

# Corporate Governance Report

Last Update: June 26, 2024

ROHM Co, Ltd.

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Securities Code: 6963

<https://www.rohm.com>

The corporate governance of ROHM is described below.

## I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

### 1. Basic Views

1. We strive to pursue the best possible corporate governance in order to achieve our mission and policy as described in the Company Mission and the Basic Management Policy.
2. We recognize that a company is supported by all of its stakeholders including its customers, business partners, employees, shareholders, investors, and local communities. We believe that the management and conduct of a company must be based on fairness, integrity, and transparency. Our basic view on corporate governance is to achieve sustainable corporate growth and maximize corporate value over the mid- to long-term from the stakeholders' perspective after accurately identifying the Company's cost of capital. We strive to improve corporate governance in accordance with the following guidelines.
  - (1) To properly cooperate with all stakeholders including shareholders into consideration, and properly address and deal with sustainability management issues including ESG (environmental, social, and governance) elements.
  - (2) To respect the rights of shareholders, secure their equal treatment, and engage in constructive dialog with shareholders to enhance corporate value.
  - (3) To disclose corporate information in a timely and appropriate manner as a part of ensuring our transparency.
  - (4) To make the roles and responsibilities of the Board of Directors clear, hold meetings of the Board of Directors in a timely and appropriate manner, facilitate decision-making processes, and ensure that Outside Officers proactively express their views from an independent and objective standpoint and that the Board of Directors oversees the execution of business.

### [Reasons for Non-compliance with the Principles of the Corporate Governance Code]

ROHM has implemented all of the Principles of the Corporate Governance Code revised in June 2021.

### [Disclosure Based on the Principles of the Corporate Governance Code]

ROHM had established the "ROHM Corporate Governance Policy" (hereinafter referred to as the "Policy") at the meeting of the Company's Board of Directors held on November 5, 2015 and revised on May 8, 2024. The Policy is available at ROHM's website:

URL: <https://www.rohm.com/sustainability/foundation/governance/about>

Note: The original version of this report is written in Japanese. In the event of any discrepancies in words, figures, or the like between this report and the original, the original Japanese version shall govern. The original version of this report can be seen at the website of Tokyo Stock Exchanges.

([www.tse.or.jp](http://www.tse.or.jp))

•Principle 1-4 【Cross-shareholdings】

1. The basic policy on cross-shareholdings of listed companies and the exercise of voting rights with respect to cross-shareholdings is established by the Board of Directors as follows:

< Basic Policy on Cross-shareholdings of Listed Companies >

We own shares only if doing so is considered necessary to achieve sustainable corporate growth and increase corporate value over the mid- to long-term for the ROHM Group, and as for certain business partners, we hold shares in order to maintain strong business relationships with them. Annually, the Board of Directors quantitatively and qualitatively examines each of cross-shareholdings in terms of economic rationality, the benefits of holding and other factors, and shares for which continuous holding is less needed are reduced.

< Basic Policy on the Exercise of Voting Rights with Respect to Cross-shareholdings >

We exercise the right to vote after scrutinizing proposals based on the purpose of shareholding and verifying that proposals will contribute to increase corporate value. Votes against such proposals may be casted if there is a situation that could damage corporate value or a concern that could arise over corporate governance for reasons like social misconduct.

•Principle 1-7 【Related Party Transactions】

1. In order to protect the interests of shareholders, we endeavor to prevent directors, employees, and other persons related to ROHM from engaging in any transactions that may be detrimental to ROHM or its shareholders by exploiting their position.
2. When we engage in transactions with officers or major shareholders, we follow the proper approval procedures of the Board of Directors in accordance with the Company's rules and regulations.

•Supplemental Principle 2-4-1 【Ensuring diversity in promotion, etc. of core human resources】

<Views on ensuring diversity>

Based on the view that bringing together talents with diverse backgrounds to work as a team will lead to corporate innovation, the ROHM Group focuses on promotion of diversity. We believe that we can generate ideas based on diverse knowledge by increasing the diversity of the organization and accepting different backgrounds and values, and particularly in the decision-making scene, it is necessary to incorporate different views in order to increase our advantage. For that reason, we emphasize indicators such as the “ratio of female managers in the entire ROHM Group” and “ratio of female or non-Japanese executives.

<Status and voluntary measurable targets for ensuring diversity>

(1) Female employees

The proportion of women in managerial positions at the ROHM Group was 13.0% as of the end of March 2024. To further promote the diversity and the career development of female employees, we have established the goal of increasing the proportion of women in managerial positions to 15% by FY 2025 in the Mid-term Management Plan released on May 10, 2021.

(2) Non-Japanese employees

As of the end of March 2024, there were 45 non-Japanese employees working at ROHM. We continue to actively recruit and develop foreign nationals regardless of nationality, gender, age or disability and promote them, as appropriate, to managerial positions (key positions) where they lead our global business.

(3) Mid-career employees

The proportion of mid-career hires in ROHM was 34.0% of newly recruited employees in FY2023, and significantly increased compared to the 7.5% of four years ago. In mid-career recruitment, we strive to ensure diversity by actively hiring talents with diverse backgrounds in addition to talents with expertise necessary for key areas.

•Principle 2-6 【Roles of Corporate Pension Funds as Asset Owners】

1. Regarding the management of the reserve funds of the defined-benefit corporate pension plan, because the management of such funds impacts stable asset formation for our employees and the Company's own financial standing, we endeavor to allocate and develop personnel with necessary experience and qualification to perform monitoring and other necessary activities on the management institution.
2. We ensure appropriate management of such funds without causing a conflict of interest between the pension fund beneficiaries and the Company, asset management institutions are selected from among those having declared the adoption of Japan's Stewardship Code and entrusted to select individual investment destinations and to exercise the right to vote.

•Principle 3-1 【Complete information disclosure】

ROHM endeavors to disclose information actively, disclosing in a timely and accurate disclosure in accordance with laws, and to secure transparency and fairness in our decision making and realize effective corporate governance.

1. Management philosophy and business strategies, business plans

(1) Basic management policy

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 that each one of us is committed to (solving social issues through our core business = 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.

(2) Mid- to long-term management strategy

The ROHM Group aims for mid- to long-term growth by responding to globally evolving markets and taking advantage of our excellence in matching technologies, vertically integrated manufacturing system (IDM), wide range of product lines and customer focus. Also, we will promote efforts to solve global environmental problems. Our growth strategy is specifically described below.

1) Market strategy

(1) Automotive and industrial equipment markets

Amid moves toward electrification and energy conservation, automobiles and industrial equipment markets call for a stable supply capacity combined with high quality and reliability, an area where the ROHM Group excels. In the growing automotive and industrial equipment markets, we will expand the supply of SiC and other power devices (e.g., IGBTs, MOSFETs), as well as isolated gate driver ICs and power-source ICs for electric vehicles (xEV) and servers, to increase our sales. We will also develop new products, such as SiC power modules for electric vehicles and advanced LSIs for base stations and data centers, to acquire new demand over the mid- to long-term.

(2) Consumer equipment market

We intend to remain highly profitable by expanding our market share in sectors where smaller sizes and higher efficiency are demanded (e.g., energy-saving home appliances and data storage equipment) through pursuit of higher added value in our LSIs and power devices, while maintaining a high market share for general-purpose devices.

2) Strategy for sales, development, and manufacturing

(1) Sales strategy

Our System Solutions Engineering Headquarters will propose customer-oriented solutions, in addition to individual products, and enhance engineering support. Our Japan Sales Headquarters and International Sales Headquarters will work together at all locations to build a sales expansion system in line with the corporate strategy.

(2) Development strategy

To emphasize customer focus, we will assign Product Marketing Engineers (PME\*s) who are well-versed in cutting-edge technologies and market information, to business sites outside Japan to enhance our product planning ability so that we can efficiently develop competitive products that take into account customers' issues.

\*PME stands for product marketing engineer. This is a person who possesses full knowledge of advanced technology and authority for new product development. This position is affiliated with the product development division and is responsible for both planning and sales of products developed by the development.

(3) Manufacturing strategy

To continue steady growth over the mid- to long-term, we will strengthen our production structure to acquire the ability to stably supply products worldwide. Specifically, we will build more automated and manpower saving production lines suitable for high-mix, low-volume production, while working to increase the productivity of existing production lines designed for low-mix, high-volume production, and strengthen our business continuity plan (BCP).

2. Basic views and guidelines on corporate governance

Please refer I.1. “Basic Views” in this report.

3. Policies and procedures for determining director remuneration

Please refer II.1. “Director Remuneration” “Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods” in this report.

4. Policies and procedures in the appointments/dismissals of the President and Directors with title and Corporate Officer with title (excluding Senior Corporate Officers. same hereafter) and for nominating Director candidates

Please refer II.1. “Voluntary Establishment of Nomination/Remuneration Committee” “Committee’s Name, Composition, and Attributes of Chairperson” in this report.

5. Reasons for the appointments/dismissals of the President and Directors with title and Corporate Officer with title and the individual nominations of Director candidates

Reasons for the appointments/dismissals of the President and Directors with title and Corporate Officer with title and the individual nominations of Director candidates are disclosed on our website etc.

Please refer II.1. “Directors” “Outside Directors’ Relationship with the Company (2)” in this report about Outside Directors. Reasons for the individual nominations of Directors are described in the notice of the 66th Ordinary General Shareholders Meeting.

• Supplemental Principle 3-1-3 【Sustainability initiatives, etc.】

<Sustainability initiatives>

We have established the ROHM Group Sustainability Policy as the Group’s basic policy on sustainability. We have also identified key sustainability issues (materiality) and have set a goal to address each of these issues.

For further details on our sustainability initiatives, etc., please visit our website and see our Integrated Report.

URL : <https://csr.rohm.com/>

<Climate change measures>

ROHM Group recognizes that issues related to sustainability, including social and environmental issues, are important for increasing corporate value over the mid- to long-term, and supports the recommendations of the TCFD and disclose information in the following four areas, governance, strategy, risk management, and metrics and targets, including the resilience of strategies based on climate-related scenario analysis based on the TCFD framework.

For further details on our climate change measures, etc., please visit our website and see our Integrated Report.

URL : [https://csr.rohm.com/environment/climate\\_change\\_measures.html](https://csr.rohm.com/environment/climate_change_measures.html)

<Investment in human capital, etc.>

The ROHM Group has declared in the Basic Management Policy that ROHM will “search extensively for capable human resources and cultivate them as cornerstones for building long-term prosperity.” Its history, technologies, and assets accumulated since its foundation are important assets for the Company, and it is unquestionably people who have cultivated these assets. This is why the ROHM Group aims for cyclical growth of the Company and its employees through establishment of a stage where wide-ranging talented human resources can work with vigor and vitality in addition to Investing in each individual's will to grow to maximize their individual potential.

In our Medium-Term Management Plan, we also emphasize our involvement with our human resources in our efforts to become a “major global player,” which we have set forth as the ideal image of ROHM in 2030.

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Therefore, amid the intensifying global competition in the semiconductor business, we believe that in order to develop products that are chosen by customers, it is necessary to develop human resources who can promptly and flexibly respond to changing demand of the world. To this end, we have established a system to promote autonomous career formation and capability development of employees.

Under the “job posting system”, which started in FY2022, we provide opportunities for employees to take the initiative and realize their transfer by also disclosing job listings and recruiting talent internally as for recruitment at the time of strengthening focus businesses or increasing staff. When such opportunities are offered, each employee faces their own career formation subjectively and continuously and the Company supports it, resulting in revitalization of the career development. At the same time, internal fluidity of human resources increases, which enables us to agilely respond to rapid changes in the environment and leads to securing human resources needed for focus businesses.

Going forward, we will continue to foster diverse human resources with rich humanity and intelligence and create an environment in which each employee performs their full potential, aiming for cyclical growth of the Company and its employees.

<Investment in intellectual property, etc.>

At the ROHM Group, with “We focus on power and analog solutions and solve social problems by contributing to our customers’ needs for “energy saving” and “downsizing” of their products” as the Management Vision, we have been developing products for energy saving and downsizing by using our proprietary technologies, and we always respect intellectual property rights in all our business activities. The ROHM Group owned approximately 9,500 patents, primarily in Japan, the United States, Europe and China (4,200 patents in Japan and 5,300 patents overseas) as of March 31, 2024. With regard to trademarks, the Public & Investor Relations Division and the Marketing Communications Division and the Legal and Intellectual Property Division work closely to secure trademark rights in the countries and regions where we sell products to further enhance the brand strength of the Company and its products. Moreover, in the development of new technologies for the future, it is absolutely essential to invest in securing talented human resources as well as in research and development activities for Research and Development and for Product Development, and also to invest in intellectual property rights, which are the fruits of such research and development activities. In the ROHM Group, intellectual property strategy meetings which is composed of technical division heads discuss and review intellectual property activities for each business portfolio. Based on the discussion results, the Board of Directors conducts deliberations once a year.

For further details on our intellectual property measures, etc., please visit our website and see our Integrated Report.

URL : [https://www.rohm.com/sustainability/foundation/intellectual\\_property](https://www.rohm.com/sustainability/foundation/intellectual_property)

•Supplemental Principle 4-1-1 【Scope of delegation to the management team】

The rules governing the Board of Directors specify matters related to board resolutions, while company rules specify matters delegated to each Director. The Board of Directors resolves matters stipulated by law and the Company’s Articles of Incorporation and the important matters of the Company and its Group companies, among other things.

•Principle 4-9 【Qualifications and standards for judgment of independence of independent Outside Directors】

The Board of Directors establishes standards of independence for independent Directors.

Please see "Independence Standards for Outside Officers" published in our website for details.

We have designated all of seven Outside Directors as Independent Outside Directors based on Outside Director's requirement by Companies Act and independent officer's requirement by the Tokyo Stock Exchange and "Independence Standards for Outside Officers". Also, we reported that information to the Tokyo Stock Exchange.

•Supplemental Principle 4-10-1 【Views on independence in the composition of the Nomination and Remuneration Committees, and the authorities, roles, etc. of such Committees】

In order to improve independence, objectivity and transparency regarding the nomination and remuneration of Officers and Directors, we have established, as an advisory body to the Board of Directors, the Director Remuneration Council and the Officer Nomination Council, where a majority of the Council members consist of Independent Outside Directors.

The Director Remuneration Council discusses the Company's director remuneration system and the remuneration of each Director based thereon. Based on the discussion results, the Director Remuneration Council then makes recommendations to the Board of Directors regarding the remuneration of Directors who are not members of the Audit and Supervisory Committee, and to the Audit and Supervisory Committee regarding the remuneration of Directors who are members of the Audit and Supervisory Committee.

The Officer Nomination Council discusses the appointment and dismissal of the Company's President, Executive Directors and Executive Corporate Officers (excluding Senior Corporate Officers) and makes recommendations to the Board of Directors based on the discussion results.

These two Councils consist of five members - Tadanobu Nagumo, Outside Director, Peter Kenevan, Outside Director, Fukuko Inoue, Outside Director, Keita Nakagawa, Outside Director, and Isao Matsumoto, President. Outside Director Nagumo serves as the chairperson of each of these Councils.

• Supplemental Principle 4-11-1 【Balance, diversity and scale for the Board of Directors, and policies and procedures for election of the Directors】

1. We take into consideration the diversity at the balance of knowledge / experience / ability, gender and internationality of the members of the entire Board of Directors in establishing selection criteria and skill matrix for Directors.
2. The Company Director candidates who are not Audit and Supervisory Committee are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council, a majority of the member shall be independent Outside Directors, in accordance with the preceding Paragraph.
3. The Company Director candidates who are Audit and Supervisory Committee are nominated by the Board of Directors after agreement by the Audit and Supervisory Committee on the basis of reports from the Officer Nomination Council, a majority of the member shall be independent Outside Directors, in accordance with the first Paragraph.

Based on ROHM's Company Mission, which we have embraced since the Company's founding, we have identified the Board of Directors' skill set (including knowledge, experience and ability) required to achieve the ROHM Group's sustainable growth and enhance the Group's corporate value over the mid- to long-term. The areas of expertise where each Director is expected to provide useful advice and supervision are covered in the Notice of the 66th Ordinary General Meeting of Shareholders as the "Composition and Skill Matrix of the Board of Directors after the Appointment of Directors".

• Supplemental Principle 4-11-2 【Situation of concurrent posts for Directors】

Directors devote the time required to execute their respective duties and, if they also serve as officers at other listed companies, they disclose their positions.

Please refer to the Notice of the 66th Ordinary General Meeting of Shareholders that published in our website for details.

• Supplemental Principle 4-11-3 【Analysis and Evaluation of Effectiveness for the Board of Directors】  
(Assessment procedure)

At ROHM, a questionnaire survey is conducted for all Directors to evaluate the effectiveness of the Board of Directors, and the analysis and evaluation on the Board's effectiveness are reported to the Board based on the analysis and evaluation of third-party evaluation using an external organization (from FY2023, in addition to analysis and evaluation of survey results, support will be expanded to include setting and reviewing survey items and using and tabulating web systems to further ensure objectivity.). Based on analysis and evaluation results, the Board discusses issues and measures to be taken in enhancing the Board's effectiveness, and it also exchanges views on its desired state and ways to further improve governance.

(Questionnaire topics)

- (1) Operation of the Board of Directors (e.g., resolutions and report items, meeting frequency, duration of deliberation, materials on proposals, status of discussions, reporting of results, enhancement of information on the company and its business, etc.)
- (2) Roles and functions of the Board of Directors (e.g., roles and functions in ROHM Corporate Governance Policy, appropriate decision making, supervisory function, exercise functions to realize the Mid-term Management Plan, skill identification and diversity, etc.)
- (3) Deliberations at the Board of Directors' meetings (Management strategy, business portfolio, cost of capital and stock price, allocation of management resources, intangible assets (intellectual property, human capital) strategy, issues around sustainability, group governance, dialogue with investors, etc.)
- (4) Roles and responsibility of Directors (e.g., roles and responsibility of Directors, information sharing and opinion exchanges among Outside Directors, internal and external information collection systems, etc.)
- (5) Functions and operation of the Director Remuneration Council and the Officer Nomination Council (e.g., effectiveness, agenda (e.g. board succession, appointment method, selection and remuneration structure of candidates), meeting frequency, duration of deliberation, etc.)

(Overview of results and future actions)

The oversight function of the Board of Directors has been maintained due to further enhancement of the Outside Directors system, active discussions have been conducted during an appropriate duration of deliberation at the Board of Directors' meetings, including briefing sessions, and reports on the progress and review of the Medium-Term Management Plan, among other things, have also been made properly. Improvements were recognized in the decision-making process at the Officer Nomination Council and the status of dialogue with investors, which were issues in FY2022. In the evaluation questionnaire, and the analysis and evaluation by a third-party, it has also been concluded that the required overall effectiveness of the Board of Directors is generally achieved.

On the other hand, we recognize that there is still room for further improvement in sharing the discussions of the Director Remuneration Council and the Officer Nomination Council, topics that should be further discussed by the Board of Directors (e.g. strategies and investments in human capital management and intangible assets such as intellectual property, management with awareness of cost of capital and stock price, etc.) and enhance director training.

•Supplemental Principle 4-14-2 【Training policy for Directors】

Based on the Basic Policy for Education and Training, Directors must always and proactively collect information on and endeavor to familiarize themselves with the Company's financial condition, legal compliance, corporate governance, and any other issues, in order to perform their respective roles.

•Principle 5-1 【Policy concerning constructive dialog with shareholders】

1. We engage in constructive dialogue with shareholders in order to contribute to sustainable growth and increase corporate value over the mid- to long-term.
2. The senior management, Directors including Outside Directors, and the IR Department respond to shareholder requests for dialogue (or meetings) to the extent possible.
3. In order to promote constructive dialogue with shareholders, we:
  - (1) Appoint a Director who is responsible for ensuring that constructive dialogue takes place;
  - (2) Establish an IR Department that works with the relevant departments including the General Affairs Department and the Accounting Department, with the aim of supporting dialogue with shareholders;
  - (3) Organize financial results briefings, briefings for private investors, and IR tours for overseas investors in order to explain the Company's financial health or business strategies;
  - (4) Regularly report shareholder information and views learned through dialogue to senior management and the Board of Directors, and;
  - (5) Establish company rules to control insider information.

【Status of dialogue with shareholders】

URL : <https://www.rohm.com/sustainability/foundation/governance/communication>

【Action to Implement Management that is Conscious of Cost of Capital and Stock Price】

ROHM formulated and announced its medium-term management plan, "MOVING FORWARD to 2025" in May 2021. We are working to improve corporate value by implementing the growth strategies, capital policies, and other measures outlined in the plan. For more information, please refer to the documents on our website from the link below.

URL : [https://micro.rohm.com/en/financial/integrated-report/2.28-55\\_ROHM\\_group\\_integrated\\_report\\_2023\\_en\\_view.pdf](https://micro.rohm.com/en/financial/integrated-report/2.28-55_ROHM_group_integrated_report_2023_en_view.pdf)

## 2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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### [Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	57,278,000	14.84
Rohm Music Foundation	41,540,264	10.76
Custody Bank of Japan, Ltd. (Trust account)	30,497,400	7.90
The Bank of Kyoto, Ltd.	10,427,296	2.70
STATE STREET LONDON CARE OF STATE STREET BANK AND TRUST, BOSTON SSBTC A/C UK LONDON BRANCH CLIENTS – UNITED KINGDOM	7,374,096	1.91
STATE STREET BANK WEST CLIENT – TREATY 505234	6,569,236	1.70
BBH FOR FINANCIAL INVESTORS TRUST – SEAFARER OVERSEAS GROWTH AND INC FD	6,000,000	1.55
SSBTC CLIENT OMNIBUS ACCOUNT	5,477,441	1.41
STATE STREET BANK AND TRUST COMPANY 510312	5,351,948	1.38
STATE STREET BANK AND TRUST COMPANY 505223	4,783,703	1.23

Controlling Shareholder (except for Parent Company)	None
Parent Company	None

### Supplementary Explanation

\*Treasury stock (26,039,364) as of the end of March,2024 is excluded from the above list.

\*The shares owned by The Master Trust Bank of Japan, Ltd. (Trust account) and Custody Bank of Japan, Ltd. (Trust account) are held in an investment trust by each bank.

\*On December 6, 2022, Sumitomo Mitsui Trust Asset Management Co., Ltd., and Nikko Asset Management Co., Ltd., which is co-owner of shares, announced changes to their major shareholdings report to authorities. Even though we received a report of their owning our shares as follows as of November 30, 2022, because the shares owned by them as of March 31, 2024 could not be confirmed, that information is excluded from the above list.

Name: Sumitomo Mitsui Trust Asset Management Co., Ltd.

Number of shares: 3,619 thousands, Ratio to outstanding shares: 3.51%

Name: Nikko Asset Management Co., Ltd.

Number of shares: 2,694 thousands, Ratio to outstanding shares: 2.62%

\*On November 6, 2023, BlackRock Japan Co., Ltd., and 5 co-owners of shares announced changes to their major shareholders report to authorities. Even though we received a report of their owning our shares as follows as of October 31, 2023 because the shares owned by them as of March 31, 2024 could not be confirmed, that information is excluded from the above list.

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Name: BlackRock Japan Co., Ltd.  
Number of shares: 7,341 thousands, Ratio to outstanding shares: 1.78%  
Name: BlackRock Advisors LLC  
Number of shares: 418 thousands, Ratio to outstanding shares: 0.10%  
Name: BlackRock Fund Managers Limited.  
Number of shares: 956 thousands, Ratio to outstanding shares: 0.23%  
Name: BlackRock Asset Management Ireland Limited.  
Number of shares: 2,546 thousands, Ratio to outstanding shares: 0.62%  
Name: BlackRock Fund Advisors.  
Number of shares: 6,004 thousands, Ratio to outstanding shares: 1.46%  
Name: BlackRock Institutional Trust Company, N.A.  
Number of shares: 4,806 thousands, Ratio to outstanding shares: 1.17%

\*On December 7, 2023, Nomura Securities Co., Ltd., and 2 co-owners of shares, announced their major shareholdings report to authorities. Even though we received a report of their owning our shares as follows as of November 30, 2023, because the shares owned by them as of March 31, 2024 could not be confirmed, that information is excluded from the above list.

Name: Nomura Securities Co., Ltd.  
Number of shares: 1,322 thousands, Ratio to outstanding shares: 0.32%  
Name: NOMURA INTERNATIONAL PLC  
Number of shares: 799 thousands, Ratio to outstanding shares: 0.19%  
Name: Nomura Asset Management Co., Ltd.  
Number of shares: 19,025 thousands, Ratio to outstanding shares: 4.62%

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Section
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

None

### 5. Other Special Circumstances which may have Material Impact on Corporate Governance

None

## II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

### 1. Organizational Composition and Operation

Organization Form	Company with Supervisory Committee
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20
Term of Office Stipulated in Articles of Incorporation	1 years
Chairperson of the Board	Outside Director
Number of Directors	14
Number of Outside Directors	7
Number of Independent Directors	7

#### Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Tadanobu Nagumo	From another company											
Peter Kenevan	From another company											
Fukuko Inoue	From another company											
Aiko Kozaki	From another company											
Keita Nakagawa	From another company											
Hidero Chimori	Lawyer											
Tomoyuki Ono	Certified Public Accountant											

\* Categories for "Relationship with the Company"

\* "○" when the director presently falls or has recently fallen under the category;

\* "△" when the director fell under the category in the past

\* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

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Outside Directors' Relationship with the Company (2)

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Tadanobu Nagumo		○	-	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.
Peter Kenevan		○		Peter Kenevan has extensive knowledge and abundant experience in corporate finance, mergers and acquisitions (M&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.
Fukuko Inoue	○	○	-	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 an outside officer, the Company is certain that she will carry out her duties as an Outside Director properly for these reasons.

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Aiko Kozaki		○	-	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.
Keita Nakagawa	○	○	-	Keita Nakagawa will be expected to be able to utilize knowledge and insight through long-time experience at a financial institution as well as a global perspective nurtured through overseas assignments and abundant experience as the responsible for an internal audit division and the Director in charge of Compliance to coordinate with the Internal Audit Department and to strengthen audit and supervisory functions of management from an independent perspective.
Hidero Chimori	○	○	-	Hidero Chimori is 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 from an independent perspective.
Tomoyuki Ono	○	○	-	Tomoyuki Ono will be expected to be able to utilize professional knowledge and experience, wide insight as a certified public accountant and practical experience at business companies, etc. to ensure transparency and integrity for decision-making of the Board of Directors and to strengthen audit and supervisory functions of management from an independent perspective.

### [Supervisory Committee]

#### Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Supervisory Committee	4	2	1	3	Outside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee	Appointed
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#### Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

We set the Audit and Supervisory Committee's Secretariat to help the Audit and Supervisory Committee's duty and post multiple full-time staff with adequate practical ability. Also, we respect the opinion from the Audit and Supervisory Committee about the personnel transfers, shift and performance evaluation to secure effectiveness of instructions to those employees.

## Cooperation among Supervisory Committee, Accounting Auditors and Internal Audit Departments

The Audit and Supervisory Committee, the Internal Audit Department and Accounting Auditors regularly hold report meetings, consistently maintain close cooperation and coordination, and proactively exchange information and opinions. Sharing information obtained through individual audits enhances the accuracy of audits and allows for constant improvements in operating processes.

In addition, 3 members of the Audit and Supervisory Committee are independent Outside Directors, and all 4 members of the Audit and Supervisory Committee have appropriate experience and ability, and they have necessary knowledge of financial and accounting and legal affairs. Also, the Audit and Supervisory Committee, Hidero Chimori has capacity of the lawyer and has enough knowledge of legal affairs. The Audit and Supervisory Committee, Tomoyuki Ono is certified public accountants (CPA) that possess considerable knowledge of finance and accounting.

## [Voluntary Establishment of Nomination/Remuneration Committee]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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## Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Officer Nomination Council	Director Remuneration Council
All Committee Members	5	5
Full-time Members	0	0
Inside Directors	1	1
Outside Directors	4	4
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

## Supplementary Explanation

The following procedures about appointments/dismissals of the President and Directors with title and Corporate Officer with title and for nominating Director candidates are established.

1. We take into consideration the diversity of the members of the Board of Directors in establishing selection criteria for directors.
2. The appointments/dismissals of the President and Directors with title and Corporate Officer with title are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council.
3. The Company Director candidates who are not Audit and Supervisory Committee are nominated by the Board of Directors on the basis of reports from the Officer Nomination Council.
4. The Company Director candidates who are Audit and Supervisory Committee are nominated by the Board of Directors after agreement by the Audit and Supervisory Committee on the basis of reports from the Officer Nomination Council.

## [Independent Directors]

Number of Independent Directors	7
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## Matters relating to Independent Directors

ROHM judges that the independency of the outside officers is secured and appoint all outside officers to an independence officers, because we devise the independency standards of the outside officers in addition to requirements in the company law, and we elect outside officers based on this independency standards, Please refer to "Independence Standards for Outside Officers" in our website for the independency standards of the outside officers.

URL: [https://micro.rohm.com/en/financial/governance/independence\\_standards\\_e.pdf](https://micro.rohm.com/en/financial/governance/independence_standards_e.pdf)

### [Incentives]

Incentive Policies for Directors	Performance-linked Remuneration
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Supplementary Explanation

Please refer II.1. "Director Remuneration" "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in this report.

Recipients of Stock Options	None
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Supplementary Explanation

None

### [Director Remuneration]

Disclosure of Individual Directors' Remuneration	Individual Directors' Remuneration is not disclosed
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Supplementary Explanation

ROHM discloses amount of remuneration paid to Directors by their Director's classification, as well as the total amount of remuneration paid to an individual Director if it exceeds 100 million yen in Annual securities report.

Amount of remuneration to Directors (excluding Outside Directors) in the fiscal year ended in March 2024: 322 million yen.

Amount of remuneration to Outside Directors in the fiscal year ended in March 2024: 107 million yen.

(Note) 1. The amount of remuneration paid to Directors does not include the amount of employee salaries paid to employee Directors.

(Note) 2. The 61th 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 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 should be within 100 million yen.

The 62th General Shareholders Meeting on June 26, 2020 resolved restricted shares remuneration plan to Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) (hereinafter called the "Eligible Directors") with the aim of giving incentives to the Eligible Directors for sustainable growth in our corporate value and making them further share values with our shareholders, and the maximum amount of annual remuneration should be within 100 million yen.

At the 64th Ordinary General Meeting of Shareholders held on June 24, 2022, it was resolved to introduce a performance-based, restricted stock-based remuneration plan for the Eligible Directors, with the aim of

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providing an incentive for the Eligible Directors to continuously improve the Company's corporate value through achievement of the performance objectives set out in the Company's Medium-Term Management Plan and improvement of the Company's performance in the mid- to long-term, and of promoting further value-sharing with shareholders. It was further resolved to cap the maximum amount of such remuneration at an amount equivalent to 200,000 shares multiplied by the price per share at the time of stock delivery. (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.

Policy on Determining Remuneration Amounts and Calculation Methods

Established

## Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Based on the Director Remuneration Council's recommendations, the Company's Board of Directors resolved at the Board meeting held on June 26, 2024 to adopt the following policies for determining the Remunerations of each Director:

### 1. The basic policy

The Remunerations of Directors shall be linked to the value of shareholders in order to clarify management responsibilities and to fully operate as a sound incentive for sustainable corporate growth and increase corporate value over the mid- to long-term. In determining the Remunerations of each Directors, the basic policy shall be to set an appropriate level based on the responsibilities of each position.

To be specific, the Remunerations of an Executive Director consist of fixed monetary remuneration, performance-linked remuneration and non-monetary remuneration (stock options), while the Remunerations of an Independent Outside Director and Non Executive Director, who performs an oversight function independently from the execution of the Company's operations, consist only of fixed remuneration. We establish the Director Remuneration Council, a majority of the member shall be independent Outside Directors, as an advisory body to the Board of Directors, and discusses a system of Director remuneration and each Director's Remunerations based on this system in order to raise independency and objectivity and transparency of the Remunerations of Directors.

### 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 the positions and responsibilities of the Directors 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 and amounts of performance-linked remuneration (including the timing for payment of Remunerations)

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

### 4. Determination of the content, amount, etc. of non-monetary remuneration (including the timing for payment)

Non-monetary remuneration, which is positioned as an incentive over a mid- to long-term period, 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 (based on a vesting period) restricted stock-based remuneration (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

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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 to the Company in related industries and business categories, the Director Remuneration Council shall consider the remuneration ratio by type of Remunerations.

If the target linked to the short-term performance indicators and medium-term management plan is achieved 100%, the approximate ratio (per year) by type of Remunerations shall be as follows (Note).

##### ■ President

Monetary remuneration: Non-monetary remuneration = 3:2. Of the monetary remuneration, the ratio of fixed remuneration to performance-linked remuneration is 5:3. Of the non-monetary remuneration, the ratio of fixed remuneration (RS) to performance-linked remuneration (PSRSU) is 2:3.

##### ■ Senior Managing Executive Director and Managing Executive Director

Monetary remuneration: Non-monetary remuneration = 7:3. Of the monetary remuneration, the ratio of fixed remuneration to performance-linked remuneration is 5:3. Of the non-monetary remuneration, the ratio of fixed remuneration (RS) to performance-linked remuneration (PSRSU) is 2:1.

##### ■ Other Executive Directors

Monetary remuneration: Non-monetary remuneration = 4:1. Of the monetary remuneration, the ratio of fixed remuneration to performance-linked remuneration is 2:1. Of the non-monetary remuneration, the ratio of fixed remuneration (RS) to performance-linked remuneration (PSRSU) is 1:1.

(Note) Of the non-monetary remuneration, PSRSU is paid all at once after the end of the medium-term management plan, but the ratio is calculated on the assumption that it is allocated and paid in each fiscal year.

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

#### 7. Policy on shareholdings of Directors

The Company encourages Executive Directors to hold shares of the Company as follows, from the perspective of further increasing the willingness to contribute to sustainable improvement in corporate value and strengthening value sharing with shareholders and other stakeholders.

##### ■ President

To hold a number of shares equivalent to 3.0 times the monetary remuneration (fixed) by the date (June 27, 2026) on which two years have passed from the establishment of this item or by the date on which five years have passed since assuming office for the relevant position, whichever is later.

##### ■ Other Executive Directors

To hold a number of shares equivalent to 1.0 times the monetary remuneration (fixed) by the date (June 27, 2026) on which two years have passed from the establishment of this item or by the date on which five years have passed since assuming office for the relevant position, whichever is later.

### [Supporting System for Outside Directors]

Outside Directors hold their meetings on a regular basis to exchange information, views and ideas on business operations or corporate governance.

Outside Directors may, at any time when they deem it necessary or appropriate, request Directors and employees to provide explanations or reports or to submit internal documents, and may also, if they deem it necessary, consult with external specialists at the expense of the Company.



## 2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

In order to implement our objectives and policies such as the Company Mission and Management Policy, ROHM consistently pursues the best possible corporate governance, seeking to view things from the perspective of our shareholders and other stakeholders, and realize sustainable growth and mid- to long-term maximization of corporate value. In addition, ROHM has established the ROHM Corporate Governance Policy with the goal of clearly stating our basic stance and policies regarding corporate governance toward sustainable growth of the company and improvement of corporate value over the mid- to long-term, in light of the spirit and objectives of the Tokyo Stock Exchange Corporate Governance Code applied to all listed companies.

ROHM made a transition to a company with Audit and Supervisory Committee at the 61th General Shareholders Meeting on June 27, 2019. This is for the strength of supervision functions by the Board of Directors and improvement of the company value and corporate governance by the Company Director who are Audit and Supervisory Committee having proxy on the Board of Directors.

Based on the ROHM Corporate Governance Policy, we have put in place an appropriate governance structure that enables the Board of Directors to exercise oversight over Directors to ensure the integrity and transparency of the Company's business management. The Board of Directors is consisted of 14 members (7 members are independent Outside Directors), and the Audit and Supervisory Committee is consisted of 4 members (3 members are independent Outside Directors). Independent Outside Directors are more than one third of the Board of Directors, for that reason we can be quick and decisive in making decision after constructive discussion under clear and fair system of the Board of Directors. In addition, from April 1, 2024, Outside Director, Tadanobu Nagumo has been serving as Chairman of the Board of Directors, with a view to promoting the separation of oversight and execution of the Board of Directors and ensuring the effectiveness of supervision of management.

In order to complement functions of the Board of Directors and establish a more flexible management structure which can appropriately and swiftly respond to the rapidly, we introduce Corporate Officer System on September 2019. ROHM also establishes Executive Meeting which is consisted of the Corporate Officers to help the decision of the President and discuss the important execution of duties for practical and efficient decision.

In addition, ROHM establishes the Directors Compensation Committee and the Officer Nomination Council which are consisted more than half of independent Outside Directors each, these are for improvement of independency and objectivity and clearness regarding remuneration and appointment for Directors.

Remuneration system and for Directors and Remuneration for each Director based on this system is discussed by the Directors Compensation Committee. And the result about the Company Director who are not Audit and Supervisory Committee is reported to the Board of Directors and the result about the Company Director who are Audit and Supervisory Committee is reported to the Audit and Supervisory Committee. Also, the Officer Nomination Council discuss the appointments/dismissals of the President, Directors with title and Corporate Officers with title (excluding Senior Corporate Officers) and the individual nominations of Director candidates and the result is reported to the Board of Directors. Both councils are composed of five who are the chairperson, Outside Director, Tadanobu Nagumo, Outside Directors, Peter Kenevan, Fukuko Inoue and Keita Nakagawa, President, Isao Matsumoto.

The Audit and Supervisory Committee decide the audit policy, audit standard and audit plan. And Audit and Supervisory Committee Members audit the legality and compliance of Directors' performance of duties by visiting or remote to each division of the Company and Group companies, research of operations and financial conditions, application of the internal control system in cooperation with internal audit division which is independent from business execution division.

ROHM is under contract with Deloitte Touche Tohmatsu LLC for its accounting audits and internal control audits related to financial reporting and abides by both the Japanese Corporation Law and the Financial Instruments and Exchange Law. ROHM has maintained environment where the auditing organization can perform audits from a fair, unbiased position as an independent third party. At the same time, we have established a system for responding to requests from the audit firm for appropriate action in the event that it discovers any irregularities or points out any deficiencies or problems.

The following are the names of certified public accountants (CPAs) who audited ROHM's accounts for the fiscal year ended March 31, 2024, the number of consecutive years they have been engaged in auditing ROHM and information on the assistants involved in the audits.

CPAs who audited ROHM

Designated limited liability partners (in charge of performing the audits) of Deloitte Touche Tohmatsu: Tomoyuki Suzuki, Akihiro Maeda Major assistants in the audits 10 CPAs and 33 others
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### 3. Reasons for Adoption of Current Corporate Governance System

That's described in detail in "2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)"
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## III. Implementation of Measures for Shareholders and Other Stakeholders

### 1. Measures to Vitalize the General Shareholders Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholders Meeting	ROHM sends out notices of general shareholders meetings up until about four weeks prior to the day of the meetings. Also, ROHM posts it in the Tokyo Stock Exchange, electronic voting platform and our website.
Allowing Electronic Exercise of Voting Rights	ROHM has enabled its shareholders to exercise their voting rights via the Internet from PCs, smartphones and mobile phones.
Participation in Electronic Voting Platform	ROHM has participated in an Electronic Voting Rights Exercise Platform and conducted IR and promotion activities on voting rights exercise via a shareholder identification survey. In addition, Rohm posts relevant information on the website.
Providing Convocation Notice in English	ROHM is providing shareholder meeting notifications in English.

### 2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	Our disclosure policy has been compiled and posted on our website. (English disclosure available)
Regular Investor Briefings for Individual Investors	Briefings for individual investors are held appropriately.
Regular Investor Briefings for Analysts and Institutional Investors	Financial results briefings given by the President and each responsible Director are held twice a year. Video distributions and Q&A scripts are disclosed on our website (English-dubbed videos are also available for overseas corporate investors). ROHM provides securities analysts and corporate investors with information on business results, forecasts and strategies at financial results briefings. In addition to financial results briefings, Public & Investor Relations Division is primarily responsible for handling IR interviews via online, telephone, and in-person visits. Also, the President and each responsible Director attend IR interviews with corporate investors to a reasonable extent in an effort to communicate with shareholders and investors.
Regular Investor Briefings for Overseas Investors	The President and each responsible Director hold a meeting with investors in the US, Europe and all over the world.
Posting of IR Materials on Website	ROHM has an investor relations section on its website that provides a wealth of information including legally stipulated disclosure documents such as financial reports, voluntary information including materials for financial results briefings, materials for briefings for private investors, integrated report, performance trend charts and long-term financial data, an IR calendar and information on paperwork for shareholders.  Japanese: <a href="https://www.rohm.co.jp/investor-relations">https://www.rohm.co.jp/investor-relations</a> English: <a href="https://www.rohm.com/investor-relations">https://www.rohm.com/investor-relations</a>

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Establishment of Department and/or Manager in Charge of IR	ROHM has Public & Investor Relations Division. Corporate Strategy HQ that is responsible for IR activities.
Other	ROHM proactively discloses information to satisfy the needs of investors by accepting interviews by securities analysts and corporate investors and so on. Evaluations and opinions obtained through dialogue with shareholders and investors are reported to the Board of Directors once a quarter to improve management and IR activities.

### 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	<p>The ROHM Group has established the policy to build a good relationship with each of surrounding stakeholders, earn the trust of society, and aim for sustainable development of the Company (ROHM Group Sustainability Policy). We ensure that employees are aware of the ROHM Group Business Conduct Guidelines, which have been established as a fundamental code of ethics for sincere implementation of this policy, to link the policy to action of each one of employees.</p> <p>ROHM Group Sustainability Policy:  <a href="https://csr.rohm.com/sustainability/sustainability_management.html">https://csr.rohm.com/sustainability/sustainability_management.html</a>            ROHM Group Business Conduct Guidelines:  <a href="https://www.rohm.com/company/about-rohm/rohm-group-business-conduct-guidelines">https://www.rohm.com/company/about-rohm/rohm-group-business-conduct-guidelines</a></p>
Implementation of Environmental Activities, CSR Activities etc.	<p><b>【Sustainability Activities】</b>            ROHM's Management Vision is to focus on power and analog solutions and solve social problems by contributing to our customers' needs for "energy saving" and "downsizing" of their products (the Management Vision is targeted to be achieved by FY2030). We have re-identified the priority sustainability issues that need to be resolved to achieve the Management Vision, based on which we have set specific metrics that need to be achieved from the medium-term perspective. These specific metrics have been included in the Medium-Term Management Plan as non-financial objectives (they are targeted to be achieved by FY2025). We have identified the priority sustainability issues by analyzing and verifying the results of external evaluations, the requirements of relevant international guidelines and norms such as ISO 26000, as well as requests received through dialogue with stakeholders inside and outside the Company. We are currently on track to achieve our goals. Moving forward, we will continue to work hard to achieve these non-financial objectives by FY2025, the progress and achievement of which will be reported through our website.</p> <p><b>【Environmental conservation activities】</b>            In April 2021, we formulated the ROHM Group Environmental Vision 2050, and are promoting environmental management in Japan and overseas with the main themes of "climate change," "resource recycling," and "coexistence with nature."            As an initiative for "climate change," we are working to reduce the environmental burden with the aim of "zero greenhouse gas emissions" and "zero emissions" by 2050. The role of semiconductors, ROHM's main product, is becoming more and more important, and it is our major mission to improve the efficiency of "motors" and "power sources," which are said to account for most of the world's electricity consumption. In addition, as one of the concrete measures, in the medium-term management plan "MOVING FORWARD to 2025" announced in May of the same year, 100% renewable energy power source (hydropower, geothermal power, solar power generation, etc.) will be used for all business activities in Japan and overseas in 2050, and in order to accelerate the efforts, we support and join the international environmental initiatives TCFD and RE100, and have obtained SBT 1.5 °C certification. Also, we have introduced renewable energy in the medium-term environmental target 2030 and are systematically promoting the introduction at each base. Under that plan, we</p>

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	<p>believe that it is important to reduce the environmental burden in all business activities such as the production process. In addition, we are working to build an environment friendly business structure, such as making 100% renewable energy at major domestic offices (Kyoto Station Building, Shin-Yokohama Station Building) and main production process of SiC wafer manufacturing.</p> <p>Regarding “resource recycling,” we grasp water risks at each production base and implement measures to reduce the amount of water intake in areas identified as high risk.</p> <p>In addition, regarding the efforts for "coexistence with nature," in order to work more on the conservation of ecosystem, we have built a biotope area and guided tours for biological research in the green space on the ROHM head office grounds.</p> <p>Furthermore, in April 2022, we concluded a partnership agreement with the Shiga Prefectural Government for the "realization of a society of coexistence with nature" with the aim of preserving the ecosystem in cooperation with the local community. In the future, we plan to strengthen public-private partnerships and expand the scope of our activities to the group level.</p> <p>In addition to pursuing zero carbon (net zero CO2 emissions) and zero emission of waste based on the three themes of “climate change,” “resource recycling,” and “coexistence with nature,” ROHM will promote business activities in harmony with natural cycles to protect biodiversity.</p> <p>Information on ROHM’s CSR initiatives: <a href="https://csr.rohm.com/">https://csr.rohm.com/</a>  Information on ROHM’s environment initiatives: <a href="https://csr.rohm.com/environment/">https://csr.rohm.com/environment/</a></p>
Development of Policies on Information Provision to Stakeholders	<p>ROHM’s policies on information disclosure to stakeholders are outlined in the Disclosure Policy and in-house rules on information disclosure including the requirements for fairness and legal compliance. We provide information in an appropriate and timely manner, guided by Information Handling Officers and the Disclosure Review Board centered around information management officers who control insider information.</p>
Other	<p>We believe that, in order for wide-ranging talented human resources to work with vigor and vitality, the major premise is that an environment in which employees are healthy both physically and mentally and can work with security. In addition to prevention of harassment at the workplace, etc., we ensure health of each employee by proactively investing in health of employees to revitalization of the organization so that their physical and mental health is not ruined. And we will set indicators for “employee engagement score” to make fixed-point observations about whether we are a company where employees can work with vigor and vitality.</p> <p>Furthermore, we have introduced various systems so that each employee can flexibly work to suit their own lifestyle and life stage. As well as enhancement of childcare and nursing care leave, we also focus on creating an environment in which employees can continue working safely through a work-from-home system, a workplace relocation program, and so forth. We will continue to provide an environment where people can choose a way of working that adapts to their individual values.</p> <p>Recognized for such activities toward the creation of a comfortable working environment and the maintenance and improvement of physical and mental health, ROHM was selected as a 2024 Certified Health &amp; Productivity Management Outstanding Organization “White 500” for the seventh straight year.</p> <p>Approach to Health:  <a href="https://csr.rohm.com/human-capital/safety-health.html#anc-06">https://csr.rohm.com/human-capital/safety-health.html#anc-06</a>  Enhancement of Job Satisfaction:  <a href="https://csr.rohm.com/human-capital/work-environment/improvement.html#anc-02">https://csr.rohm.com/human-capital/work-environment/improvement.html#anc-02</a></p>

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## IV. Matters Related to the Internal Control System

### 1. Basic Views on Internal Control System and the Progress of System Development

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:

- (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. In addition, ROHM Group will promote the management focusing on sustainability as stated in the ROHM Group Sustainability Policy by 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 enable the Board of Directors to exercise oversight over 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. In addition, a reporting channel through which such internal audit division can directly report to the Board of Directors and the Audit and Supervisory Committee in the event of a Director's misconduct shall be put in place.
- (2) System to save and control information related to Directors' performance of duties
  - a. Decisions regarding Directors' performance of their duties, such as the minutes of general shareholders meetings, the minutes of the meetings of the Board of Directors, executive proposals, business plans for individual fiscal years, etc., should be saved in writing. The documents should be saved and controlled in compliance with all applicable laws and regulations as well as all in-house regulations.
  - b. The directions and notices provided to Group companies or in-house divisions concerned shall be issued in writing 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 hygiene, the environment, information security, 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. ROHM had established Risk

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Management and Business Continuity Policy, 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, a Risk Management Office should be established in the General Affairs Division. 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”, etc. 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 who have executive power 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 the 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 cope with proprietary laws and regulations in a proper manner, each management system under the umbrella of 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 of company information, individual sections and divisions should properly control insider information in accordance with internal 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 umbrella of 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.

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- Furthermore, the Company monitor appropriateness of their business executions by properly appointing Directors and Auditors, etc. 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, etc.) and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities, to discover any illegal conduct of Directors, Auditors, etc. of group companies and to prevent 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 Company Director who are Audit and Supervisory Committee) 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. Each meeting that operates each management system under the umbrella of the EHSS General Committee should be attended by full-time Audit and Supervisory Committee Member as observers, 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 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 Division of the Company 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.

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- 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.

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

- a. 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”, etc. but also thoroughly ensures that they act according to such Guidelines.
- b. 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.
- c. 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.
- d. The Company establish 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

- a. 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.
- b. ROHM has established the "ROHM Group Health and Productivity Management Declaration" and is taking global measures to maintain and improve the health and psychological safety of all Group employees, as well as to revitalize the organization by enhancing employee vitality and productivity, among others.
- c. On the back of increasingly sophisticated and elaborate cyber-attacks and the situation where the frequency is increasing, security measures are implemented on a continuous basis, for example, by alerting through internal notifications and providing education on information security to all employees, taking actions to prevent information leaks, and utilizing software that instantaneously detects the occurrence of an incident and informing precautions in the use of generative AI.
- d. To ensure appropriate confidential information management, the ROHM Group has created and is operating a framework for confidential 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.

(3) Subsidiary management system

- a. ROHM Group manages Group companies by operating the system that requires deliberations 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.
- b. 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
- a. The regular meetings of the Board of Directors are held according to the annual plan and extraordinary meetings of the 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.
  - b. 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.
  - c. In the Executive Meeting, the Company deliberate primary management policies, plans, and business operations in order to assist the President's decision-making.
  - d. 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
- a. Such Audit and Supervisory Committee members attend not only the meetings of the Board of Directors but also other important meetings such as those of the EHSS General Committee, etc. to offer opinions as needed.
  - b. Such selected members interview each division of the Company and audit Group companies by visit and confirm the legality and compliance of business operations.
  - c. Such selected members regularly exchange information and opinions with Directors, accounting auditors and internal auditing divisions to improve effectiveness of auditing.

## 2. Basic Views on Eliminating Anti-Social Forces

As one of the most important policies, ROHM strictly prohibits its association with antisocial forces such as organized crimes, corporate extortionists, antisocial political groups, gang-related companies, and antisocial activist groups and individuals.

As a corporate effort to eradicate antisocial groups, a Risk Management Office should be established in the General Affairs Division. 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 are communicated to all employees through various in-house training sessions.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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#### Supplementary Explanation

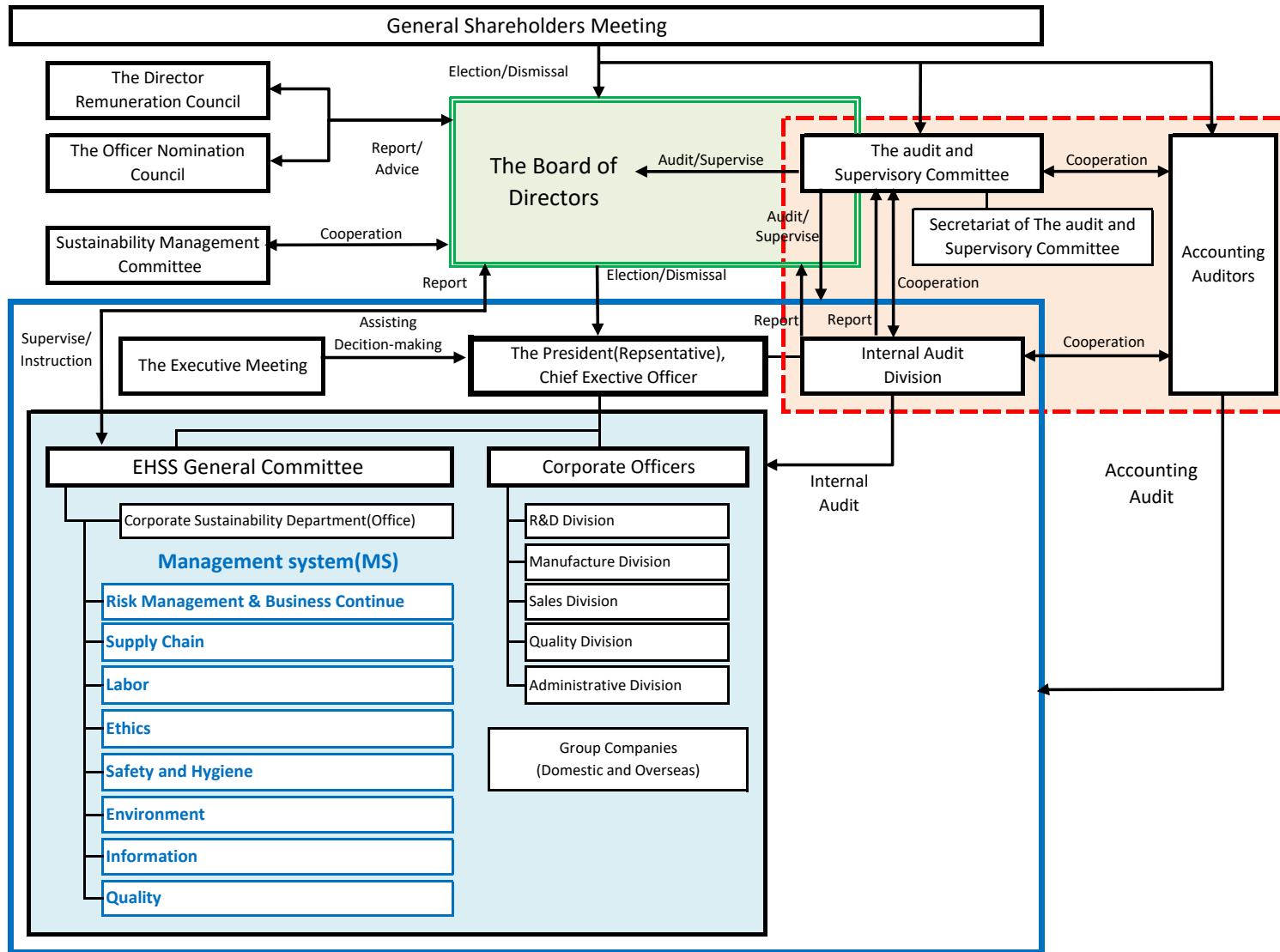
As for so-called takeover defenses, the Company believes that the best strategy is to achieve a higher stock price as well as to gain, to the fullest extent, the confidence of its shareholders by mutual communications through ongoing and comprehensive investor relations activities. And if a takeover 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.

If our Company's shares are made tender offer, we will ask the Tender Offeror to explain the measures to improve the corporate value of the Group and explain the Company's approach. In addition, when implementing capital policies that bring about changes in controlling interest and large-scale dilution, we will thoroughly consider the necessity and rationality so as not to unduly harm existing shareholders, and ensure appropriate procedures. At the same time, we will explain our way of thinking.

### 2. Other Matters Concerning to Corporate Governance System

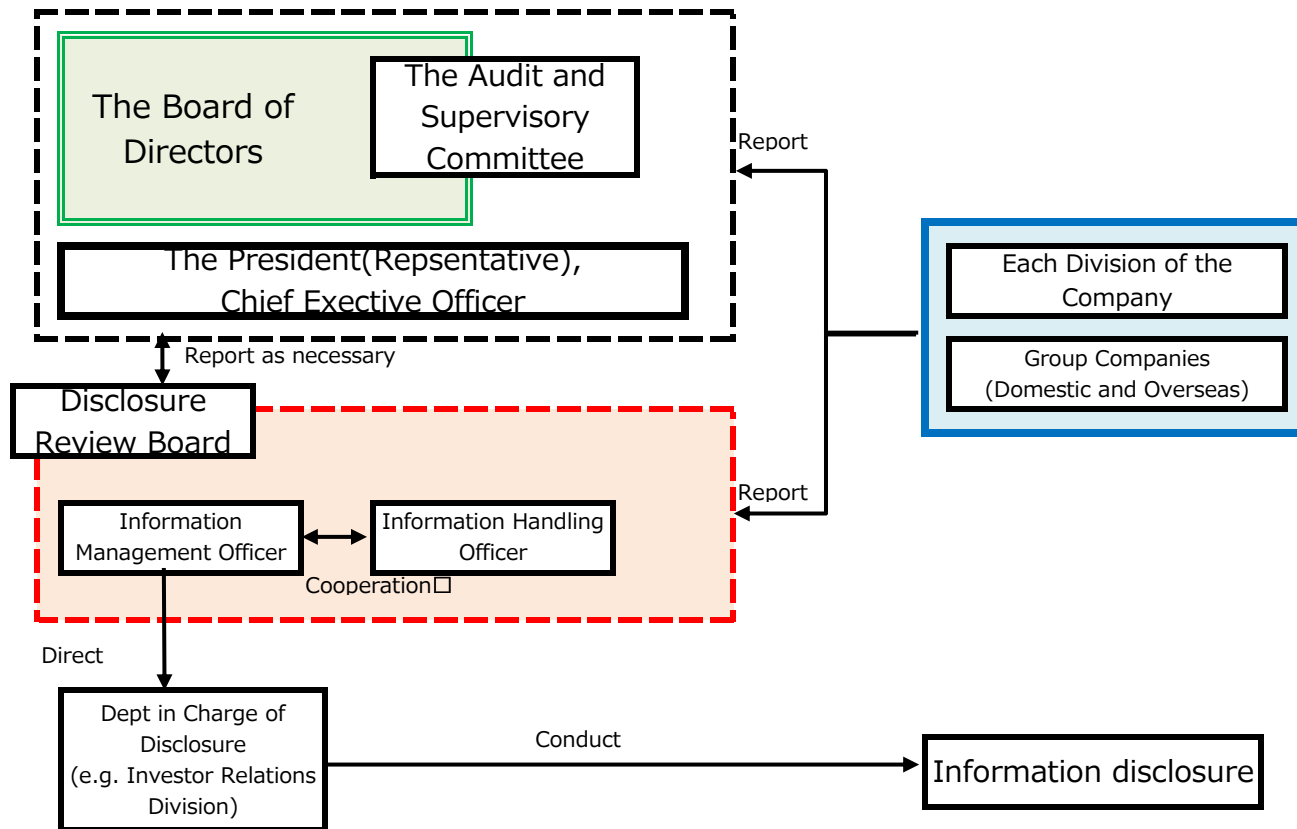
- (1) The corporate governance system of ROHM is shown as "Corporate Governance Figures" in Attachment No.1.
- (2) The current state of ROHM's internal system on the timely disclosure of corporate information is shown as "Schema of internal system for timely disclosure" in Attachment No. 2.  
ROHM Co., Ltd. appropriately manages and discloses information in a timely manner by instructing internal departments and group companies to ensure thorough information management, and by making efforts to educate and enlighten employees through the dissemination of employee conduct standard and the implementation of in-house training based on company regulations (including Regulation on Prevention of Insider Trading, Regulation on Information Disclosure Procedures, and Regulation for Management of Confidential Information). Information in regards to decisions made of important matters and facts which occurred for important matters is judged by Information Handling Officers and the Disclosure Review Board centered around information management officers who control insider information as to whether the said information is relevant to items stipulated in the rules on timely disclosure or not. And if it is such, the Information Handling Officers promptly take the necessary steps to ensure the timely disclosure through the Public & Investor Relations Division, and post disclosed information on ROHM's website, bearing in mind to make the utmost efforts to publicize information as best we can.
- (3) The implementation status of ROHM for the principles established in the Corporate Governance Code is shown in Attachment No.3 "Corporate Governance Code Implementation Status Table".

## Attachment No.1 Corporate Governance Figures



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## Attachment No.2 Schema of internal system for timely



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Attachment No.3: Corporate Governance Code Implementation Status Table

Based on the revised code of June 2021.

CG code		Implementation status			Place of description (Information as of the submission date)						
Basic principle	Principle	Supplemental principle	comply	Explain	ROHM CG Policy	CG Report	Others				Website
							Integrated report	Securities report	Medium-term Management plan	Notice of General Shareholders Meeting	
Chapter 1. Securing the Rights and Equal Treatment of Shareholders	1-1 Securing the Rights of Shareholders	-	✓		3-1						
		①	✓		4-5						
		②	✓		13-1		○	○			<a href="#">Business Foundation / Corporate Governance</a>
		③	✓		3-1						
	1-2 Exercise of Rights at General Shareholders Meeting	-	✓		4-1					○	
		①	✓		3-2					○	<a href="#">Investor Relations / Shareholders Meeting</a>
		②	✓		4-3-(1)(2)	III-1.				○	<a href="#">Investor Relations / Shareholders Meeting</a>
		③	✓		4-2					○	<a href="#">Investor Relations IR Calendar</a>
		④	✓		4-3-(3)(4)	III-1.				○	<a href="#">Investor Relations / Shareholders Meeting</a>
	⑤	✓		4-4							
	1-3 Basic Strategy for Capital Policy	-	✓		5		○				
	1-4 Cross-shareholdings	-	✓		6-1	I-1.		○			
		①	✓		6-2						
	1-5 So-called Anti-Takeover Measures	-	✓		-	V-1.		○		○	
①		✓		-	V-1.						
1-6 Capital Policy that May Harm the Interests of Shareholders	-	✓		-	V-1.						
1-7 Related Party Transactions	-	✓		7	I-1.						
Chapter 2. Appropriate Cooperation with Stakeholders Other Than Shareholders	2-1 Establishment of management philosophy that will be the basis for improving corporate value over the medium to long term	-	✓		8-1		○	○		○	<a href="#">About ROHM / Company Mission</a>
	2-2 Establishment and Implementation of a Code of Conduct	-	✓		8-1		○				<a href="#">About ROHM / ROHM Group Business Conduct Guidelines</a>
		①	✓		8-2						
	2-3 Sustainability Issues such as Social and Environmental Problems	-	✓		9-1		○			○	<a href="#">Sustainability</a>
		①	✓		9-1		○			○	<a href="#">Sustainability</a>
	2-4 Ensuring In-house Diversity, Including Promoting the Active Participation of Women	-	✓		9-2		○				<a href="#">Diversity Development</a>
①		✓		-	I-1.	○	○	○		<a href="#">Diversity Development</a>	
2-5 Whistleblowing	-	✓		10-1			○			<a href="#">Business Foundation / Whistleblowing System</a>	
	①	✓		10-2			○			<a href="#">Business Foundation / Whistleblowing System</a>	
2-6 Roles of Corporate Pension Funds as Asset Owners	-	✓		11	I-1.						
Chapter 3. Ensuring Appropriate Information Disclosure and Transparency	3-1 Complete Information Disclosure	-	✓		12-2	I-1.					
		(i)	✓		12-2-(1)	I-1.	○		○		<a href="#">About ROHM / Company Mission</a>
		(ii)	✓		12-2-(3) 2	I-1.	○				<a href="#">Business Foundation / Corporate Governance</a>
		(iii)	✓		12-2-(4)	I-1, II-1.	○				<a href="#">Business Foundation / Corporate Governance</a>
		(iv)	✓		12-2-(5)	I-1, II-1.	○				<a href="#">Business Foundation / Corporate Governance</a>
		(v)	✓		12-2-(6)	I-1, II-1.	○			○	<a href="#">Business Foundation / Corporate Governance</a>
		①	✓		12-1	III-3.					
		②	✓		4-3-(3)					○	<a href="#">Investor Relations</a>
	③	✓		12-2-(2)	I-1.	○				<a href="#">Climate Change Measures</a>	
3-2 External Independent Auditors	-	✓		-	II-2.		○				
	①	✓		-			○		○		
②	✓		-	II-2.		○					

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Basic principle	CG code		Implementation status		Place of description (Information as of the submission date)							
	Principle	Supplemental principle	comply	Explain	ROHM CG Policy	CG Report	Others				ROHM CG Policy	
							Integrated report	Securities report	Medium-term management plan	Integrated report		
Chapter 4. Responsibilities of the Board	4-1	Roles and Responsibilities of the Board of Directors (1)	-	✓		13-4						
			①	✓		13-3	I-1.					
			②	✓		13-5		○		○		<a href="#">Investor Relations Materials for Financial Results Briefing</a>
			③	✓		13-7						
	4-2	Roles and Responsibilities of the Board of Directors (2)	-	✓		13-2 16-1	II-1, II-2.	○	○			
			①	✓		16-5	II-1.	○	○			
			②	✓		9-1 13-6	I-1.	○				<a href="#">ROHM Group's Sustainability CSR Management</a>
	4-3	Roles and Responsibilities of the Board of Directors (3)	-	✓		13-2 7-2	IV V-2.		○		○	
			①	✓		17-1		○				
			②	✓		17-2		○				
			③	✓		17-2		○				
			④	✓		13-8	IV-1.	○	○		○	
	4-4	Roles and Responsibilities of the Board of Directors (4)	-	✓		15-3,4	II-2.	○				
			①	✓		14-2 17-4	II-1.		○			
	4-5	Fiduciary Responsibilities to Shareholders such as Directors and Corporate Auditors	-	✓		15-1						
	4-6	Supervision and Execution of Management	-	✓		15-2		○				
	4-7	Roles and Responsibilities of Independent Outside Directors	-	✓		15-2		○				
	4-8	Effective Utilization of Independent Outside Directors	-	✓		14-1	II-1.	○	○		○	<a href="#">About ROHM Organization</a>
			①	✓		15-5						
			②	✓		15-5			○			
③					Not applicable							
4-9	Qualifications and standards for judgment of independence of independent Outside Directors	-	✓		14-3	I-1, II-1.		○		○	<a href="#">Independence Standards for Outside Officers</a>	
4-10	Utilization of Arbitrary Mechanism	-	✓		13-2	II-2, II-3.	○	○				
		①	✓		16-2 17-1	I-1.	○	○				
4-11	Prerequisites for Ensuring the Effectiveness of the Board of Directors and the Board of Corporate Auditors	-	✓		14-2 19-4					○		
		①	✓		17-1	I-1.	○			○		
		②	✓		18	I-1.	○	○		○		
		③	✓		19-4	I-1.	○					
4-12	Activation of Deliberation in the Board of Directors	-	✓		19-2							
		①	✓		19-1	I-1.						
4-13	Information Acquisition and Support System	-	✓		19-3	II-1.						
		①	✓		19-3	II-1.						
		②	✓		19-3	IV-1.		○		○		
		③	✓		13-9	II-1.		○			<a href="#">Business Foundation Corporate Governance</a>	
4-14	Training for Directors and Corporate Auditors	-	✓		20-1							
		①	✓		20-1							
		②	✓		20-2	I-1.						
Chapter 5. Dialogue with Shareholders	5-1	Policy concerning constructive dialog with shareholders	-	✓		21-1	I-1, III-2.					
			①	✓		21-2	III-2.					
			②	✓		21-3						
			③	✓		-						
	5-2	Formulation and Publication of Business Strategies and Business Plans	-	✓		13-5,6	I-1.			○		<a href="#">Investor Relations Materials for Financial Results Briefing</a>
①			✓		13-5,6				○		<a href="#">Investor Relations Materials for Financial Results Briefing</a>	

Note: The original version of this report is written in Japanese. In the event of any discrepancies in words, figures, or the like between this report and the original, the original Japanese version shall govern. The original version of this report can be seen at the website of Tokyo Stock Exchanges.