2024 for the operation of the plant as LAPIS Semiconductor Co. Ltd., Miyazaki Plant No.2.



LAPIS Semiconductor Co. Ltd., Miyazaki Plant No.2

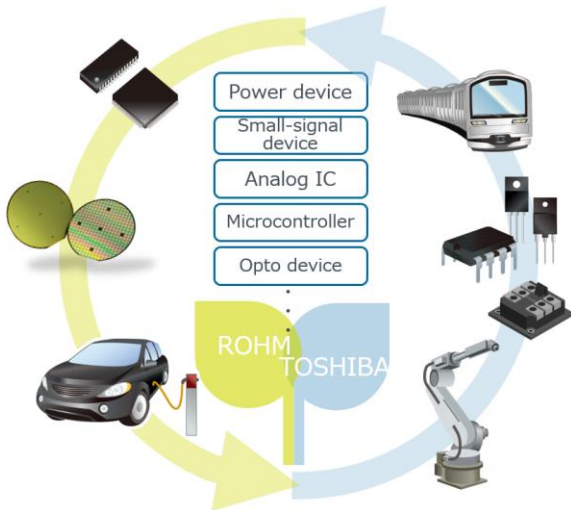
At the new plant, we not only will advance the production of 8-inch devices but also are planning to manufacture SiC wafers. Our plan is to start the mass production and shipment of SiC wafers and SiC devices as soon as January 2025 and April 2026, respectively. With these production capacity enhancements, the production capacity for SiC in 2030 is estimated to be 35 times higher than in 2021 across the Group. The ROHM group will continue to establish a production system capable of responding to increasing demand in the medium- and long-term in addition to enhancing the BCM system.

**Enhance the Integrated Production System for SiC Power Devices**



### Strengthen alliance with TOSHIBA semiconductor business

In December 2023, a plan jointly applied by ROHM and Toshiba Electronic Devices & Storage Corporation (“TEDS”) to collaborate in the manufacture and increased volume production of power devices has been recognized and will be supported by the Ministry of Economy, Trade and Industry as a measure supporting the Japanese Government’s target of secure and stable semiconductor supply. ROHM and TEDS will respectively make intensive investments in SiC and Si power devices, effectively enhance their supply capabilities, and complementally utilize other party’s production capacity.



Furthermore, in March 2024, ROHM proposed to commence negotiations to strengthen the alliance with Toshiba Corporation's semiconductor business. We believe that Toshiba Corporation's semiconductor business has a high affinity with the Company and can create various synergies in terms of product portfolio and business strategy. The proposal aims to strengthen the business alliance in various business activities including technology development, production, sales, procurement, and logistics, in addition to the collaboration for the manufacturing of power semiconductors.

Amid the intensifying competition in the semiconductor industry, we will engage in discussions on wide-area collaborations, including a capital partnership, to enhance the corporate value and competitiveness of both companies.

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

Item	Mar-2021	Mar-2022	Mar-2023	(Current period) Mar-2024
Net Sales	359,888	452,124	507,882	467,780
Ordinary Income	40,672	82,551	109,530	69,200
Net Income Attributable to Owners of the Parent	37,002	66,827	80,375	53,965
Net Income per Share (yen)	94.06	170.15	204.66	138.81
Total Assets	926,240	1,029,132	1,123,283	1,481,274
Equity	769,490	840,353	915,465	968,102

- (Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.
2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.
3. On October 1, 2023, we conducted a four-for-one share split of common stock. Net income per share for the period is calculated under the assumption that the stock split was conducted at the beginning of the fiscal year ended March 31, 2021.

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

Item	Mar-2021	Mar-2022	Mar-2023	(Current Period) Mar-2024
Net Sales	303,222	384,181	434,951	385,581
Ordinary Income	40,325	62,429	72,721	17,437
Net Income	41,885	53,236	53,019	11,305
Net Income per Share (yen)	106.57	135.62	135.06	29.08
Total Assets	574,882	637,391	673,676	938,158
Equity	457,134	488,233	515,374	486,116

- (Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.
2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.
3. On October 1, 2023, we conducted a four-for-one share split of common stock. Net income per share for the period is calculated under the assumption that the stock split was conducted at the beginning of the fiscal year ended March 31, 2021.

**(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:

(As of March 31, 2024)

Segment Name	Main products and business
LSI	Analog ICs, Logic ICs, Memory ICs
Discrete semiconductor devices	Transistors, Diodes, Power devices, Light Emitting Diodes, Laser Diodes
Modules	Printhead Products, Optical Modules
Others	Resistors

**(7) Main Business Sites**

(As of March 31, 2024)

Name		Location
ROHM CO., LTD. *1	Head Office/Factory Shiga Factory Kyoto Technology Center Yokohama Technology Center Kyoto Business Center Tokyo Business Center Yokohama Business Center Nagoya Business Center	Kyoto Shiga Kyoto Kanagawa Kyoto Tokyo Kanagawa Aichi
Manufacturing	ROHM HAMAMATSU CO., LTD. ROHM WAKO CO., LTD. *2 ROHM APOLLO CO., LTD. ROHM MECHATECH CO., LTD.  LAPIS SEMICONDUCTOR CO., LTD.  LAPIS TECHNOLOGY CO., LTD. *1 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. SICRYSTAL GmbH	Shizuoka Okayama Fukuoka Kyoto Kanagawa And others Kanagawa Korea Philippines Thailand China China Malaysia Philippines Thailand Germany
Sales	ROHM SEMICONDUCTOR KOREA CORPORATION ROHM SEMICONDUCTOR (SHANGHAI) 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 GmbH	Korea China China Taiwan Singapore Philippines Thailand Malaysia India U.S.A. Germany
Logistics	ROHM LOGISTEC CO., LTD. *2	Okayama

(Notes) 1. On April 1, 2024, ROHM CO., LTD. merged with LAPIS TECHNOLOGY CO., LTD. which was our manufacturing subsidiary.

2. On June 14, 2024, ROHM WAKO CO., LTD. will merge with ROHM LOGISTEC CO., LTD. which was our logistics subsidiary.

**(8) Employees**

(As of March 31, 2024)

Segment Name	Number of Employees	Change from the Previous Fiscal Year	Average Service Years
LSI	23,319	decrease by 435 employees	13.1 years
Discrete semiconductor devices			
Modules			
Others			
Sales and administrative expenses division			

(Notes) The value of the average service years is rounded down to one decimal place.

**(9) Summary of Important Subsidiaries**

(As of March 31, 2024)

Company Name	Capital	Voting Right Ratio by ROHM	Main Business
ROHM HAMAMATSU CO., LTD.	Million yen 10,000	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 300	100.0	Manufacture and Sales of electronic components
LAPIS TECHNOLOGY CO., LTD. *3	Million yen 100	100.0	Manufacture and Development of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.0	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 16,190	100.0	Manufacture of electronic components
ROHM ELECTRONICS DALIAN CO., LTD.	Million yen 9,417	100.0	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK\$ 27,000	100.0	Sales of electronic components
ROHM U.S.A., INC.	Thousand US\$ 317,142	100.0	Administrative responsibility for subsidiaries in North and South America
ROHM ELECTRONICS EUROPE LTD.	Thousand UK£ 101,037	100.0	Administrative responsibility for subsidiaries in Europe
ROHM ELECTRONICS ASIA PTE. LTD.	Thousand S\$ 90,630	100.0	Administrative responsibility for subsidiaries in Asia and others
SICRYSTAL GmbH	Thousand EUR 771	100.0	Manufacture, Development and Sales of raw materials for electronic components

(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. On April 1, 2024, ROHM CO., LTD. merged with LAPIS TECHNOLOGY CO., LTD. which was our manufacturing subsidiary.

**(10) Summary of Main Lenders**

(As of March 31, 2024)

Company Name	Loan Amount (million yen)
The Bank of Kyoto, Ltd.	80,000
MUFG Bank, Ltd.	70,000
Sumitomo Mitsui Banking Corporation	60,000
Mizuho Bank, Ltd.	45,000
Resona Bank, Limited	45,000

## 2. Status of Shares

### (1) Total Number of Shares Authorized to be Issued 1,200,000,000

(Notes) The Articles of Incorporation were partially amended on October 1, 2023 in connection with a share split by resolution of the Board of Directors held on June 5, 2023 and total number of shares authorized to be issued increased by 900,000,000.

### (2) Total Number of Shares Issued 412,000,000

(Including 26,039,364 shares of treasury stock)

(Notes) Total number of shares issued increased by 309,000,000 due to a four-for-one share split of common stock on October 1, 2023.

### (3) Total Number of Shareholders as of March 31, 2024 78,819

### (4) Major Shareholders (Top 10 Shareholders)

(As of March 31, 2024)

Name	Number of Shares Held (Thousands of shares)	Ownership
The Master Trust Bank of Japan, Ltd. (Trust account)	57,278	14.84%
Rohm Music Foundation	41,540	10.76-
Custody Bank of Japan, Ltd. (Trust account)	30,497	7.90-
The Bank of Kyoto, Ltd.	10,427	2.70-
STATE STREET LONDON CARE OF STATE STREET BANK AND TRUST, BOSTON SSBTC A/C UK LONDON BRANCH CLIENTS - UNITED KINGDOM	7,374	1.91-
STATE STREET BANK WEST CLIENT - TREATY 505234	6,569	1.70-
BBH FOR FINANCIAL INVESTORS TRUST - SEAFARER OVERSEAS GROWTH AND INC FD	6,000	1.55-
SSBTC CLIENT OMNIBUS ACCOUNT	5,477	1.41-
STATE STREET BANK AND TRUST COMPANY 510312	5,351	1.38-
STATE STREET BANK AND TRUST COMPANY 505223	4,783	1.23-

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

2. 26,039 thousand shares of treasury stock are excluded from the above calculation. Number of treasury stock does not include 19 thousand shares hold by Employee Stock Ownership Plan (ESOP).

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

### (5) Status of Share issued to the Directors as compensation for the execution of their duties in the fiscal year ended on March 31, 2024.

	Class and amount of stock	Number of Members
Member of the Board (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)	Common stock of the Company 10,316	5

(Notes) The number of shares issued is presented after the share split was conducted on October 1, 2023.



### 3. Directors and Company Auditors of the Company

#### (1) Directors and Company Auditors

(As of March 31, 2024)

Position	Name	Positions at the Company and Important Duties outside the Company
* President, Chief Executive Officer	Isao Matsumoto	CEO
Member of the Board, Senior Managing Executive Officer	Katsumi Azuma	COO ROHM Apollo Co., Ltd., President
Member of the Board, Managing Executive Officer	Kazuhide Ino	CFO
Member of the Board, Senior Corporate Officer	Tetsuo Tateishi	CTO
Member of the Board, Senior Corporate Officer	Koji Yamamoto	CSO
Member of the Board	Tadanobu Nagumo	Honorary Advisor of Yokohama Rubber Co., Ltd. Outside Director of Zeon Corporation
Member of the Board	Peter Kenevan	VP, Head of Japan of PayPal Pte. Ltd. (Tokyo branch)
Member of the Board	Kuniko Muramatsu	Representative Director of Wellness Systems Institute Outside Director of YOKOWO Co., Ltd. Outside Director of Kyusyu Railway Company
Member of the Board	Fukuko Inoue	Professor, Doshisha Business School at Doshisha University Outside Director of EXEDY Corporation
Member of the Board, Audit and Supervisory Committee Member (Full-Time)	Masahiko Yamazaki	
Member of the Board, Audit and Supervisory Committee Member (Full-Time)	Keita Nakagawa	
Member of the Board, Audit and Supervisory Committee Member	Hidero Chimori	Partner of Miyake & Partners (Attorney at Law) Outside Auditor of Oji Holdings Corporation
Member of the Board, Audit and Supervisory Committee Member	Tomoyuki Ono	Ono Accounting Office, Chief of the Office (CPA) Outside Director of NITTA Corporation

(Notes) 1. \* Representative Director:

2. Tadanobu Nagumo, Peter Kenevan, Kuniko Muramatsu, Fukuko Inoue, Keita Nakagawa, Hidero Chimori and Tomoyuki Ono are Outside Directors as provided in Article 2, Item 15, of the Companies Act.
3. The Company has designated Tadanobu Nagumo, Peter Kenevan, Kuniko Muramatsu, Fukuko Inoue, Keita Nakagawa, Hidero Chimori and Tomoyuki Ono as Independent Directors/Company Auditors pursuant to the rules of the Tokyo Stock Exchange, and reported that information to the Exchange.
4. Tomoyuki Ono is certified public accountants and are duly informed of finances and accounting.
5. Masahiko Yamazaki and Keita Nakagawa are the full-time Audit and Supervisory Committee Members. The Company has designated the full-time Audit and Supervisory Committee Members in order to strengthen audit and supervisory function of the Audit and Supervisory Committee through designing an environment for audits, collecting internal information, auditing daily status of designing the internal control system, and cooperating with the Internal Audit Division.
6. There are no special relationships between the Company and the entities where Outside Directors hold concurrent positions.
7. Changes in the Member of the Board during this fiscal year were as specified below.
  - (1) New appointments
 

Fukuko Inoue, Keita Nakagawa and Tomoyuki Ono were newly elected and appointed as Members of the Board at the 65th Ordinary General Shareholders Meeting of June 27, 2023.
  - (2) Retirement
 

Hiroyuki Nii, Toshiro Miyabayashi and Kumiko Tanaka retired from the position of Member of the Board as of the closing of the 65th Ordinary General Shareholders Meeting of June 27, 2023.
  - (3) Changes in duties
    - 1) Kazuhide Ino's position was changed from CSO (Chief Strategy Officer) and Director of Accounting & Finance Headquarters to CFO (Chief Financial Officer) as of April 1, 2023.
    - 2) Koji Yamamoto's position was changed from CAO (Chief Administrative Officer) and in charge of Sustainability to CSO (Chief Sustainability Officer) as of April 1, 2023.
  - (4) Changes in important duties outside the Company
    - 1) Katsumi Azuma was appointed the President of ROHM Apollo Co., Ltd. as of June 15, 2023.
    - 2) Tadanobu Nagumo was changed from Senior Advisor to Honorary Advisor of Yokohama Rubber Co., Ltd. as of March 28, 2024.
    - 3) Kuniko Muramatsu was resigned the Outside Director of NEC Networks & System Integration Corporation as of June 23, 2023

## **(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 Directors excluding those are Executive Directors that limit their liability 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) Overview of the Contents of Indemnity Agreements**

There is no applicable information.

## **(4) Overview of the Contents of Directors and Officers Liability Insurance**

The Company has concluded an executive liability insurance policy with an insurer as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan. This policy covers liability related to the performance of duties of directors and others, as the named insured, or compensation for damages arising from claims in pursuit of such liability. The named insured under this insurance policy are the Directors, company auditors, executive officers, and similar parties of the Company and its subsidiaries. The Company pays all premiums on this insurance policy. Measures are taken to ensure that this insurance is not detrimental to the proper execution of duties of directors and others through exempting from coverage damages and other costs incurred by an insured who has engaged in criminal acts or intentional unlawful acts.

## (5) Remunerations for Directors

① Policy on Determining the Remuneration of each Director (excluding Directors who are Audit and Supervisory Committee Members)

(a) Determination Method of Policy on Determining the Remuneration of each Director

Based on the reports from the Director Remuneration Council, the Company resolved at the Board of Directors held on June 24, 2022 to adopt the policy on determining the Remuneration of each Director.

(b) Overview of the policy

1. The basic policy

The Company's remuneration system for Directors shall be designed so that the management responsibilities of Directors will be clarified and that the remuneration, etc. of Directors will fully function as a sound incentive for sustainable corporate growth and enhancement of corporate value over the medium to long term, in order to ensure appropriate value sharing with shareholders. In principle, the remuneration, etc. of each Director shall be determined at a level appropriate for his/her responsibilities.

Specifically, the remuneration, etc. of an Executive Director shall consist of fixed remuneration and performance-based remuneration (both monetary remuneration), as well as of non-monetary remuneration in the form of stock-based remuneration.

Meanwhile, the remuneration, etc. of an Independent Outside Director and a Non-executive Director shall consist only of fixed remuneration as they perform an oversight function independently from the execution of the Company's operations.

In addition, in order to increase independence, objectivity, and transparency in determining the remuneration, etc. of Directors, the Company shall establish the Director Remuneration Council—the majority of whose members are Independent Outside Directors—as an advisory body to the Board of Directors, wherein the remuneration system for Directors and the remuneration, etc. of each Director based thereon shall be deliberated on.

2. Policy for determining the amount of fixed remuneration (including the timing for payment of Remunerations)

The amount of fixed remuneration for the Company's Directors shall be determined according to their positions and responsibilities by comprehensively taking into consideration all relevant factors, including the remuneration levels of peer companies. The fixed remuneration shall be paid in cash monthly.

3. Policy for determining the content, amount, etc. of performance-linked remuneration (including the timing for payment of Remunerations)

Performance-based remuneration, which is a monetary remuneration that reflects the Company's achievement of performance indicators, shall be designed to serve as an incentive for Directors to further raise awareness about their contribution to improvements in the Company's business performance for each fiscal year. The amount of performance-based remuneration shall be calculated according to the level of achievement of the Company's consolidated net sales and consolidated operating profit objectives for the immediately preceding fiscal year and shall be paid in cash at a certain time each fiscal year.

4. Policy for determining of the content, amount, etc. of non-monetary remuneration (including the timing for payment of Remunerations)

Non-monetary remuneration, which shall be positioned as an incentive over a medium- to long-term, shall be provided in the form of restricted stock-based remuneration to further promote value sharing with shareholders. Restricted stock-based remuneration shall consist of a fixed, prearranged delivery type (delivery based on a vesting period) restricted stock-based compensation (hereinafter called "Restricted Stock" or "RS" options) and a performance-based, ex-post delivery type restricted stock-based remuneration (hereinafter called "Performance Share Restricted Stock Unit" or "PSRSU" options).

Based on the resolution of the Company's Board of Directors, Executive Directors shall make in-kind contribution of all monetary remuneration receivables that are to be granted for restricted stock-based remuneration and shall, in return, receive the number of shares of the Company's common stock that will be issued or disposed of by the Company. RS options shall be granted at a certain time each fiscal year, while the number of PSRSU options shall be calculated according to the level of achievement of the Company's performance objectives linked to the Medium-term Management Plan and then they shall be granted at a certain time after the end of the Medium-term Management Plan period.

## 5. Policy for determining the remuneration ratio by type of Remunerations for each Director

Based on the levels of remuneration identified by benchmarking peer companies of comparable business size and those in related industries and business categories, the Director Remuneration Council shall consider the ratio of remuneration, etc. by type for Executive Directors.

If the Company's short-term financial performance indicators and performance objectives linked to the Medium-term Management Plan are achieved 100%, as a guideline, the ratio of remuneration, etc. by type for Executive Directors (per year) is roughly as follows\*:

### ■ For Representative Director and President

Monetary Remuneration	7	Fixed	2
		Performance-based	1
Non-monetary Remuneration	3	Fixed (RS)	1
		Performance-based (PSRSU)	3

### ■ For Other Executive Directors

Monetary Remuneration	4	Fixed	2
		Performance-based	1
Non-monetary Remuneration	1	Fixed (RS)	1
		Performance-based (PSRSU)	1

(Notes)\* Of the non-monetary remuneration, although PSRSU options are granted in lump sum at a certain time after the end of the Medium-term Management Plan period, as a guideline, the ratio between monetary remuneration and non-monetary remuneration shall be calculated based on the assumption that the PSRSU options are equally divided for each fiscal year during the Medium-term Management Plan period.

## 6. Policy for determining the content of Remunerations for each Director

With regard to the Remunerations of the Directors, based on the Director Remuneration Council's recommendations, the Company's Board of Directors shall adopt, by resolution, the Director Remuneration Rules which specify the director remuneration system, remuneration ratio by type and calculation methods, among other things.

The Board of Directors shall respect the Director Remuneration Council's reports and shall determine the Remunerations of each Director in accordance with the Director Remuneration Rules.

### (c) Reasons for the Board of Directors to have judged that the proposed content of the Remunerations of each Director for this fiscal year is in compliance with the Policy

In determining the Remunerations of each Director, the Board of Directors has judged that the proposed content is in compliance with the Policy by basically respecting the reports made by the Director Remuneration Council through their deliberation on the proposal from various angles, including its compliance with the Policy.

### ② The resolution of the General Shareholders' Meeting on the Remunerations of Directors

The 61st General Shareholders Meeting on June 27, 2019 resolved that the maximum amount of annual remuneration for the Company Directors who are not Audit and Supervisory Committee Members should be within 900 million yen (for outside directors within 100 million yen) and the maximum amount of annual remuneration for the Company Directors who are Audit and Supervisory Committee Members should be within 100 million yen. The number of Directors who are not Audit and Supervisory Committee Members (excluding Outside Directors) is eight, Outside Directors who are not Audit and Supervisory Committee Member is one and Directors who are Audit and Supervisory Committee Member is four as of the conclusion of this Ordinary General Meeting of Shareholders.

The 62nd General Shareholders Meeting on June 26, 2020 resolved that the maximum amount of annual shares remuneration for the Company Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) should be within 100 million yen. The number of Directors who are not Audit and Supervisory Committee Member (excluding Outside Directors) is six as of the conclusion of this Ordinary General Meeting of Shareholders.

The 64th General Shareholders Meeting on June 24, 2022 resolved that the maximum amount of performance-linked restricted stock remuneration shall be 200,000 shares multiplied by the share price at the time of delivery for each Performance Cycle (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors). The number of Directors who are not Audit and Supervisory Committee Member (excluding Outside Directors) is five as of the conclusion of this Ordinary General Meeting of Shareholders.

(Notes) On October 1, 2023, we conducted a four-for-one share split of common stock. Therefore, the number of shares for calculating the maximum amount of performance-linked restricted stock remuneration is presented the number after adjustment by such share split.

### ③ Total Remunerations for Directors

Position	Total Amount (million yen)	Total Amount by type (million yen)			Number of Members
		fixed remuneration	performance-linked remuneration	non-monetary remuneration	
Directors (excluding Audit and Supervisory Committee Members)	369	253	81	33	9
(Outside Directors)	(49)	(49)	(-)	(-)	(4)
Directors (Audit and Supervisory Committee Members)	88	88	-	-	7
(Outside Directors)	(58)	(58)	(-)	(-)	(6)
Total	457	341	81	33	16
(Outside Directors)	(107)	(107)	(-)	(-)	(10)

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

### ④ Performance-linked Remuneration

#### (a) Performance-linked Monetary Remuneration

To ensure the Company's sustainable growth and enhance corporate value by providing an incentive for Directors to further increase awareness about their contribution to the Company's business performance, we have adopted performance-linked remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors). Performance-linked remuneration is calculated according to the level of achievement of the Company's consolidated net sales and consolidated operating income targets for the immediately preceding fiscal year and is paid in cash at a certain time each fiscal year.

The reason for selecting consolidated net sales and consolidated operating income as performance indicators is because we have judged that these performance indicators create an appropriate incentive for Directors as they are the most straightforward in terms of enhancing financial results and corporate value, give a clear picture of the Company's business achievements.

Regarding target value of performance indicators in Performance-linked Monetary Remuneration, consolidated net sales are 400~450 billion yen, and consolidated operating income is 40~60 billion yen. And consolidated net sales for this fiscal year were 467,780 million yen, and consolidated operating income for this fiscal year was 43,327 million yen.

#### (b) Performance-linked Non-Monetary Remuneration

In order to provide an incentive for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) to continuously improve the Company's corporate value through improvement of performance in the medium to long term and to align their interests more closely with those of shareholders, we have adopted performance-linked restricted stock remuneration for Directors. Performance-linked restricted stock remuneration is calculated according to the level of achievement of the Company's performance objectives linked to the Medium-term Management Plan and then they shall be granted at a certain time after the end of the Medium-term Management Plan period.

The Company has initially set the Performance Cycle and Performance Indicators as follows. The reason for selecting these indicators is because we have judged that these indicators are consistent with performance indicators in the Company's Mid-term Management Plan and create an appropriate incentive for their achievement.

Performance Cycle	4 years from FY 2023/03 to FY 2026/03	
Performance Indicators	Financial	ROE
	Non-financial	Volume of greenhouse gas emissions
		Diversity & inclusion (Increase share of women in management globally)
		ROHM Group employee engagement

### ⑤ The Contents of Non-Monetary Remuneration

The Contents of Non-Monetary Remuneration are as described in ①(b)4. "Policy for determining of the content, amount, etc. of non-monetary remuneration (including the timing for payment of Remunerations)"  
And the stock-based remuneration comes in the form of restricted stock. The status of restricted stock issued is as described in 2. "Status of Shares".

#### (6) Main Activities of Outside Directors for this fiscal year

Name Position	Attendance	Status of expressing opinions and Performance of duties about expected role to play
Tadanobu Nagumo Member of the Board	The Board of Directors :15/15  The Officer Nomination Council :9/9  The Director Remuneration Council :7/7	He will be expected to be able to utilize abundant knowledge and experience acquired as a top executive to strengthen supervisory functions of management.  He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint.  Furthermore, as a chairperson of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.
Peter Kenevan Member of the Board	The Board of Directors :15/15	He will be expected to be able to utilize abundant knowledge and experience acquired in work at a consulting firm and a company that operates globally to strengthen supervisory functions of management.  He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint.
Kuniko Muramatsu Member of the Board	The Board of Directors :15/15  The Officer Nomination Council :7/8  The Director Remuneration Council :5/5	She will be expected to be able to utilize abundant knowledge and experience acquired as an advisor in enhancing corporate ethics and promoting sustainability and diversity to strengthen supervisory functions of management.  She has lived up to the Company's expectations, aggressively expressing her opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint.  Furthermore, after appointment in June 2023, as a member of both the Officer Nomination Council and the Director Remuneration Council, she has contributed to the establishment of a highly transparent governance system, among other things, by utilizing her broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.
Fukuko Inoue Member of the Board	The Board of Directors :12/12	She will be expected to be able to utilize abundant knowledge and experience nurtured as an academic expert in organizational development and human resource management.  She has lived up to the Company's expectations, after appointment in June 2023, aggressively expressing her opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint.

Name Position	Attendance	Status of expressing opinions and Performance of duties about expected role to play
Keita Nakagawa  Member of the Board, Audit and Supervisory Committee Member (Full-Time)	The Board of Directors :12/12  The Audit and Supervisory Committee :12/12  The Officer Nomination Council :8/8  The Director Remuneration Council :5/5	<p>He will be expected to be able to utilize knowledge and insight through long-time experience at a financial institution and abundant experience as the responsible for an internal audit division and the Director in charge of Compliance of the Company to strengthen audit and supervisory functions of management.</p> <p>He has lived up to the Company's expectations, after appointment in June 2023, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management and business execution from an independent standpoint.</p> <p>In addition, he serves as Chairperson of the Audit and Supervisory Committee and is also engaged in auditing the business execution of Directors in collaboration with the Internal Audit Division.</p> <p>Furthermore, after appointment in June 2023, as a member of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.</p>
Hidero Chimori  Member of the Board, Audit and Supervisory Committee Member	The Board of Directors :15/15  The Audit and Supervisory Committee :15/15  The Officer Nomination Council :9/9  The Director Remuneration Council :7/7	<p>He will be expected to be able to utilize professional knowledge and experience, wide insight as an attorney-at-law to ensuring the transparency and integrity for decision-making of the Board of Directors and to strengthen audit and supervisory functions of management.</p> <p>He has lived up to the Company's expectations, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management to strengthen corporate governance from an independent standpoint.</p> <p>Furthermore, as a member of both the Officer Nomination Council and the Director Remuneration Council, he has contributed to the establishment of a highly transparent governance system, among other things, by utilizing his broad insight from an objective and fair standpoint during the processes of nominating Directors and determining the Remunerations of Directors.</p>
Tomoyuki Ono  Member of the Board, Audit and Supervisory Committee Member	The Board of Directors :12/12  The Audit and Supervisory Committee :12/12	<p>He will be expected to be able to utilize professional knowledge and experience, wide insight as a certified public accountant (CPA) to ensure the transparency and integrity for decision-making of the Board of Directors and to strengthen audit and supervisory functions of management from an independent perspective.</p> <p>He has lived up to the Company's expectations, after appointment in June 2023, aggressively expressing his opinions at the Board of Director and making advice and recommendations about the Company's management through audit of the director's execution based on the knowledge of Finance and Accounting.</p>

#### 4. Independent Auditor

##### (1) Name of the Independent Auditor

Deloitte Touche Tohmatsu LLC

##### (2) Remuneration

	<b>Remuneration</b>
Remuneration for the Independent Auditor for the 65th Fiscal Year	112 million yen
Total Remuneration for the Independent Auditor to be Paid by the Company and Its Subsidiaries	158 million yen

(Notes) 1. 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.

2. The Audit and Supervisory Committee has verified and examined the execution of duties of accounting audit and remuneration for previous fiscal year, the contents of audit plans and the calculation basis for remuneration estimates. As a result, the Audit and Supervisory Committee agreed to the remuneration paid to the Independent Auditor.

3. 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.

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

The Audit and Supervisory Committee may dismiss the Independent Auditor based on a unanimous decision when the Audit and Supervisory Committee has decided that the Independent Auditor has violated or infringed Article 340, Paragraph 1 of the Companies Act and that such dismissal is appropriate.

The Audit and Supervisory Committee 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 Auditor to perform audits properly due to an event that may damage their qualification or independence.



## 5. Corporate System and Policies of ROHM Group

### (1) Corporate System 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 sustainable growth and corporate social responsibilities 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:

Furthermore, with the addition of the system that the internal audit division also reports directly to the Audit and Supervisory Committee and the necessary amendments including changes of wording were made at the Board of Directors held on April 22, 2024.

- 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 not only comply with laws and regulations but also support 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 contribute to solve these social challenges (Sustainable Development Goals) through ROHM's products, technology, and services. And the Company will promote the management focusing on Sustainability by raising "ROHM Group Sustainability Policy" and complying with "ISO26000", the international standards for social responsibility, as well as the Code of Conduct of the Responsible Business Alliance (RBA).
  - (b) Directors should perform their duties based on the in-house regulations such as "ROHM Group Business Conduct Guidelines" and the Basic Rules of the Board of Directors and ensure the compliance with all applicable laws and regulations as well as the Articles of Incorporation.
  - (c) Based on the ROHM Corporate Governance Policy, an appropriate governance structure shall be put in place to allow the Board of Directors to exercise oversight over the Directors to ensure the integrity and transparency of the Company's business management.
  - (d) Should a Director be found having committed an illegal act by another Director, it should be promptly reported to the Board of Directors and the Audit and Supervisory Committee.
  - (e) Independent Outside Directors should regularly hold the meeting to exchange information and opinions with each other and 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 (including the case where the hotline system independent from the management is set up at an outside law firm) 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.
  - (g) The Company establish the independent internal audit division and monitor and evaluate the effectiveness of the internal control system and the reporting line in which the independent internal audit division can directly report to the Board of Directors and/or Audit and Supervisory Committee in the event of a Director's misconduct.
- 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 (including electronic data) 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 in writing (including electronic data) as a rule. The directions and notices shall be saved so as to be inspected at any time by Directors.
  - (c) Information related to Directors' performance of duties should be kept and controlled duly by relevant sections or divisions concerned, and the leak and unjust 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) The EHSS General Committee shall oversee the operations of management systems related to the environment(E), health and hygiene(H), safety(S) and sustainability(S). It shall report to and consult with the Board of Directors, as appropriate, and shall be supervised by, and receive instructions from,

the Board of Directors. Under the EHSS General Committee, a framework for promoting management systems in the areas of risk management and business continuity management (BCM), supply chains, labor, ethics, safety and health, the environment, information and quality shall be set up to 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. With established "Risk Management and Business Continuity Policies" and 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, the 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) By narrowing down the number of Directors and introducing Corporate Officer System, the Company perform the specific duties based on the segregation of duties and to realize prompt executive decision-making.
  - (b) To assist the President's decision-making, the Company establish the Executive Meeting consists of Corporate Officers.
  - (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 in-house 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, the Medium-Term Management Plan shall be established and key sustainability issues (materiality) that may negatively affect the achievement of the Plan's objectives shall be identified and the progress of addressing such issues shall be monitored and managed.
- 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 appropriately comply with proprietary laws and regulations in a proper manner, each management system under the EHSS General 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 internal system for timely disclosure, individual sections and divisions should properly control insider information based on in-house regulations and educate employees in the interest of and raising awareness of the importance of strict information handling, to prevent insider trading.
  - (d) The Compliance Hotline (the internal hotline system (including the case where the hotline system independent from the management is set up at an outside law firm) and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal conduct of an employee and to prevent any recurrence thereof.

- 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, and carries out the business activities with the concerted efforts as the Group in order to enhance the corporate values of the entire Group.
  - (b) Each management system under the EHSS General 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) As a parent company, the Company appropriately associate with nominations of Directors of the group companies by establishing "The Group Company Officer Nomination Council" in the Company. Furthermore, the Company monitor appropriateness of their business executions by properly appointing Directors and Auditors in Group companies.
  - (e) As for important matters of Group companies, approvals of the Board of Directors of the Company or through executive proposals are required as well as reports are regularly made to each section of the Company, thereby the Company controls the 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.
  - (h) The Compliance Hotline (the internal hotline system (including the case where the hotline system independent from the management is set up at an outside law firm) and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal conduct of Directors and Auditors in Group companies and to prevent any recurrence thereof.
- 7) Directors and employees to assist the Audit and Supervisory Committee's duties, independence of the Directors and employees from Directors (except the Directors who are Audit and Supervisory Committee Members) and to ensure effectiveness of the instruction to such Directors and employees
- (a) The Company can appoint staff employees with necessary practical capabilities.
  - (b) The staff employees should not do duties related to the business execution. In the employment, transfer and evaluation of performance of those staffs, opinions from the Audit and Supervisory Committee shall be respected.
- 8) System of report to the Audit and Supervisory Committee, and system for employees not to be treated disadvantageously by the reason of such reports
- (a) Should a Director be found having committed an illegal conduct in the performance of Directors' duties or neglected the obligation of being duly conscious as good Directors, or any fact be found having a threat to damage the Company considerably, etc. by another Director, it should be promptly reported to the Audit and Supervisory Committee.
  - (b) The meetings of the EHSS General Committee and each management system under the EHSS General Committee should be attended by full-time Audit and Supervisory Committee Members as observers as necessary, and individual committees should make periodical reports on their activities to the Audit and Supervisory Committee 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 the Audit and Supervisory Committee through executive proposals and reports.
  - (d) Directors and employees of the Company and Group companies should promptly make a necessary report if they are asked by the Audit and Supervisory Committee to make a report of their business operations.
  - (e) A section in charge of the Compliance Hotline should make periodical reports on situations and results thereof to the Audit and Supervisory Committee.
  - (f) If each Director or Company Auditor of the group company find violation of laws or the Articles of Incorporation or other in-house regulations or any fact that may damage the ROHM Group considerably regarding the execution of business, it should be promptly reported to the Audit and Supervisory Committee by those or a person who received a report from those.
  - (g) To address a situation where any of the Company's Directors or the Legal Affairs Division is the subject of a whistleblower complaint for the Compliance Hotline, a reporting channel where a whistleblower

complaint is directly reported to full-time Audit and Supervisory Committee Members shall be put in place to ensure independence in receiving whistleblower reports.

- (h) Employees that have reported to the Audit and Supervisory Committee 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 the Audit and Supervisory Committee are performed effectively
  - (a) Concerning the status of the operation of the internal control system, Directors should report to the Audit and Supervisory Committee where requested.
  - (b) The internal audit division should strengthen the collaboration with the Audit and Supervisory Committee and report the results of audit periodically.
  - (c) The Audit and Supervisory Committee should be diverse in composition, including Inside Directors who are well-versed in affairs at the ROHM Group and Outside Directors who specialize in law, accounting, finance, etc., to ensure a competent organization with independence and effectiveness.
  - (d) The Audit and Supervisory Committee should exchange opinions with Directors who are not Audit and Supervisory Committee Members whenever necessary.
  - (e) The expenses that the Audit and Supervisory Committee deem to be necessary when they perform their duties should be borne by the Company.

## **(2) Outline of the Status of the Operation of the Corporate System to Ensure Proper Operation**

ROHM Group is striving to build the internal control system and properly operate it based on the aforementioned basic policies. The outline of the status of the operation of the internal control system during the fiscal year ended March 31, 2023 is as follows:

### 1) Compliance system

- ROHM Group not only makes all Directors, Auditors and employees fully aware of the “ROHM Group Business Conduct Guidelines” as their codes of conduct to comply with when they practice the mission and policy such as “Company Mission” and “Management Policy” but also thoroughly ensures that they act according to such Guidelines.
- ROHM Group regularly holds the Compliance Committee in order to formulate a plan to reinforce the compliance system, implement education by rank and by role in accordance with the plan, send the message from the top concerning the compliance with the “ROHM Group Business Conduct Guidelines,” etc.
- ROHM Group operates the internal hotline system to prevent compliance violations, discover violations early, and take appropriate measures. ROHM Group also regularly reports the status of the operation to the Board of Directors and the Audit and Supervisory Committee.
- The Company establishes the internal audit division which is independent from business execution division and the division monitor/evaluate the effectiveness of the internal control system, and that improves transparency and effectiveness of the work.

### 2) Risk management system

- ROHM Group holds the Risk Management/BCM Committee as needed to identify, analyze and control major risks that may occur in the course of the performance of business operations. Also, 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 verifies the activities of each section in charge of risk management, establishes a business continuity plan (BCP) and takes any and all possible preliminary measures or preparations across ROHM Group.
- Established the Declaration of Health & Productivity Management, ROHM Group has ensured health maintenance and enhancement, psychological safety of all employees of ROHM Group and strived to revitalize the organization through improved vitality and productivity globally.
- In the circumstances of increasingly sophisticated and elaborate cyber-attacks and the increasing frequency, security measures are implemented on a continuous basis, for example, by raising caution through internal notifications and providing education and training on information security to all employees to prevent information leaks, utilizing software that instantaneously detects the occurrence of an incident, awareness of precautions in the use of generative AI.
- To ensure appropriate confidential information management, ROHM Group has created and operated a

framework for confidential information management by establishing the ROHM Group Confidential Information Management Policy and creating a division in charge of managing and supervising the management of confidential information on a company-wide basis.

- In recent years, with the international situation becoming more complex and the uncertainty of the business environment increasing, to minimize the impact of increasing geopolitical risks on the ROHM Group, the ROHM Group has established the office for Economic Security which is capable of early grasp relevant information, organizational collaboration and countermeasures across the entire company.

### 3) Subsidiary management system

- ROHM Group manages Group companies by operating the system that requires the discussion in the Executive Meeting, the approval of the Company's Board of Directors and final decision on executive proposals regarding important projects in Group companies, and also by each division of the Company regularly receiving the report with respect to the status of its operation.
- Based on an annual plan, the Company's internal auditing division under the direct control of the President performs 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., and confirms the compliance of business. Also, the results of audits are periodically reported to Directors and the Audit and Supervisory Committee.

### 4) Directors' performance of duties

- The regular meetings of Board of Directors are held according to the annual plan and extraordinary meetings of Board of Directors are held where necessary to resolve matters stipulated in laws and regulations or Articles of Incorporation as well as matters which are important for management and to mutually supervise the performance of Directors' duties.
- Matters to be delegated to each Director are made clear in the Basic Rules of the Board of Directors and in the in-house regulations and introducing Corporate Officer System to ensure Directors' efficient and agile performance of their duties.
- In the Executive Meeting, the Company deliberates primary management policies, plans, and business operations in order to assist the President's decision-making.
- Information related to Directors' performance of duties is properly kept and controlled duly according to the in-house regulations, and the leak and unjust use of such information are prevented.

### 5) Performance of duties of the Audit and Supervisory Committee Members selected by the Audit and Supervisory Committee

- Such selected members attend not only the meetings of Board of Directors but also other important meetings such as those of the EHSS General Committee to offer opinions as needed.
- Such selected members carry out interviewing with each division of the Company and visiting audit at Group companies, confirm the legality and compliance of business operations.
- Such selected members regularly exchange information and opinions with Directors, Independent Auditor and the internal auditing division to improve effectiveness of auditing.

## **(3) 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 domestic market as well as 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 arbitrary judgments in order to protect their own interests, for instance. Moreover, the Company has determined that, when a takeover is proposed, it is necessary to have our shareholders be able to make an appropriate decision based on sufficient information and within a reasonable time period for the purpose of securing and improving the corporate value and the common interests of the shareholders.

## Consolidated Balance Sheet

As of March 31, 2024

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
<b>Current assets</b>	<b>592,747</b>	<b>Current liabilities</b>	<b>466,016</b>
Cash and deposits	237,936	Notes and accounts payable—trade	16,134
Notes and accounts receivable—trade	88,934	Electronically recorded obligations	3,866
Electronically recorded monetary claims	6,858	Accounts payable—other	66,639
Securities	6,639	Income taxes payable	5,150
Merchandise and finished products	52,469	Short-term loans payable	300,000
Work in process	95,696	Current portion of bonds	40,136
Raw materials and supplies	75,505	Other	34,088
Income taxes receivable	8,043	<b>Long-term liabilities</b>	<b>47,156</b>
Other	20,730	Deferred tax liabilities	30,540
Allowance for doubtful accounts	(68)	Liability for retirement benefits	12,185
		Other	4,431
<b>Fixed assets</b>	<b>888,527</b>	<b>Total liabilities</b>	<b>513,172</b>
<b>Tangible fixed assets</b>	<b>478,330</b>	(Equity)	
Buildings and structures	131,855	<b>Shareholders' equity</b>	<b>885,199</b>
Machinery, equipment, and vehicles	154,869	Common stock	86,969
Furniture and fixtures	9,150	Capital surplus	102,433
Land	71,814	Retained earnings	755,652
Construction in progress	105,414	Treasury stock	(59,857)
Other	5,228	<b>Accumulated other comprehensive income</b>	<b>82,272</b>
<b>Intangible fixed assets</b>	<b>8,258</b>	Unrealized gain on available-for-sale securities	32,868
Goodwill	198	Foreign currency translation adjustments	50,586
Other	8,060	Accumulated adjustments for retirement benefits	(1,182)
<b>Investments and other assets</b>	<b>401,937</b>	<b>Noncontrolling interests</b>	<b>630</b>
Investment securities	373,647	<b>Total equity</b>	<b>968,102</b>
Asset for retirement benefits	3,110	<b>Total liabilities and equity</b>	<b>1,481,274</b>
Deferred tax assets	10,210		
Other	15,590		
Allowance for doubtful accounts	(621)		
<b>Total assets</b>	<b>1,481,274</b>		

(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, 2023 to March 31, 2024

(Millions of yen)

Accounts	Amount	
Net sales		467,780
Cost of sales		322,088
<b>Gross profit</b>		<b>145,692</b>
Selling, general and administrative expenses		102,365
<b>Operating income</b>		<b>43,327</b>
Non-operating income		
Interest income	6,002	
Dividend income	901	
Foreign currency exchange gain	12,407	
Commission fees	6,000	
Other	1,111	26,423
Non-operating expenses		
Interest expense	436	
Loss on investments in investment partnerships	51	
Other	62	549
<b>Ordinary income</b>		<b>69,200</b>
Extraordinary gains		
Gain on sale of fixed assets	4,167	
Subsidy income	9,861	14,028
Extraordinary losses		
Loss on sale and disposal of fixed assets	873	
Loss on reduction of non-current assets	8,861	
Loss on impairment of fixed assets	1,564	
Loss on impairment of investment securities	246	11,546
<b>Income before income taxes</b>		<b>71,683</b>
Income taxes—current	11,399	
Income taxes—deferred	6,276	17,675
<b>Net income</b>		<b>54,007</b>
Net income attributable to noncontrolling interests		42
<b>Net income attributable to owners of the parent</b>		<b>53,965</b>

(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, 2023 to March 31, 2024

(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 Income (Loss)
Balance at the beginning of the year	86,969	102,416	721,151	(39,880)	<b>870,656</b>	34,007	12,149	(1,901)	<b>44,256</b>
Changes in the year									
Dividends			(19,463)		<b>(19,463)</b>				
Net income attributable to owners of the parent			53,965		<b>53,965</b>				
Purchase of treasury stock				(20,005)	<b>(20,005)</b>				
Disposal of treasury stock		17		28	<b>46</b>				
Net changes in items other than shareholders' equity						(1,139)	38,436	719	<b>38,016</b>
Total changes in the year	-	17	34,501	(19,976)	<b>14,542</b>	(1,139)	38,436	719	<b>38,016</b>
Balance at the end of the year	86,969	102,433	755,652	(59,857)	<b>885,199</b>	32,868	50,586	(1,182)	<b>82,272</b>

	Non controlling Interests	Total Equity
Balance at the beginning of the year	<b>552</b>	<b>915,465</b>
Changes in the year		
Dividends		<b>(19,463)</b>
Net income attributable to owners of the parent		<b>53,965</b>
Purchase of treasury stock		<b>(20,005)</b>
Disposal of treasury stock		<b>46</b>
Net changes in items other than shareholders' equity	<b>78</b>	<b>38,094</b>
Total changes in the year	<b>78</b>	<b>52,637</b>
Balance at the end of the year	<b>630</b>	<b>968,102</b>

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



## Notes to Consolidated Financial Statements

### Basis of Preparing Consolidated Financial Statements

#### 1. Scope of Consolidation

(1) Number of consolidated subsidiaries 38

##### (2) Names of major consolidated subsidiaries

ROHM HAMAMATSU CO., LTD.	ROHM APOLLO CO., LTD.
LAPIS SEMICONDUCTOR CO., LTD.	LAPIS TECHNOLOGY CO., LTD.
ROHM ELECTRONICS PHILIPPINES, INC.	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	ROHM ELECTRONICS DALIAN CO., LTD.
ROHM SEMICONDUCTOR HONG KONG CO., LTD.	ROHM U.S.A., INC.
ROHM ELECTRONICS EUROPE LTD.	ROHM ELECTRONICS ASIA PTE. LTD.
SICRYSTAL GmbH	

##### (3) Names of major unconsolidated subsidiaries, etc.

OMT Co.,Ltd.

LAPIS Semiconductor America

(Reasons for exclusion from the scope of consolidation)

In terms of total assets, net sales, net income (loss) (amount corresponding to equity), retained earnings (amount corresponding to equity), etc., the impact on the consolidated financial statements is immaterial even if excluded from the scope of consolidation, and they are immaterial as a whole, so they are excluded from the scope of consolidation.

#### 2. Application of Equity Method

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

(2) Number of associated companies accounted for by the equity method 0

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

(Unconsolidated subsidiary)

OMT Co.,Ltd.

LAPIS Semiconductor America

(Associated company)

LB LUSEM CO., LTD.

HAIMOSIC (SHANGHAI) CO., LTD.

(Reason for not accounted for by the equity method)

These 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 5 consolidated subsidiaries is December 31, which is different from the fiscal year end of the group consolidated financial statement (March 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 stocks and other securities classified as available-for-sale securities are stated at fair value, 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. Unmarketable stocks and other 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 the lower of cost, determined by the moving-average method, or net selling value. Supplies are stated principally at cost determined by the last purchase cost method.

## (2) Depreciation of significant fixed assets

### 1) Tangible fixed assets excluding right-of-use asset

Depreciation of tangible fixed assets is computed principally by the declining-balance method, while the straight-line method is applied to buildings (excluding building improvements) acquired by ROHM Co., Ltd (the "Company") and its domestic subsidiaries on or 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 right-of-use asset

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

### 3) Right-of-use asset

Right-of-use assets are amortized 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 loss on doubtful accounts, an allowance for ordinary receivables is determined based on past actual loss ratios, and an allowance for certain identified doubtful accounts is determined based on individually estimated recoverable amounts.

## (4) Basis for significant revenues and expenses

The details of major performance obligations and the ordinary point in time of satisfaction of these performance obligations (ordinary point of time of revenue recognition) in major businesses related to revenues arising from contracts with customers of the Group are as described below.

In accordance with the Accounting Standard for Revenue Recognition (ASBJ Statement No. 29), the ROHM Co., Ltd and its subsidiaries (the "Group") recognizes revenues from contracts with customers except transactions related to financial instruments within the scope of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10) and lease transactions within the scope of the Accounting Standard for Lease Transactions (ASBJ Statement No. 13) by applying the following steps:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligations in the contract

Step 5: Recognize revenue when (or as) a performance obligation is satisfied

The Group sells large-scale integrated circuits (analog devices, logic, memory), semiconductor devices (transistors, diodes, light-emitting diodes, semiconductor lasers), modules (print heads, optical modules), and other electronic components (resistors). The Group recognizes revenue when a performance

obligation is satisfied by transferring an electronic component to a customer since the customer obtains control of the component at the time of delivery.

#### **(5) Translation of foreign currencies**

All monetary receivables and payables denominated in foreign currencies are translated into Japanese yen using the exchange rates at the consolidated balance sheet date, and the foreign currency 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 using the current exchange rate as of the balance sheet date, except for shareholders' equity, which is translated using the historical rate. Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen using the average exchange rate. Differences arising from such translation are shown as "Foreign currency translation adjustments" and "Noncontrolling interests" in a separate component of equity.

#### **(6) Amortization of goodwill**

Goodwill is amortized on a straight-line basis over reasonable periods (within twenty years) individually.

#### **(7) Other significant conditions in preparing consolidated financial statements**

##### Accounting for retirement benefits

Asset and liability for retirement benefits are stated based on the projected benefit obligations and plan assets at the fiscal year ended March 31, 2024.

In calculating the projected benefit obligation, a benefit formula basis is utilized to attribute expected retirement benefits to periods up to the fiscal year ended March 31, 2024.

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

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

### **Significant Accounting Estimates**

#### **Valuation of tangible fixed assets (Impairment of fixed assets)**

##### **(1) Carrying amount on Consolidated Financial Statements of the Fiscal Year ended March 31, 2024**

Tangible fixed assets 478,330 million yen

##### **(2) Information on the significant accounting estimate**

The Group reviews its assets held for use to identify impairment loss with the units of management accounting for which revenue and expenditures are managed on a continuous basis. Whenever there is any indication of impairment for asset groups, the Group calculates the undiscounted future cash flow generated by the asset group based on certain assumptions. If the recoverable amount is less than the carrying amount, an impairment loss measured as the amount by which the carrying amount exceed its recoverable amount is recognized. The recoverable amount is calculated by the value in use based on the discounted future cash flow.

The undiscounted future cash flows used in the determination is estimated on the basis of a business plan developed by management (mainly 5 years), and it is estimated by the following assumptions.

- Regarding net sales, the Group estimates the growth rate by considering market forecast data provided from external market research organizations, continuous sales trends, the production plan and orders from customers and the sustained expansion of the Group's production capacity.
- The estimation period of future cash flows is calculated on a basis of the remaining useful lives of major

assets. If it exceeds the period of the business plan, the Group will not estimate any growth after the final year covered in the business plan due to future uncertainty. The Group assumes that cash flow for the final year of the business plan continues for the rest of the estimation period.

These assumptions are determined by the best estimates of management, but they might be affected by further uncertain economic fluctuation and may need to be reconsidered. If assumptions will be revised, there is a possibility of impairment loss being recognized in the future.

## Notes to Consolidated Balance Sheet

### 1. Accumulated Depreciation of Tangible Fixed Assets

979,762 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 481 million yen and 10,100 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	828
Machinery, equipment, and vehicles	9,368
Furniture and fixtures	7
Land	377

### 3. Guarantees

The Group guarantee employees' loans from banks as follows:

Employees (housing loans)	5 million yen
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### 4. Assets for Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	1,762 million yen
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### 5. Overdraft agreement

The Company and one consolidated subsidiary maintain overdraft contracts with six financial institutions in order to allow the efficient procurement of working capital.

The balance of unused commitment line under the agreements is as follows:

	(Millions of yen)
Total amount of Maximum limit of overdraft	310,280
Balance of actual loans	300,000
Variance	10,280

## Notes to Consolidated Statement of Income

### 1. Loss on Impairment of Fixed Assets

The Group recognized impairment loss on the following asset groups for the fiscal year ended March 31, 2024.

Use of Asset	Location	Account	Amount (Millions of yen)
Idle assets	Japan and others	Land	1,198
		Machinery, equipment, and vehicles	194
		Construction in progress	144
		Furniture and fixtures	25
		Buildings and structures and others	1
Total			1,564

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

(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.

## Notes to Consolidated Statement of Changes in Equity

### 1. Number of Shares Issued as of March 31, 2024

Common shares            412,000,000 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, 2023	Common shares	9,814 million yen	100.00 yen	March 31, 2023	June 28, 2023
Meeting of the Board of Directors held on November 1, 2023	Common shares	9,649 million yen	100.00 yen	September 30, 2023	December 1, 2023

(Note) The Company implemented a four-for-one common stock split, effective October 1, 2023. "Dividend per Share" is the amount before the stock split.

#### (2) Dividends for the fiscal year ended March 31, 2024, 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 to be held on June 26, 2024	Common shares	9,649 million yen	Retained earnings	25.00 yen	March 31, 2024	June 27, 2024

## 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 notes and accounts receivable-trade 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 arising 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 notes and accounts payable-trade, electronically recorded obligations and accounts payable-other, 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 short-term loan is intended to raise funds necessary for the capital investment in TB Investment Limited Partnership and the underwriting of non-voting preferred stock issued by TBJ Holdings, Inc.

Bonds were issued by the Company in order to fund to repurchase treasury stock.

The Group enters into derivative transactions pursuant to the internal policy approved by the Board of Directors, and 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

Since variable factors are incorporated to calculate the fair value of the financial instruments, the use of different assumptions may change the value.

### 2. Fair Value of Financial Instruments

Carrying amount, fair value, and the difference thereof for financial instruments as of March 31, 2024, are listed in the table below. The shares without a market price, etc. (including investment in unions, etc., in which the equivalent amount to equity is recorded as the net amount) are not included in the table below. (Please refer to Note 1.)

In addition, the fair value of cash is not disclosed, and the fair values of deposits, notes and accounts receivable-trade, electronically recorded monetary claims, negotiable certificates of deposit in securities, notes and accounts payable-trade, electronically recorded obligations, and accounts payable-other are not disclosed because their maturities are short and the carrying values approximate fair value.

(Millions of yen)

	Carrying Amount	Fair Value	Difference
Securities and investment securities			
Available-for-sale securities	71,957	71,957	-
Stock of associated company	652	5,576	4,923
Bonds	40,136	40,186	50
Derivative transactions	-	-	-

(Notes)

## 1. Unmarketable Stocks and other Securities

(Millions of yen)

Category	Carrying Amount
Unlisted stocks	201,021
Rights under limited partnership agreements for investment	101,145
Stocks of unconsolidated subsidiaries and associated companies	1,109

These financial instruments are excluded from "Securities and investment securities."

## 2. Maturity analysis for monetary receivables 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	237,936	-	-	-
Notes and accounts receivable-trade	88,934	-	-	-
Electronically recorded monetary claims	6,858	-	-	-
Securities and investment securities				
Available-for-sale securities with contractual maturities (corporate bonds)	2,271	6,662	-	-
Available-for-sale securities with contractual maturities (other)	4,400	-	-	-
Income taxes receivable	8,043	-	-	-
Total	348,444	6,662	-	-

## 3. Maturity analysis for bonds

(Millions of yen)

	Due in One Year	Due after One Year through Two Years	Due after Two Years through Three Years	Due after Three Years through Four Years	Due after Four Years through Five Years	Due after Five Years
Bonds	40,000	-	-	-	-	-



### 3. Financial Instruments Categorized by Fair Value Hierarchy

The fair value of financial instruments is categorized into the following three levels, depending on the observability and significance of the inputs used in making fair value measurements:

Level 1: Fair values measured by using quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Fair values measured by using inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3: Fair values measured by using unobservable inputs for the assets or liabilities.

If multiple inputs are used that have a significant impact on the measurement of fair value, fair value is classified at the lowest level in the fair value measurement among the levels to which each of these inputs belongs.

#### (1) The financial assets and liabilities measured at the fair values in the consolidated balance sheet

(Millions of yen)

Category	Fair Value			
	Level 1	Level 2	Level 3	Total
Securities and investment securities				
Available-for-sale securities				
Stocks	56,218	-	-	56,218
Bonds	-	8,406	-	8,406
Others	2,190	5,141	-	7,332
Derivative transactions	-	-	-	-

#### (2) The financial assets and liabilities not measured at the fair values in the consolidated balance sheet

(Millions of yen)

Category	Fair Value			
	Level 1	Level 2	Level 3	Total
Securities and investment securities				
Stock of associated company	5,576	-	-	5,576
Bonds	-	40,186	-	40,186

(Notes) Description of valuation methods and inputs used for the measurement of the fair value of assets and liabilities

##### Securities and investment securities

The fair values of listed stocks and corporate bonds are measured at the quoted market prices. Since listed stocks are traded in active markets, the fair values of listed stocks are categorized as Level 1. As the quoted market prices of corporate bonds are not considered to be in active markets due to low market transactions, the fair values of corporate bonds are classified as Level 2.

##### Derivative transactions

The fair values of foreign currency forward contracts are measured by using discounted present value techniques considering observable inputs such as interest rates and foreign currency exchange rate and are classified as Level 2.

##### Bonds

The fair values of bonds are measured at the quoted market prices. As the quoted market prices of bonds are not considered to be in active markets due to low market transactions, the fair values of bonds are classified as Level 2.

## Notes to Revenue Recognition

### 1. Information on the Disaggregation of Revenue from Contracts with Customers

The Table below lists information on the disaggregation of revenue from contracts with customers.

(Millions of yen)

	Reportable segments				Others*	Total
	LSI	Discrete semiconductor devices	Modules	Total		
Sales						
Japan	81,355	56,505	7,686	145,547	3,825	149,372
Asia	107,618	104,234	20,845	232,698	12,429	245,127
Americas	10,132	11,221	1,522	22,876	5,789	28,665
Europe	8,116	29,987	2,853	40,957	3,657	44,614
Revenues from contracts with customers	207,222	201,948	32,908	442,079	25,701	467,780
Other revenues	-	-	-	-	-	-
Sales to external customers	207,222	201,948	32,908	442,079	25,701	467,780

\* "Others" is an operational segment that is not included in reportable segments, consisting of business in resistors.

### 2. Information serving as the basis for understanding revenues arising from contracts with customers

Information serving as the basis for understanding revenues arising from contracts with customers is described under "4. Accounting Policies: (4) Basis for significant revenues and expenses".

### 3. The relationship between satisfaction of performance obligations and cash flow based on contracts with customers, and amounts and points of time of revenues expected to be recognized in the following consolidated fiscal year or later arising from contracts with customers as of March 31, 2024

The Group records the portion of prices received from customers in sale of electronic components based mainly on individual contracts in excess of the amount already recognized as revenues as advances received until the performance obligations arising from transfer of the goods or services have been fulfilled. These are included under other current liabilities on the consolidated balance sheet. The amounts of advances received as of March 31, 2024 and the amount of revenues recognized in the consolidated fiscal year included in contract liabilities as of the start of the fiscal year are minor.

There are no balances of contract assets as of March 31, 2024.

## Notes to per Share Information

Equity per share 2,506.78 yen

Net income per share 138.81 yen

(Note) The Company implemented a four-for-one common stock split, effective October 1, 2023. Therefore, net assets per share and net income per share are calculated on the assumption that the stock split was implemented at the beginning of the current fiscal year.

## Notes to a Significant Subsequent Event

### (Issuance of Euro-Yen Convertible Bonds with Share Options Subject to Call)

The Company decided to issue Euro-Yen Convertible Bonds with Share Options Subject to Call Due 2029 and Euro-Yen Convertible Bonds with Share Options Subject to Call Due 2031 by the decision of the President and Representative Director based on the delegation by resolution of the Board of Directors held on April 8, 2024, and the payment was completed on April 24, 2024 (London time, unless otherwise indicated below). The outline is Issuance of Euro-Yen Convertible Bonds with Share Options Subject to Call as follows:

#### 1. Matters Concerning Zero Coupon Convertible Bonds Due 2029 (hereinafter the “Bonds with Share Acquisition Rights,” of which the bonds excluding share acquisition rights and the share acquisition rights are to be hereinafter referred to as the “Bonds,” and the “Share Acquisition Rights,” respectively)

##### (1) Total Issue Price

The total amount of ¥100 billion and the face value of the Bonds concerning alternate bonds with share acquisition rights (bonds with share acquisition rights issued after the confirmation of appropriate proof and compensation in case of loss, theft, robbery or destruction of the Bonds with Share Acquisition Rights)

##### (2) Issue Price (Purchase Price)

100.0% of the face value of the Bonds (Amount of face value of the Bonds ¥10 million)

##### (3) Issue Price (Offering Price)

102.5% of the face value of the Bonds

##### (4) Coupon Rate

No coupon is applied to the Bonds.

##### (5) Redemption price

100.0% of the face value of the Bonds

##### (6) Date of the Maturity

April 24, 2029

##### (7) Matters Concerning the Share Acquisition Rights

###### 1) Type of Shares the Share Acquisition Rights Apply To

The Company’s ordinary shares (Stock trading unit: 100 shares)

###### 2) Total Number of the Share Acquisition Rights Issued

The total number of 10,000 units and the number of units equal to the total face value of the Bonds concerning alternate bonds with share acquisition rights divided by ¥10 million

###### 3) Description and Number of Shares the Share Acquisition Rights Apply To

The number of shares the Company issues upon exercise of the Share Acquisition Rights shall be the number equal to the total amount of the face value of the Bonds concerning the exercise divided by the conversion price provided at 4) below. However, fractions less than one share that are generated by the exercise are rounded off, and adjustments through cash are not carried out.

###### 4) Amount to Be Paid in upon Exercise

a. Upon the exercise of each of the Share Acquisition Rights, the Bonds concerning the Share Acquisition Rights shall be contributed, and the unit price of the Bonds shall be the same amount as the face value.

b. The conversion price shall be ¥3,063.

c. The conversion price shall be calculated by the following formula, in the case where the Company issues its ordinary shares or disposes of the ordinary shares it owns at a paid-in amount that is below the market value of the ordinary shares. Note that “Number of shares outstanding” refers to the total number of the ordinary shares outstanding of the Company (except the shares owned by the Company).

$$\frac{\text{Conversion price after adjustment} = \text{Conversion price before adjustment} \times \left( \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares issued or disposed of} \times \text{Paid-in amount per share}}{\text{Market value}}}{\text{Number of shares outstanding} + \text{Number of shares issued or disposed of}} \right)}{1}$$

#### 5) Exercise Period

The exercise period shall be from May 8, 2024 to April 10, 2029 (the local time of the place where the Bonds are deposited for the purpose of exercising share acquisition rights). Note that there are certain terms and conditions of issuance.

#### 6) Acquisition of the Bonds with Share Acquisition Rights by the Company

At any time during the period from April 1, 2028 to January 24, 2029, the Company shall be able to send a notification, which is irrevocable, to the holders of the Bonds with Share Acquisition Rights, notifying that the Company will acquire from the holders of the Bonds with Share Acquisition Rights, who receive a notification (hereinafter the "Acquisition Option Notice") by March 14, 2029, the bonds outstanding as of March 28, 2029 (hereinafter the "Acquisition Date") subject to the Acquisition Option Notice.

In this case, the Company shall acquire the entirety of the Bonds with Share Acquisition Rights at the Acquisition Date, and grant property to the holders of the bonds in exchange.

#### (8) Payment Date (Issuance Date)

April 24, 2024

#### (9) Collateral or Guarantees for the Bonds

The Bonds are issued without collateral or guarantees.

#### (10) Use of Proceeds

The proceeds of ¥200 billion from the issue of the Bonds with Share Acquisition Rights and zero-coupon convertible bonds due 2031 are set to be used by September 2024 as an investment of ¥100 billion to be made as a limited liability partner in TB Investment Limited Partnership, which is managed and operated by Japan Industrial Partners, Inc. and its group companies in the course of a series of transactions concerning the delisting of Toshiba Corporation and invests in TBJ Holdings, Inc. (hereinafter "TBJ Holdings"), which is the parent company of the tender offeror (TBJH Inc.), as well as a part of funds for the repayment of a ¥300-billion bridge loan borrowed as funds for the underwriting of non-voting preferred stock worth ¥200 billion issued by TBJ Holdings.

### 2. Matters Concerning Zero Coupon Convertible Bonds Due 2031 (hereinafter the "Bonds with Share Acquisition Rights," of which the bonds excluding share acquisition rights and the share acquisition rights are to be hereinafter referred to as the "Bonds," and the "Share Acquisition Rights," respectively)

#### (1) Total Issue Price

The total amount of ¥100 billion and the face value of the Bonds concerning alternate bonds with share acquisition rights (bonds with share acquisition rights issued after the confirmation of appropriate proof and compensation in case of loss, theft, robbery or destruction of the Bonds with Share Acquisition Rights)

#### (2) Issue Price (Purchase Price)

100.0% of the face value of the Bonds (Amount of face value of the Bonds ¥10 million)

#### (3) Issue Price (Offering Price)

102.5% of the face value of the Bonds

#### (4) Coupon Rate

No coupon is applied to the Bonds.

#### (5) Redemption price

100.0% of the face value of the Bonds

## (6) Date of the Maturity

April 24, 2031

## (7) Matters Concerning the Share Acquisition Rights

## 1) Type of Shares the Share Acquisition Rights Apply To

The Company's ordinary shares (Stock trading unit: 100 shares)

## 2) Total Number of the Share Acquisition Rights Issued

The total number of 10,000 units and the number of units equal to the total face value of the Bonds concerning alternate bonds with share acquisition rights divided by ¥10 million

## 3) Description and Number of Shares the Share Acquisition Rights Apply To

The number of shares the Company issues upon exercise of the Share Acquisition Rights shall be the number equal to the total amount of the face value of the Bonds concerning the exercise divided by the conversion price provided at 4) below. However, fractions less than one share that are generated by the exercise are rounded off, and adjustments through cash are not carried out.

## 4) Amount to Be Paid in upon Exercise

a. Upon the exercise of each of the Share Acquisition Rights, the Bonds concerning the Share Acquisition Rights shall be contributed, and the unit price of the Bonds shall be the same amount as the face value.

b. The conversion price shall be ¥2,943.

c. The conversion price shall be calculated by the following formula, in the case where the Company issues its ordinary shares or disposes of the ordinary shares it owns at a paid-in amount that is below the market value of the ordinary shares. Note that "Number of shares outstanding" refers to the total number of the ordinary shares outstanding of the Company (except the shares owned by the Company).

$$\text{Conversion price after adjustment} = \text{Conversion price before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares issued or disposed of} \times \text{Paid-in amount per share}}{\text{Market value}}}{\text{Number of shares outstanding} + \text{Number of shares issued or disposed of}}$$

## 5) Exercise Period

The exercise period shall be from May 8, 2024 to April 10, 2031 (the local time of the place where the Bonds are deposited for the purpose of exercising share acquisition rights). Note that there are certain terms and conditions of issuance.

## 6) Acquisition of the Bonds with Share Acquisition Rights by the Company

At any time during the period from April 1, 2030 to January 24, 2031, the Company shall be able to send a notification, which is irrevocable, to the holders of the Bonds with Share Acquisition Rights, notifying that the Company will acquire from the holders of the Bonds with Share Acquisition Rights, who receive a notification (hereinafter the "Acquisition Option Notice") by March 14, 2031, the bonds outstanding as of March 28, 2031 (hereinafter the "Acquisition Date") subject to the Acquisition Option Notice.

In this case, the Company shall acquire the entirety of the Bonds with Share Acquisition Rights at the Acquisition Date, and grant property to the holders of the bonds in exchange.

## (8) Payment Date (Issuance Date)

April 24, 2024

## (9) Collateral or Guarantees for the Bonds

The Bonds are issued without collateral or guarantees.

## (10) Use of Proceeds

The proceeds of ¥200 billion from the issue of the Bonds with Share Acquisition Rights and zero-coupon convertible bonds due 2029 are set to be used by September 2024 as an investment of ¥100 billion to



be made as a limited liability partner in TB Investment Limited Partnership, which is managed and operated by Japan Industrial Partners, Inc. and its group companies in the course of a series of transactions concerning the delisting of Toshiba Corporation and invests in TBJ Holdings, Inc. (hereinafter "TBJ Holdings"), which is the parent company of the tender offeror (TBJH Inc.), as well as a part of funds for the repayment of a ¥300-billion bridge loan borrowed as funds for the underwriting of non-voting preferred stock worth ¥200 billion issued by TBJ Holdings.

## Non-consolidated Balance Sheet

As of March 31, 2024

(Millions of yen)

Accounts (Assets)	Amount	Accounts (Liabilities)	Amount
<b>Current assets</b>	<b>222,573</b>	<b>Current liabilities</b>	<b>441,589</b>
Cash and deposits	36,777	Accounts payable—trade	63,889
Accounts receivable—trade	59,865	Electronically recorded obligations	7,859
Electronically recorded monetary claims	6,469	Accounts payable—other	19,780
Securities	2,239	Accrued expenses	8,023
Merchandise and finished products	36,091	Deposits received	964
Work in process	13,173	Short-term loans payable	300,000
Raw materials and supplies	20,883	Current portion of bonds	40,136
Prepaid expenses	581	Other	934
Short-term loans receivable	4,956		
Accounts receivable—other	29,075	<b>Long-term liabilities</b>	<b>10,452</b>
Income taxes receivable	6,635	Long-term accounts payable - other	1,129
Other	5,826	Deferred tax liabilities	7,064
Allowance for doubtful accounts	(3)	Liability for retirement benefits	2,190
		Provision for share-based remuneration	57
		Asset retirement obligations	11
<b>Fixed assets</b>	<b>715,585</b>		
<b>Tangible fixed assets</b>	<b>108,552</b>		
Buildings	24,228	<b>Total liabilities</b>	<b>452,042</b>
Structures	362		
Machinery and equipment	28,856	(Equity)	
Vehicles	22	<b>Shareholders' equity</b>	<b>453,239</b>
Furniture and fixtures	1,431	Common stock	86,969
Land	44,696	Capital surplus	97,283
Construction in progress	8,954	Additional paid-in capital	97,253
<b>Intangible fixed assets</b>	<b>5,280</b>	Other capital surplus	30
Goodwill	198	Retained earnings	328,843
Patents	311	Legal reserve	2,464
Software	4,675	Other retained earnings	326,379
Other	95	Reserve for research and development	1,500
<b>Investments and other assets</b>	<b>601,751</b>	Other reserve	243,500
Investment securities	371,797	Retained earnings carried forward	81,379
Investment in subsidiaries and associated companies	123,939	Treasury stock	(59,857)
Long-term loans receivable	94,519		
Long-term prepaid expenses	4,583	<b>Valuation and translation adjustments</b>	<b>32,876</b>
Prepaid pension cost	2,322	Unrealized gain on available-for-sale securities	32,876
Other	5,150		
Allowance for doubtful accounts	(561)		
		<b>Total equity</b>	<b>486,116</b>
<b>Total assets</b>	<b>938,158</b>	<b>Total liabilities and equity</b>	<b>938,158</b>

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

## Non-consolidated Statement of Income

From April 1, 2023 to March 31, 2024

(Millions of yen)

Accounts	Amount	
Net sales		385,581
Cost of sales		335,389
<b>Gross profit</b>		<b>50,191</b>
Selling, general and administrative expenses		58,105
<b>Operating loss</b>		<b>(7,913)</b>
Non-operating income		
Interest and dividend income	2,599	
Foreign currency exchange gain	11,400	
Technical advisory fees	3,869	
Management advisory fees	989	
Commission fees	6,098	
Other	692	25,651
Non-operating expenses		
Commission fees	216	
Loss on investments in investment partnerships	51	
Depreciation of assets for rent	24	
Other	8	300
<b>Ordinary income</b>		<b>17,437</b>
Extraordinary gains		
Gain on sale of fixed assets	293	
Subsidy income	8,861	9,154
Extraordinary losses		
Loss on sale and disposal of fixed assets	568	
Loss on reduction of non-current assets	8,861	
Loss on impairment of fixed assets	2,298	
Loss on impairment of investment securities	246	11,975
<b>Income before income taxes</b>		<b>14,616</b>
Income taxes—current	3,194	
Income taxes—deferred	116	3,311
<b>Net Income</b>		<b>11,305</b>

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



## Non-consolidated Statement of Changes in Equity

From April 1, 2023 to March 31, 2024

(Millions of yen)

	Shareholders' Equity										
	Common Stock	Capital Surplus			Legal Reserve	Retained Earnings				Treasury Stock	Total Shareholders' Equity
		Additional Paid-in Capital	Other Capital Surplus	Total Capital Surplus		Other Retained Earnings			Total Retained Earnings		
						Reserve for Research and Development	Other Reserve	Retained Earnings Carried Forward			
Balance at the beginning of the year	86,969	97,253	12	97,266	2,464	1,500	243,500	89,537	337,002	(39,880)	<b>481,357</b>
Changes in the year											
Dividends								(19,463)	(19,463)		<b>(19,463)</b>
Net income								11,305	11,305		<b>11,305</b>
Purchase of treasury stock										(20,005)	<b>(20,005)</b>
Disposal of treasury stock			17	17						28	<b>46</b>
Net changes in items other than shareholders' equity											
Total changes in the year	-	-	17	17	-	-	-	(8,158)	(8,158)	(19,976)	<b>(28,117)</b>
Balance at the end of the year	86,969	97,253	30	97,283	2,464	1,500	243,500	81,379	328,843	(59,857)	<b>453,239</b>

	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	34,017	<b>34,017</b>	<b>515,374</b>
Changes in the year			
Dividends			<b>(19,463)</b>
Net income			<b>11,305</b>
Purchase of treasury stock			<b>(20,005)</b>
Disposal of treasury stock			<b>46</b>
Net changes in items other than shareholders' equity	(1,140)	<b>(1,140)</b>	<b>(1,140)</b>
Total changes in the year	(1,140)	<b>(1,140)</b>	<b>(29,258)</b>
Balance at the end of the year	32,876	<b>32,876</b>	<b>486,116</b>

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

## Notes to Non-consolidated 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 stocks and other securities classified as available-for-sale securities are stated at fair value, 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. Unmarketable stocks and other 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 building improvements) 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.

The estimated useful life of software for internal use is mainly 3 to 5 years and that of goodwill is mainly 5 years.

#### 3. Basis for Significant Allowances

##### (1) Allowance for doubtful accounts

In order to account for loss 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 collectability.

##### (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 benefits 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 the 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 the past service cost arose.

##### (3) Allowances for share-based remuneration

In order to prepare for the delivery of ROHM Co., Ltd (the "Company")'s shares by Employee Stock Ownership Plan (ESOP), the estimated cost of the shares that would be delivered to the corporate officers in accordance with trust-type stock delivery regulation is recorded as allowances for share-based remuneration.

#### 4. Basis for significant revenues and expenses

The details of major performance obligations and the ordinary point in time of satisfaction of these performance obligations (ordinary point of time of revenue recognition) in major businesses related to revenues arising from contracts with customers of the Company are as described below.

In accordance with the Accounting Standard for Revenue Recognition (ASBJ Statement No. 29), the Company recognizes revenues from contracts with customers except transactions related to financial instruments within the scope of the Accounting Standard for Financial Instruments (ASBJ Statement No. 10) and lease transactions within the scope of the Accounting Standard for Lease Transactions (ASBJ Statement No. 13) by applying the following steps:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligations in the contract

Step 5: Recognize revenue when (or as) a performance obligation is satisfied

The Company sells large-scale integrated circuits (analog devices, logic, memory), semiconductor devices (transistors, diodes, light-emitting diodes, semiconductor lasers), modules (print heads, optical modules), and other electronic components (resistors). The Company recognizes revenue when a performance obligation is satisfied by transferring an electronic component to a customer since the customer obtains control of the component at the time of delivery.

#### 5. Other Significant Conditions in Preparing Non-consolidated 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 non-consolidated 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 exchange rate 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 non-consolidated financial statements are different from those in the consolidated financial statements.

##### (4) Accounting for deferred assets

Bond issuance cost is recognized as an expense when incurred.

## Significant Accounting Estimate

### Valuation of tangible fixed assets (Impairment of fixed assets)

#### (1) Carrying amount on Non-consolidated Financial Statements of Fiscal Year ended March 31, 2024

Tangible fixed assets 108,552 million yen

#### (2) Information on the significant accounting estimate

The Company reviews its assets held for use to identify impairment loss with the units of management accounting for which revenue and expenditures are managed on a continuous basis. Whenever there is any indication of impairment for asset groups, the Company calculates the undiscounted future cash flow generated by the asset group based on certain assumptions. If the recoverable amount is less than the carrying amount, an impairment loss measured as the amount by which the carrying amount exceed its recoverable amount is recognized. The recoverable amount is calculated by the value in use based on the discounted future cash flow.

The undiscounted future cash flows used in the determination is estimated on the basis of a business plan developed by management (mainly 5 years), and it is estimated by the following assumptions.

- Regarding net sales, the Company estimates the growth rate by considering market forecast data provided from external market research organizations, continuous sales trends, the Company's production plan, orders from customers and the sustained expansion of the Company's production capacity.
- The estimation period of future cash flows is calculated on a basis of the remaining useful lives of major assets. If it exceeds the period of the business plan, the Company will not estimate any growth after the final year covered in the business plan due to future uncertainty. The Company assumes that cash flow for the final year of the business plan continues for the rest of the estimation period.

These assumptions are determined by the best estimates of management, but they might be affected by further uncertain economic fluctuation and may need to be reconsidered. If assumptions will be revised, there is a possibility of impairment loss being recognized in the future.

## Notes to Non-consolidated Balance Sheet

### 1. Accumulated Depreciation of Tangible Fixed Assets

136,628 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 163 million yen and 9,244 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
Machinery and equipment	8,861
Furniture and fixtures	0
Land	365

### 3. Guarantees

The Company guarantees subsidiaries' liabilities as follows:

	(Millions of yen)
ROHM HAMAMATSU CO., LTD.	70

#### 4. Receivables from and Payables to Subsidiaries and Associated Companies

	(Millions of yen)
Short-term receivables from subsidiaries and associated companies	56,972
Long-term receivables from subsidiaries and associated companies	94,519
Short-term payables to subsidiaries and associated companies	58,352

#### Notes to Non-consolidated Statement of Income

##### Transactions with Subsidiaries and Associated Companies

		(Millions of yen)
Operating transactions	Net sales	247,702
	Purchase and subcontract processing	274,934
	Other operating expenses	8,630
Non-operating transactions	Non-operating income	6,276
	Non-operating expenses	4
	Sale of assets	34,724
	Purchase of assets	1,122

#### Notes to Non-consolidated Statement of Changes in Equity

Type and number of treasury stock as of March 31, 2024

Common shares	26,058,900 shares
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(Note) Number of treasury stock includes 19,536 shares held by ESOP trustee.

#### Notes to Tax Effect Accounting

The breakdown of deferred tax assets and liabilities by major temporary differences is as follows:

Deferred tax assets	(Millions of yen)
Securities and investments	238
Investment in subsidiaries and associated companies	25,317
Inventories	2,842
Depreciation	2,119
Accrued enterprise tax	114
Accrued expenses	1,977
Liability for retirement benefits	668
Allowance for doubtful accounts	172
Loss on impairment of fixed assets	2,146
Other	219
<u>Subtotal</u>	<u>35,817</u>
<u>Valuation allowance</u>	<u>(27,660)</u>
Total	8,157
Deferred tax liabilities	
Enterprise tax receivable	(255)
Prepaid pension cost	(708)
Unrealized gain on available-for-sale securities	(14,219)
Other	(38)
<u>Total</u>	<u>(15,221)</u>
<u>Net deferred tax liabilities</u>	<u>(7,064)</u>

### Notes to Related Party Transactions

Type	Company Name	Voting Right Ratio by ROHM	Relationship	Transaction	Amount of Transaction (Millions of yen)	Account	Year-End Balance (Millions of yen)
Subsidiaries	ROHM HAMAMATSU CO., LTD.	100%	Processing subcontractor for ROHM	Lending of funds *1	2,189	Short-term loans receivable Long-term loans receivable	1,985 23,000
	LAPIS Semiconductor Co., Ltd.	100%	Processing subcontractor for ROHM	Lending of funds *1	28,250	Short-term loans receivable Long-term loans receivable	- 26,000
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *2	47,072	Accounts receivable—other Accounts payable—trade Accounts payable—other	5,397 12,786 136
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *2	51,503	Accounts receivable—other Accounts payable—trade Accounts payable—other	8,635 14,281 29
	ROHM SEMICONDUCTOR Hong Kong CO., LTD.	100%	Wholesaler of ROHM products	Product sales *3	81,923	Accounts receivable—trade	6,532
	SICRYSTAL GMBH	100%	Raw materials supplier for ROHM	Lending of funds *1	11,013	Long-term loans receivable	44,319

Terms and conditions of transactions and decision policies thereof:

(Notes) \* The subsidiaries listed above do not hold the Company's voting rights.

- \*1. Interest rates applied to loan receivables are determined based on market interest rates, which are considered economically reasonable. In cases where transactions are conducted on a recurring basis, the transaction amount is stated as the average balance during the period.
- \*2. Product processing prices are determined in consideration of the market prices of products and subsidiaries' process costs.
- \*3. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.

### Notes to Revenue Recognition

The information that provides a basis for recognizing revenue from contracts with customers is omitted since the same information is provided on "Notes to Consolidated Financial Statements - Notes to Revenue Recognition".

### Notes to per Share Information

Equity per share	1,259.56 yen
Net income per share	29.08 yen

(Note) The Company implemented a four-for-one common stock split, effective October 1, 2023. Therefore, net assets per share and net income per share are calculated on the assumption that the stock split was implemented at the beginning of the current fiscal year.

## Notes to a Significant Subsequent Event

(An Absorption type Merger of a Consolidated Subsidiary)

On April 1, 2024, LAPIS Technology Co., Ltd., which is a consolidated subsidiary of the Company, merged into the Company by a resolution of the Board of the Directors held on September 25, 2023.

### 1. Outline of the Merger

#### (1) Company Names & Contents of Business

[Name of Successor Company]

ROHM Co., Ltd.

[Name and Content of Business of the Company Merged]

Name of the Company Merged: LAPIS Technology Co., Ltd.

Content of Business of the Company Merged: Manufacture and development of electronic components centered around semiconductors

#### (2) Date of the Merger

April 1, 2024

#### (3) Legal Form of the Merger

This is an absorption-type merger in which LAPIS Technology Co., Ltd. dissolved and ROHM Co., Ltd. is the surviving company.

#### (4) Company Name after the Merger

ROHM Co., Ltd.

#### (5) Other Matters related to the Merger

In intensifying competition in the market, the company decided to merge with LAPIS Technology Co., Ltd. in order to further improve product qualities and strengthen our product development capabilities.

### 2. Outline of Accounting Procedure

The Merger has been accounted for as a transaction under common control pursuant to Accounting Standard for Business Combinations (ASBJ Statement No.21 of January 16, 2019) and Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures (ASBJ Guidance No. 10 of January 16, 2019).

**Independent Auditor's Report on Consolidated Financial Statements (TRANSLATION)****INDEPENDENT AUDITOR'S REPORT**

May 7, 2024

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

Deloitte Touche Tohmatsu LLC  
Kyoto office

Designated Engagement Partner,  
Certified Public Accountant:  
Tomoyuki Suzuki

Designated Engagement Partner,  
Certified Public Accountant:  
Akihiro Maeda

**Opinion**

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of ROHM CO., LTD. and its consolidated subsidiaries (the "Group"), namely, the consolidated balance sheet as of March 31, 2024, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2023 to March 31, 2024, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2024, and its consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the 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.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.



### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

**Independent Auditor's Report on Nonconsolidated Financial Statements (TRANSLATION)****INDEPENDENT AUDITOR'S REPORT**

May 7, 2024

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

Deloitte Touche Tohmatsu LLC  
Kyoto office

Designated Engagement Partner,  
Certified Public Accountant:  
Tomoyuki Suzuki

Designated Engagement Partner,  
Certified Public Accountant:  
Akihiro Maeda

**Opinion**

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the nonconsolidated financial statements of ROHM CO., LTD. (the "Company"), namely, the nonconsolidated balance sheet as of March 31, 2024, and the nonconsolidated statement of income and nonconsolidated statement of changes in equity for the 66th fiscal year from April 1, 2023 to March 31, 2024, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying nonconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2024, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the nonconsolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the nonconsolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the nonconsolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and the Audit and Supervisory Committee for the Nonconsolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the nonconsolidated 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 nonconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the nonconsolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Nonconsolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the nonconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these nonconsolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the nonconsolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the nonconsolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the nonconsolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the nonconsolidated financial statements, including the disclosures, and whether the nonconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### **Notes to the Readers of Independent Auditor's Report**

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. "The accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

## Certified Copy of the Audit Report (Translation)

### Audit Report

The audit and supervisory committee has audited the directors' performance of their duties for the 66th business year from April 1, 2023 to March 31, 2024 and reports as follows in regard to the method and results of those audits.

#### 1. Method and Contents of Audits

In regard to the content of resolutions of the board of directors regarding the matters stated in Article 399-13, paragraph (1), items (i)(b) and (i)(c) of the Companies Act, as well as the systems developed pursuant to those resolutions (i.e., internal control systems), the audit and supervisory committee periodically received reports from directors and employees, etc. regarding the status of the establishment and operation of those systems and as necessary requested explanations and expressed opinions in regard thereto, in addition to which the audit and supervisory committee conducted audits using the following methods.

- ① In accordance with the audit policies and division of duties, etc. determined by the audit and supervisory committee, and in cooperation with the internal control department of the company, the audit and supervisory committee attended important meetings, received reports from directors and employees, etc. regarding matters related to the performance of their duties, requested explanations as necessary, viewed important decision-making documents, etc., and inspected the status of operations and assets at the head office and main business locations. Additionally, in regard to subsidiaries, the audit and supervisory committee communicated and exchanged information with the directors and company auditors, etc. of subsidiaries and received reports on business from subsidiaries as necessary.
- ② In regard to the Basic Policies Related to the Company's Ownership Control as stated in the business report, the audit and supervisory committee considered the contents thereof taking into account matters such as the status of deliberations at meetings of the board of directors and other deliberations.
- ③ The audit and supervisory committee oversaw and verified whether the Independent Auditor maintained an independent position and conducted an appropriate audit, received reports from the Independent Auditor on the status of the performance of its duties, and requested explanations as necessary. Additionally, the audit and supervisory committee received notification from the Independent Auditor that, in accordance with the "Quality Control Standards for Audits" (Business Accounting Council, November 16, 2021), etc., it had developed systems in order to ensure that its duties are appropriately performed (i.e., notification of the matters stated in the items of Article 131 of the Ordinance on Accounting of Companies) and requested explanations as necessary. In regard to Key Audit Matters, we discussed with the Independent Auditor and received reports of their audit and asked additional questions as necessary.

Using the methods above, the audit and supervisory committee examined the business report, the supplementary schedules thereto, the accounting documents (i.e., the balance sheet, statement of income, statement of changes in net assets, and explanatory notes to accounting documents), the supplementary schedules to the accounting documents, and the consolidated accounting documents (i.e., the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and explanatory notes to consolidated accounting documents) for the business year.

#### 2. Audit Results

##### (1) Result of audit of business report, etc.

- ① We find that the business report and the supplementary schedules thereto accurately present the status of the company in accordance with laws, regulations, and the articles of incorporation.
- ② We do not find any misconduct nor any material fact constituting a violation of any law, regulation, or the articles of incorporation in relation to the directors' performance of their duties.
- ③ We find the content of the resolutions of the board of directors regarding internal control systems to be reasonable. Additionally, we do not find any matters that should be commented upon in regard to the statements in the business report or the directors' performance of their duties relating to the internal control systems.
- ④ We do not find any matters that should be commented upon in regard to the Basic Policies Related to the Company's Ownership Control stated in the business report.

(2) Results of audit of accounting documents and supplementary schedules thereto

We find the methods and results of the audit by the Independent Auditor, Deloitte Touche Tohmatsu LLC, to be reasonable.

(3) Results of audit of consolidated accounting documents

We find the methods and results of the audit by the Independent Auditor, Deloitte Touche Tohmatsu LLC, to be reasonable.

May 8, 2024

Audit and Supervisory Committee,  
ROHM Co., Ltd.

Audit and Supervisory Committee member (full time)  
Keita Nakagawa

Audit and Supervisory Committee member (full time)  
Masahiko Yamazaki

Audit and Supervisory Committee member  
Hidero Chimori

Audit and Supervisory Committee member  
Tomoyuki Ono

(Note) Keita Nakagawa, Hidero Chimori and Tomoyuki Ono of the audit and supervisory committee are outside directors provided for in Article 2 (xv) and Article 331 (6) of the Companies Act.

For further information, please visit: <https://www.rohm.com/ir>

— End —