

## Discussion with Outside Directors

Aiming to further enhance governance to become a major global player

Peter Kenevan  
Member of the Board (Outside)

Tadanobu Nagumo  
Member of the Board (Outside)

### How do you evaluate the Board of Directors at ROHM? And what matters left a particular impression on you over the past year?

**Nagumo** ROHM is actively continuing capital expenditure in the current Medium-Term Management Plan, and I have received various explanations at Board of Directors meetings. However, increased global demand for semiconductors has led to rising semiconductor-related capital investment costs. I believe that it is important to keep investment costs low so that we can start small and grow big, but I am concerned that outside directors are not able to easily see whether this is happening as expected.

**Kenevan** I was in charge of consulting at McKinsey & Company for 25 years and have seen the value chains of various industries including the semiconductor industry. Because investment and M&A can veer off course without sound strategies and tactics, I hope that we can debate targets, tactics, and methodology with other directors to make decisions and also maintain transparency. At the Board of Directors, internal directors including President Matsumoto listen carefully to what outside directors have to say and conduct lively debate, but I think that two issues remain. Firstly, I believe that the importance of each topic does not match the time allocated for debate. For example, when discussing plant construction, there are times when debates on the involvement of tens of billions of yen only last a short time, and discussions are focused on other smaller details. Secondly, I hope that the Board of Directors can promote governance with a greater awareness on the

opinions of third parties and shareholders, such as topics that come up via IR activities and queries from investors.

**Nagumo** As Mr. Kenevan says, the Board of Directors meetings are extremely open and encourage free debate. Every outside director can speak their mind and directors on the executive side listen to what they have to say. I also think that more time should be allocated to discussing the fundamentals of corporate management, rather than details. However, executive directors have already adequately discussed important matters before the Board of Directors meetings are held. That is why detailed points that may have been missed are brought up for debate at the Board of Directors meetings, and I believe that is the reason President Matsumoto dedicates time to them. Outside directors can also participate in the Executive Meeting as observers, and I know that a significant amount of debate is given over to such matters. That is why questions at Board of Directors meetings focus on specific points.

### ROHM has set a goal of becoming a major global player by 2030. What do you think your role is in helping to achieve this goal? Also, what expertise will the Board of Directors require, and what issues should it tackle?

**Kenevan** I hope that I can help ROHM achieve this grand goal of becoming a major global player by turning it into concrete action, rather than simply spouting clichés. Can ROHM currently be considered a major global player? Well, this is partially true in terms of production and development, but perhaps not in terms of key account management overseas (that is, managing and developing major customers). Even over the course of a year, I do not think that the Board of Directors has adequately discussed the issues we face in getting closer to becoming a major global player. Because the definition of a “major global player” differs by person, we might need several definitions of a major global player that are unique to ROHM. The target of becoming a “one-trillion-yen company” touted in the Medium-Term Management Plan and our goal of becoming one of the top three companies in certain product categories are some examples of this definition.

**Nagumo** Aiming to become a one-trillion-yen company is also important for achieving our goal of becoming a major global player. Because there are limits to what we can achieve in the domestic market, we must succeed overseas. This means securing and developing overseas human capital and moving swiftly.

**Kenevan** Although our Board of Directors is already quite diverse, I believe that achieving this over the entire company, and promoting the utilization of overseas human capital in particular, will be the key to becoming a one-trillion-yen company that moves swiftly. Because Ms. Inoue, who joined us in June 2023, and Ms. Muramatsu are both experts in global HR, I have great hopes for their future endeavors. Each of our outside directors excels in a specialized field. Mr. Nagumo worked in top management for many years, and I have accumulated career experience in overseas consulting and strategy. Others are well-versed in fields such as law and accounting. I believe that there is a good balance of the expertise required by the Company.

**Nagumo** As Mr. Kenevan stated, our Board of Directors has a good spread of skills and outside directors ask questions and give opinions based on the perspective of their expertise. With the selection of three new outside directors, the number of Audit and Supervisory Committee members decreased and outside directors who are not Audit and Supervisory Committee members increased, and we debated this matter. This time, the Officer Nomination Council simply approved a proposal from the Company. But as I have been appointed to chair the Officer Nomination Council, I hope to make the selection process more open and run the council with a focus on preliminary interviews and the exchange of opinions with candidates.



ROHM has a clear strategy for a path to victory in, such fields as power devices and SiC.

It is important to invest for the future without fear and continue taking on new challenges.



#### What do you think about the human capital strategy at ROHM, such as the development of global talent?

**Nagumo** Of course global talent can play an active role overseas, but since the Company has subsidiaries overseas, we can also entrust work to outstanding local human capital. It is important to put local recruits in top positions at overseas subsidiaries and support them with global talent that can conduct management well. I have experience in establishing and managing a company in the Philippines, and I felt that compassion and appreciation are important no matter where in the world we are. I believe that overseas human capital refers to such people who can respect the local culture and feelings.

**Kenevan** This is a topic that we are currently discussing at the Board of Directors, but I believe that in order to utilize overseas human capital, the top management of ROHM must be globalized first. Because there are young and extremely talented executives, it is important to give them experience overseas and promote diversification. ROHM has excellent corporate DNA and the polite and delicate culture of ROHM has been utilized in human capital development in the past. However, in communication overseas, various discrepancies naturally arise. In the future, the Company must be aligned with communication styles and culture found overseas, while preserving the good points and what makes up ROHM. Although this will be a particularly great challenge for top management, I believe that Mr. Nagumo's experience in the Philippines and my experience in Japan will be able to help ROHM's globalization.

#### What will be required for governance to support the continued growth of ROHM?

**Kenevan** In terms of governance, I believe that there is no need to make a distinction between Japan and overseas. Companies have rules, people have roles and things they must achieve. For example, the Board of Directors must debate and make decisions by carefully considering the information it receives. This is the same all over the world. Global governance is an extension of current governance enhancement, which aims to improve transparency and communication. It is important that overseas human capital with a common understanding of governance enters the same circle of governance. In addition to skill and experience, this human capital requires capabilities and personal qualities, such as consideration, appreciation, and a sense of responsibility. It is also important to maintain a stance of wanting to better the company and have a mindset that enables flexible thinking that does not reject new ideas. Since Mr. Matsumoto was appointed President of ROHM, a culture of wanting to better the Company has been established, so I hope that the Company will have the courage to expand its circle to gradually encompass foreign nationals.

**Nagumo** Everyone is trying to achieve the targets set by their companies, whether financial or non-financial, but what is normal for their company may be abnormal outside the company, and something done for the good of the company may sometimes be seen as being against common sense in the current world. For example, the scores of middle management may not improve in engagement surveys because top management evaluate them too strictly.

This can be improved simply by thinking about how to increase employee satisfaction, so I believe that everyone including top management needs to learn about proper governance. I hope that we outside directors can also discuss these points with middle management in the future as the systems are reformed.

#### What issues do you think ROHM should tackle as it aims to become a major global player?

**Nagumo** The world currently has a negative outlook and is tending to take unassertive way of thinking about things. ROHM must avoid doing this and do what must be done for the future. It is important to invest without fear, be more proactive toward development investments, and be so encouraging of taking on new challenges as to allow failures. When it seems that the world economy may falter is the time to have the courage to step forward and do things that competitors may not.

**Kenevan** Although we tend to focus on the results in front of us, we need to take a step back and look at the industry as a whole. Because ROHM is smaller than its competitors, its position will become quite weak if the industry consolidates over time. In the world of semiconductors, scale is key. Although the Company currently handles product categories where scale is not such an issue, investments must be made in construction of manufacturing sites, human capital recruitment for development centers, and even M&A in some cases to gain an advantage in terms of scale. Because investors also ask questions about quarterly performances while silently wondering whether the company is

growing and how it will develop the capital they invested, I believe that aiming to become a major global player in the medium to long term, a strategy to expand the Company, is best.

**Nagumo** In the tire industry that I was a part of, the big three players are so dominant that other companies cannot even hope to compete in the market for passenger vehicles. The company I was at specialized in tires for agricultural machinery, a niche yet essential field. It acquired companies in places such as India and Sweden, and was able to build an unprecedented portfolio which led to its success. As Mr. Kenevan said, although ROHM cannot best its competitors in terms of scale, I believe it is important to utilize its distinguishing features and create advantages that are second to none.

**Kenevan** Precisely. Whether it be investment in manufacturing sites or M&A, there must be a clear strategy or path to victory. Fortunately, ROHM has such clarity. It is correct to focus on power devices, devices for various applications, and SiC technology. It is also important to consider how to control the supply chain, increase the appeal of products, and clearly decide what not to do. ROHM is currently in the middle of preparing investments for organic growth and M&A, and the Board of Directors bears the heavy responsibility for investment decisions. The Company is considering M&A responsibly and strategically and will tactically conduct negotiations and implement action plans to secure the human capital needed after making acquisitions, and I hope that the Board of Directors will help to promote these efforts in a disciplined manner.



# Corporate Governance

## Our Basic Policy

ROHM strives to pursue the best possible corporate governance in order to achieve our purposes and policies such as the Company Mission and the Basic Management Policy.

We believe that our corporate operations and actions must be rooted in fairness, soundness, and transparency, based on the recognition that ROHM is supported by all of our stakeholders.

Based on an accurate understanding of the capital cost of the Company from a stakeholder perspective, we have stated that the basic idea of corporate governance is to maximize sustainable corporate growth and medium- to long-term corporate value, and we are working to enhance corporate governance.

## Basic Policy

- To properly cooperate with all stakeholders, including shareholders, and appropriately consider and respond to issues in sustainability management, including ESG (Environmental, Social, and Governance) factors.
- To respect the rights of shareholders, secure their equal treatment, and engage in constructive dialog with shareholders who share the mid- to long-term perspective.
- To disclose corporate information in a timely and appropriate manner as a part of ensuring our transparency.
- 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.

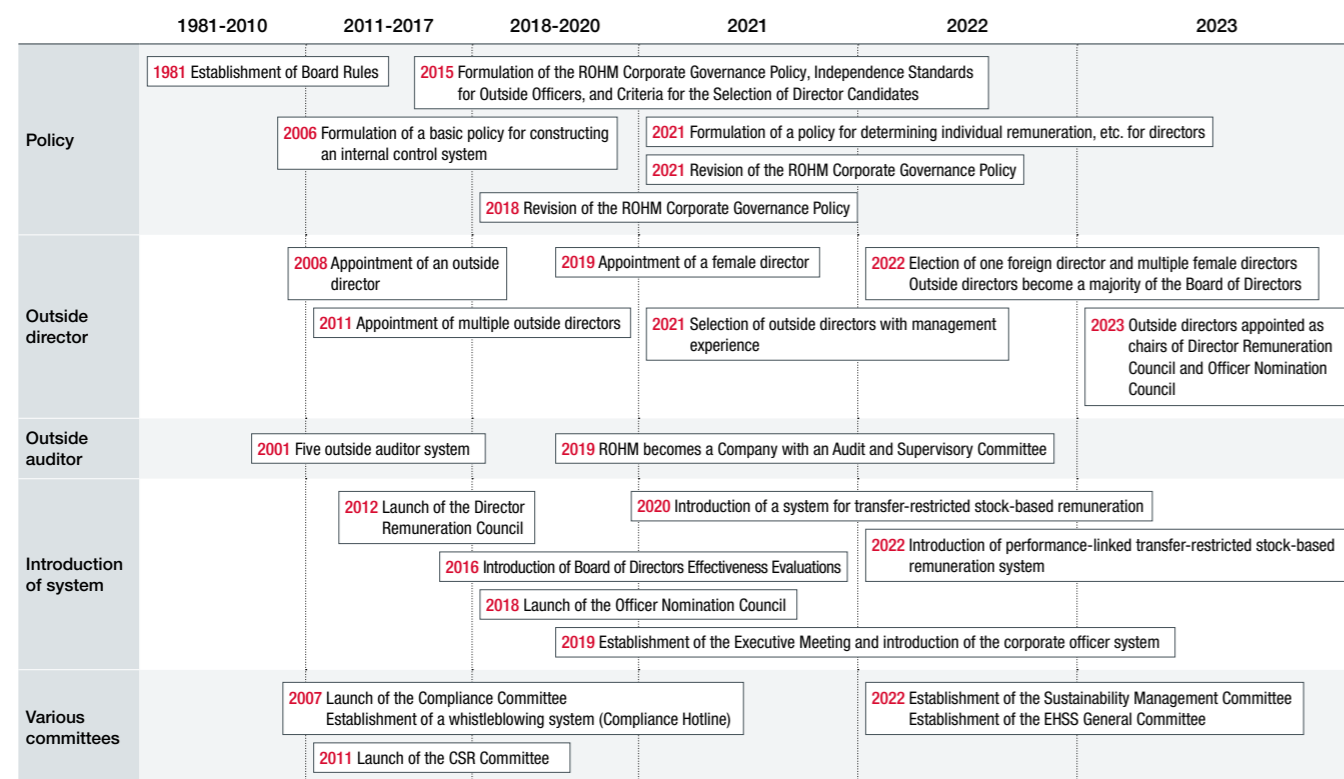
ROHM Group's Corporate Governance  
<https://csr.rohm.com/foundation/governance/about.html>

## Change through Governance Reforms

ROHM regards corporate governance as one of the most important management issues and has been working toward its reform and strengthening. In 2019, we transitioned to a company with an Audit and Supervisory Committee, strengthened our monitoring functions via measures such as introducing a corporate officer system, and worked to create an organization that will allow for more flexible

decision-making. We also established the EHSS General Committee in charge of operating eight management systems and built a governance system on the executive side. Furthermore, we are striving to enhance governance by promoting diversity on the Board of Directors and ensuring that the Board of Directors consists of a majority of outside directors to ensure objectivity and transparency.

## Change through Governance Reforms

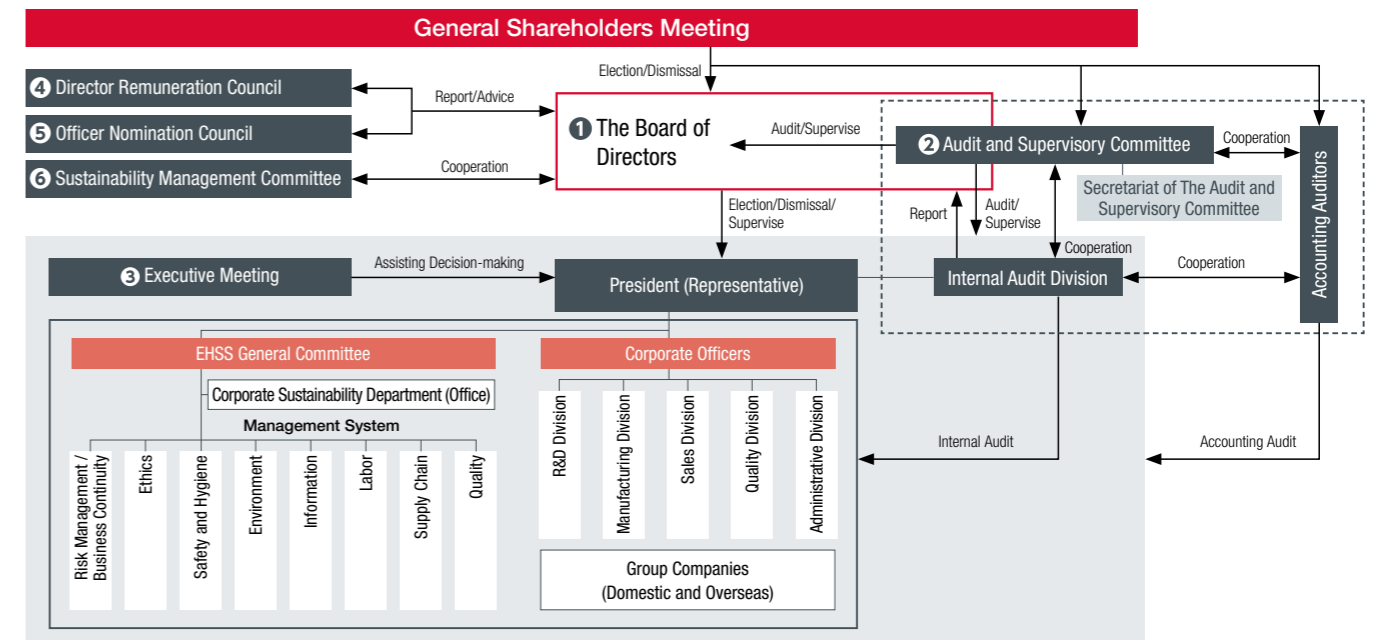


## Corporate Governance System

ROHM has established an appropriate governance system based on the ROHM Corporate Governance Policy and ensures fairness and transparency in management.

The Director Remuneration Council and Officer Nomination Council have been established as advisory bodies to the Board of Directors to increase our independence, objectivity, and transparency.

Furthermore, ROHM has established the Executive Meeting to strengthen the executive side, as a body assisting the President (Representative) in decision-making. ROHM is also working to enhance governance via efforts such as coordinating between the management side (Board of Directors and Sustainability Management Committee) and executive side (EHSS General Committee) by clarifying their roles.



## Functions and Members of Each Organization

Organization	① Board of Directors	② Audit and Supervisory Committee	③ Executive Meeting
<b>Main functions</b>	The Board of Directors provides strategic corporate direction under a transparent and fair system in order to achieve sustainable growth for the Company and improve its corporate value. It makes management decisions based on the diverse experience and expertise of its members, and also supervises business execution. It is chaired by the President (Representative).	The Audit and Supervisory Committee establishes audit policies, standards, and plans, audits the legality and appropriateness of the directors' execution of duties, and coordinates with the Internal Audit Division, an independent organization from business execution, to audit the entire Group. It consists of four members, including experts in finance, accounting, and legal affairs.	The Executive Meeting, consisting of corporate officers, deliberates important matters related to the management of the ROHM Group, such as the execution of strategies related to the business portfolio and the allocation of management resources such as investments in human capital and intellectual property. In this way, the Executive Meeting assists the President (Representative) in decision-making.
<b>Structure</b>	13 directors (of which 7 are outside directors)	4 Audit and Supervisory Committee members (of which 3 are outside directors)	17 corporate officers (of which 5 are directors)
<b>Number of times held in FY2022</b>	15 times	13 times	21 times
Organization	④ Director Remuneration Council	⑤ Officer Nomination Council	⑥ Sustainability Management Committee
<b>Main functions</b>	The Director Remuneration Council discusses the remuneration system for directors and the remuneration of each director based on this system, and reports the results of discussions to the Board of Directors and the Audit and Supervisory Committee. It is chaired by an independent outside director.	The Officer Nomination Council discusses the appointment and dismissal of the Company's President and any director or corporate officer with titles, as well as the nomination of director candidates, and reports the results of discussions to the Board of Directors. It is chaired by an independent outside director.	The Sustainability Management Committee decides on sustainability policies, aims, and long-term targets, applies these in the EHSS General Committee, and builds a framework for their implementation. It also deliberates important matters related to the sustainability management issues of the ROHM Group and coordinates with the Board of Directors to ensure appropriate decision-making.
<b>Structure</b>	5 directors (of which 4 are outside directors)	5 directors (of which 4 are outside directors)	5 directors (of which 1 outside director)
<b>Number of times held in FY2022</b>	3 times	3 times	12 times

## Role of the Board of Directors/Reasons for Selecting Directors

### Reasons for Selecting the Nine Directors Who Are Not Audit and Supervisory Committee Members and Meeting Attendance in FY2022

Name	Reasons for selection	Number of shares held (as of Mar. 31, 2022)	Meeting attendance in FY2022			
			Board of Directors	Audit and Supervisory Committee	Officer Nomination Council	Director Remuneration Council
Isao Matsumoto	Isao Matsumoto uses his abundant knowledge and experience from his time in Business Units as well as a global perspective gained from experience overseas and contributes to improving the corporate value of the ROHM Group with strong leadership as President, and was therefore deemed suitable as a Director.	6,248	15/15	-	3/3	3/3
Katsumi Azuma	Katsumi Azuma has attained an abundant knowledge and experience in quality improvement and production engineering primarily through duties in production sections of semiconductors and electronic components, and he has superior ability in controlling and promoting business strategically, and was therefore deemed suitable as a Director.	4,359	15/15	-	-	-
Kazuhide Ino	Kazuhide Ino has attained an abundant knowledge and experience through the duties in technology development sections of power devices and financial experience in corporate management. In addition, from the perspective of both axes in conjunction with business operations, he has superior ability to promote business of the ROHM Group, and was therefore deemed suitable as a Director.	2,403	15/15	-	-	-
Tetsuo Tateishi	Tetsuo Tateishi has attained highly specialized expertise and abundant experience as a developer, and he is familiar with a broad range of IC technologies and he has superior ability in carrying out the ROHM Group's business strategically as CTO (Chief Technology Officer), and was therefore deemed suitable as a Director.	2,024	15/15	-	-	-
Koji Yamamoto	Koji Yamamoto has superior ability in carrying out business in the ROHM Group's sustainability, supply chain management (SCM), and risk management areas based on an abundant knowledge and experience through the duties in development and production sections, and was therefore deemed suitable as a Director.	2,731	15/15	-	-	-
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 business execution from an independent standpoint, and to provide advice on management on a wide range of issues from an international and practical perspective, and was therefore deemed suitable as a Director.	500	15/15	-	3/3	3/3
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 Business Manager of a company that operates globally. He is expected to contribute to further strengthening oversight of business execution from an independent standpoint, and to provide advice on management on a wide range of issues from an international and practical perspective, and was therefore deemed suitable as a Director.	0	12/12	-	-	-
Kuniko Muramatsu	Kuniko Muramatsu has work experience at a foreign semiconductor company. In addition, she has a wide range of knowledge and insight, nurtured through establishing and managing her own company aiming to build a foundation for a sustainable society, as well as through an extensive track record and background as an advisor in enhancing corporate ethics and promoting sustainability and diversity. She is expected to contribute to further strengthening oversight of business execution from an independent standpoint, and to provide advice on the sustainability-focused management, which is the ROHM Group's primary focus, and was therefore deemed suitable as a Director.	100	12/12	-	-	-
Fukuko Inoue	Fukuko Inoue has hands-on experience with 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 business execution from an independent standpoint, and to provide advice on the human capital management, which is the ROHM Group's primary focus, and was therefore deemed suitable as an Outside Director. Though she has never previously engaged in company management in any way other than as an outside officer, we deemed her capable of performing duties adequately as an Outside Director for these reasons.	0	-	-	-	-

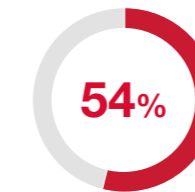
### Reasons for Selecting the Four Directors Who Are Audit and Supervisory Committee Members and Meeting Attendance in FY2022

Name	Reasons for selection	Number of shares held	Meeting attendance in FY2022			
			Board of Directors	Audit and Supervisory Committee	Officer Nomination Council	Director Remuneration Council
Masahiko Yamazaki	Masahiko Yamazaki has attained an abundant knowledge and experience through duties in administration sections such as general affairs, human resources and legal affairs and he has a proven track record of overall management of ROHM Group's Administration sections for many years and he was therefore deemed suitable as a director who is an Audit and Supervisory Committee Member.	6,401	15/15	13/13	-	-
Keita Nakagawa	Keita Nakagawa is 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 person in charge of 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, and is therefore deemed suitable as an outside director who is an Audit and Supervisory Committee Member.	0	-	-	-	-
Hidero Chimori	Hidero Chimori is expected to be able to utilize professional knowledge and experience, wide insight as an attorney-at-law to ensure proper decision-making of the Board of Directors and to strengthen audit and supervisory functions of the Board of Directors from an independent perspective, and was therefore deemed suitable as an outside director who is an Audit and Supervisory Committee Member.	400	15/15	13/13	3/3	3/3
Tomoyuki Ono	Tomoyuki Ono is 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, and was therefore deemed suitable as an Outside Director who is an Audit and Supervisory Committee Member. Though he has never previously engaged in company management in any way other than serving as an outside officer, we deemed him capable of performing duties adequately as an Outside Director who is an Audit and Supervisory Committee Member for these reasons.	0	-	-	-	-

## Outside Directors

### Percentage of outside directors in Board of Directors

Since June 2022, ROHM has maintained a 54% ratio of outside directors in its Board of Directors.



### Percentage of outside directors that are independent officers

ROHM has formulated Independence Standards for Outside Officers to supervise and advise management from an independent perspective. Currently, all seven of our outside directors meet these standards.



## Director Skill Matrix

We have identified the skill sets (such as knowledge, experience, and ability) that the Board of Directors needs to achieve sustainable growth for the ROHM Group and to

enhance the Group's corporate value over the medium- to long-term. We hereby define the following skill sets that are especially expected of directors.

Name	Fields							
	Corporate Management	ESG/Sustainability	Global	Innovation/Technology	HR Development	Legal/Compliance	Finance/Accounting	Industry Expertise
Isao Matsumoto	●	●	●	●	●	●		●
Katsumi Azuma	●	●	●		●	●		●
Kazuhide Ino	●		●	●			●	●
Tetsuo Tateishi			●	●		●		●
Koji Yamamoto		●	●		●	●		●
Tadanobu Nagumo	■	●	●		●			●
Peter Kenevan	■	●	●				●	●
Kuniko Muramatsu	■	●			●			
Fukuko Inoue	■		●		●			
Masahiko Yamazaki	■	●				●		
Keita Nakagawa	■	●				●	●	
Hidero Chimori	■	●				●		
Tomoyuki Ono	■	●					●	

■ Audit and Supervisory Committee Member ■ Outside ■ Independent

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

### Efforts for Enhancing the Board of Directors

#### Evaluation of Effectiveness for the Board of Directors

ROHM believes that in order to continually improve corporate value, it is important for the Board of Directors to adequately exercise its duties and enhance governance.

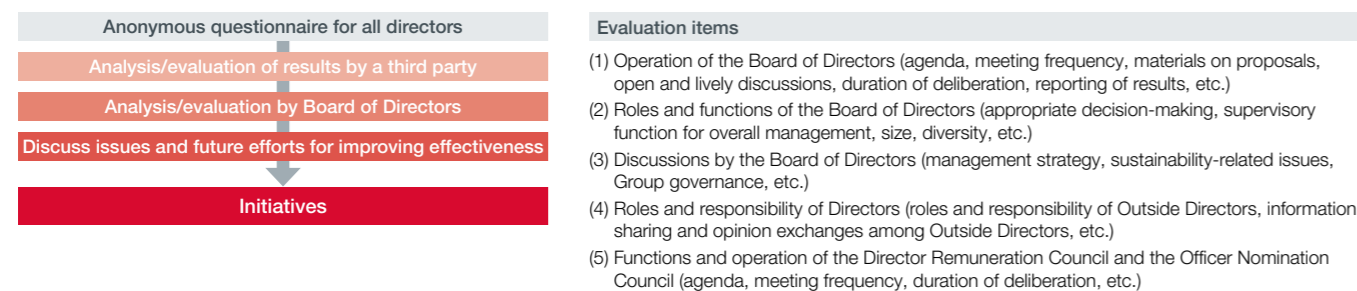
Since introducing the “Board of Directors Effectiveness Evaluations” in 2016, each director is given a questionnaire on the effectiveness of the Board of Directors every year, and the Board of Directors analyzes and evaluates its effective-

ness based on those results.

Since FY2022, we have adopted third party analysis and evaluation conducted by an external organization in order to achieve evaluation that maintains both objectivity and effectiveness.

Based on those results, the Board of Directors discusses its future efforts and strives to improve its effectiveness.

#### Effectiveness Evaluation Process

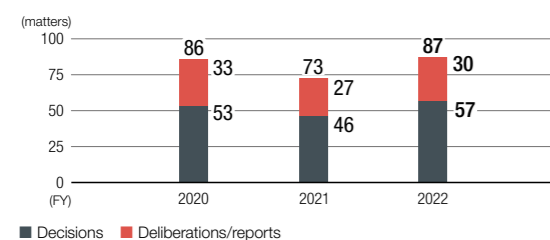


#### Evaluation Results for FY2022 and Action Policy for FY2023

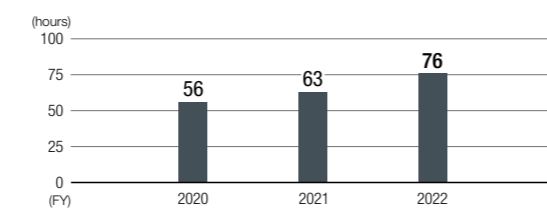
<b>FY2021 Evaluation Results</b>	<ul style="list-style-type: none"> <li>Based on efforts made in FY2021, the Board of Directors received generally good ratings for broadly ensuring its effectiveness.</li> <li>It may be evaluated that ROHM's corporate governance has been improved from its previous iteration, as the supervisory function of the Board of Directors has been strengthened by the enhancement of the outside director system, discussions at Board of Directors meetings including pre-briefing sessions have been enhanced, and progress reports on the Medium-Term Management Plan, etc. are appropriately provided.</li> </ul>
<b>Efforts in FY2022</b>	<ul style="list-style-type: none"> <li>We reviewed the target values for the Medium-Term Management Plan via discussions at meetings of the Board of Directors after deliberation on the executive side.</li> <li>We secured further diversity of the Board of Directors via the appointment of one non-Japanese director and one more female director.</li> <li>We reviewed our operation method to have the discussions of the Executive Meeting and Director Remuneration Council/Officer Nomination Council shared with/reported to outside directors.</li> </ul>
<b>FY2022 Evaluation Results</b>	<ul style="list-style-type: none"> <li>Enhancement of the outside director system maintained the supervisory function of the Board of Directors, discussions at Board of Directors meetings, including pre-briefing sessions, have been lively and within an appropriate duration of deliberation, and progress reports and reviews of the Medium-Term Management Plan, etc. have been appropriately conducted.</li> <li>The results of the director questionnaire and analysis/evaluation conducted by an external organization have confirmed the effectiveness of the Board of Directors.</li> </ul>
<b>Challenges for FY2023</b>	We recognize further room for improvement in the composition of the Board of Directors and the decision process of the Officer Nomination Council, the allocation of management resources (investment in human capital and intellectual property), and Board of Directors discussions regarding the status of dialog with investors and other topics. Therefore, we deliberated on how to focus efforts in FY2023 on improving the decision process for nominating directors and method for sharing the status of dialogue with investors and other topics.

#### Number of Matters and Time Allocated at Board of Directors Meetings

Number of Matters



Average Time per Matter



In FY2022, matters were not only related to business strategy, such as reviewing our Medium-Term Management Plan and considering our business portfolio, and topics such as sustainability and our efforts for contributing to society increased.

With the increased number of outside directors and directors with diverse experience and expertise, debate at Board of Directors meetings has become livelier and we have been able to secure the time required for worthwhile deliberation.

### Officer Remuneration

#### Policy for Determining Remuneration, etc.

The remuneration for Directors shall be based on a remuneration system that shares value with shareholders to clarify their management responsibility and fully function as a sound incentive for the Company's sustainable growth and medium- to long-term enhancement of corporate value. In determining the remuneration of individual directors, the Company's basic policy is to set an appropriate level based on the responsibilities of each position.

Specifically, remuneration for executive directors shall consist of fixed remuneration and performance-linked remuneration as monetary remuneration, and stock-based

remuneration as non-monetary remuneration.

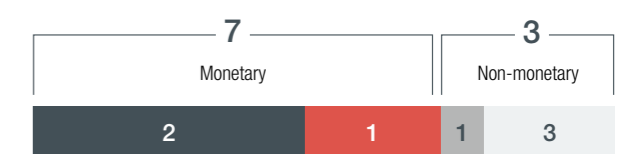
Remuneration for independent outside directors and non-executive directors shall be paid only as fixed remuneration from the viewpoint of their supervisory function independent of business execution.

Furthermore, the Director Remuneration Council, which consists of a majority of independent outside directors, has been established as an advisory body to the Board of Directors to increase its independence, objectivity, and transparency by discussing the remuneration system for directors and the remuneration of each director based on this system.

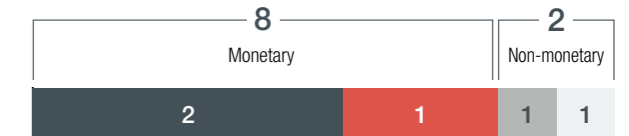
	Executive Director	Independent outside directors and non-executive directors
<b>Monetary</b>	<ul style="list-style-type: none"> <li><b>Fixed remuneration</b>: Paid in cash monthly according to position and responsibilities</li> <li><b>Performance-linked remuneration</b>: Calculated according to the level of achievement of the Company's consolidated net sales and operating profit targets for the immediately preceding period</li> </ul>	<ul style="list-style-type: none"> <li><b>Fixed remuneration</b>: Paid in cash monthly</li> <li><b>Performance-linked remuneration</b>: -</li> </ul>
<b>Non-monetary remuneration (stock remuneration)</b>	<ul style="list-style-type: none"> <li>Consists of a fixed pre-delivery type (RS: Restricted Stock) and a post-delivery type linked to performance targets (PSRSU: Performance Share Restricted Stock Unit). PSRSUs shall be calculated based on the degree of achievement against targets linked to the Medium-Term Management Plan</li> </ul>	-

#### Estimated Ratio of Remuneration (if Targets Are 100% Achieved)

President (Representative)



Other executive directors



Legend: ■ Fixed ■ Performance-linked ■ Fixed (RS) ■ Performance-linked (PSRSU)  
 Note: Because PSRSUs are paid in a lump sum after the completion of the Medium-Term Management Plan, the approximate percentage is calculated assuming that they are paid in each fiscal year.

#### (Reference) Performance Cycle and Indicators for PSRSUs

<b>Performance cycle</b>	From FY2022 to FY2025 (4 years)	
<b>Performance indicators</b>	Financial	ROE
	Non-financial	Greenhouse gas (GHG) emissions
		Diversity & inclusion (Percentage of women in managerial positions)
		ROHM Group engagement scores

#### Total Director Remunerations in FY2022

Category	Total remunerations (million yen)	Total remunerations by type (million yen)			Number of subject officers
		Fixed remuneration	Performance-linked remuneration	Non-monetary remuneration	
Directors (of which is for outside directors)	454 (32)	229 (32)	191 (—)	33 (—)	8 (3)
Directors who are Audit and Supervisory Committee Members (of which is for outside directors)	96 (66)	96 (66)	— (—)	— (—)	5(4)
<b>Total (of which is for outside directors)</b>	<b>550 (98)</b>	<b>325 (98)</b>	<b>191 (—)</b>	<b>33 (—)</b>	<b>13 (7)</b>

\* The amount of remunerations paid to directors does not include the amount of employee salaries paid to employee directors.

#### Total Remuneration of Directors with Total Remuneration of 100 Million Yen or Higher

Name	Total remunerations (million yen)	Total remunerations by type (million yen)		
		Fixed remuneration	Performance-linked remuneration	Non-monetary remuneration
Isao Matsumoto	126	60	56	9
Katsumi Azuma	100	48	45	7



# Members of the Board and Corporate Officers



## Directors

President, CEO (Representative)

### 1 Isao Matsumoto

Apr. 1985 Joined the Company  
 Jun. 2013 Member of the Board, Director of LSI Production Headquarters  
 Sep. 2019 Member of the Board, Managing Executive Officer, in charge of Quality, Safety and Production  
 May. 2020 President (Representative), Chief Executive Officer  
 Jun. 2020 President, CEO (Representative) (current position)

Member of the Board

### 4 Tetsuo Tateishi

Jul. 2014 Joined the Company  
 Jun. 2019 Member of the Board, Director of LSI Development Headquarters  
 Sep. 2019 Member of the Board, Senior Corporate Officer, Director of LSI Development Headquarters  
 Jun. 2020 Member of the Board, CTO and Senior Director of LSI Business  
 Jan. 2021 Member of the Board, Senior Corporate Officer, CTO (current position)

Member of the Board (Outside)

### 7 Peter Kenevan

Jun. 1995 Admitted to California Bar  
 Sep. 1995 Joined McKinsey & Company, Inc.  
 Jun. 2000 Partner of McKinsey & Company, Inc. (Tokyo office)  
 Jun. 2012 Senior Partner of McKinsey & Company, Inc. (Tokyo office)  
 Apr. 2021 VP, Head of Japan of PayPal Pte. Ltd. (Tokyo branch) (current position)  
 Jun. 2022 Member of the Board (Outside) (current position)

Member of the Board (Outside)

### 9 Fukuko Inoue

Apr. 1987 Joined UCC UESHIMA COFFEE CO., LTD.  
 Sep. 1996 Human Resources Officer, Training Officer at Budget Personnel Bureau of Human Resources Department of Asian Development Bank  
 May 2004 Human Resources Development Manager at General Affairs and Human Resources Headquarters of Vodafone Japan Co., Ltd.  
 Jun. 2006 Human Resources Manager of Tiffany & Co.  
 Sep. 2011 Executive Officer of Human Resources, General Manager of Human Resources Headquarters of SAP Japan Co., Ltd.  
 Jan. 2013 Section Chief of Human Resources Planning Division at Human Resources Department of International Atomic Energy Agency  
 Jul. 2017 Senior Human Resources Officer at Management Bureau of International Atomic Energy Agency  
 Apr. 2018 Professor at Doshisha Business School at Doshisha University (current position)  
 Jun. 2022 Outside Director of EXEDY Corporation (current position)  
 Jun. 2023 Member of the Board (Outside) (current position)

Member of the Board (Outside), Audit and Supervisory Committee Member

### 12 Hidero Chimori

Apr. 1983 Attorney at law (Member of Osaka Bar Association) Joined Miyake & Partners  
 May. 2002 Managing Partner of Miyake & Partners  
 Jun. 2016 Outside Director of Kobe Steel, Ltd., Audit and Supervisory Board Member of the Company  
 May. 2019 Partner of Miyake & Partners (current position)  
 Jun. 2019 Member of the Board, Audit and Supervisory Committee Member (current position)  
 Jun. 2021 Outside Director of Oji Holdings Corporation (current position)

Member of the Board (Outside), Audit and Supervisory Committee Member

### 13 Tomoyuki Ono

Apr. 1982 Joined Sumitomo Chemical Industry Co., Ltd. (Currently Sumitomo Chemical Co., Ltd.)  
 Oct. 1989 Eiwa Audit Corporation (currently KPMG AZSA LLC)  
 Mar. 1993 Registered as CPA  
 Mar. 1994 Joined Ono Property Appraisal Office  
 Aug. 1998 Joined Asahi Audit Corporation (currently KPMG AZSA LLC)  
 Jun. 2007 Partner of KPMG AZSA LLC  
 May 2021 Chairman of the Board of Partners of KPMG AZSA LLC  
 Jul. 2022 Founded Ono Accounting Office. Chief of the Office (current position)  
 Jun. 2023 Member of the Board (Outside), Audit and Supervisory Committee Member (current position)  
 Jun. 2023 Outside Director of NITTA Corporation (current position)

Member of the Board

### 2 Katsumi Azuma

Apr. 1989 Joined the Company  
 Jun. 2013 Member of the Board, Director of Discrete Production Headquarters  
 Jul. 2017 Senior Managing Director, Member of the Board, in charge of Discrete and Optical Module  
 Sep. 2019 Member of the Board, Senior Managing Executive Officer, in charge of Business and Strategy  
 Jun. 2020 Member of the Board, Senior Managing Executive Officer, COO, Senior Director of Sales  
 Jan. 2021 Member of the Board, Senior Managing Executive Officer, COO, Senior Director of Production - Quality - Sales  
 Jun. 2021 Member of the Board, Senior Managing Executive Officer, COO (current position)  
 Jun. 2023 President of ROHM Apollo Co., Ltd. (current position)

Member of the Board

### 5 Koji Yamamoto

Apr. 1985 Joined the Company  
 Sep. 2019 Corporate Officer, Director of LSI Production Headquarters and in charge of Development of ATP Rationalization  
 Jun. 2020 Corporate Officer, Director of Supply Chain Management Headquarters  
 Jun. 2021 Member of the Board, Senior Corporate Officer, Director of Supply Chain Management Headquarters, Director of Administrative Headquarters and in charge of Sustainability  
 Jun. 2022 Member of the Board, Senior Corporate Officer, CAO and in charge of Promoting Sustainability (current position)  
 Apr. 2023 Member of the Board, Senior Corporate Officer, CSO\* (current position)  
 \* CSO (Chief Sustainability Officer)

Member of the Board (Outside)

### 8 Kuniko Muramatsu

Oct. 1983 Joined Texas Instruments Japan Limited  
 Nov. 2003 Head of Corporate Ethics Office and Officer in charge of Diversity Promotion of Texas Instruments Japan Limited  
 Oct. 2009 Chief Researcher of Business Ethics Research Center  
 Jan. 2010 Representative Director of Wellness Systems Institute Co., Ltd. (current position)  
 Apr. 2016 Representative Director of GEWEL  
 Jun. 2016 Outside Director of YOKOWO Co., Ltd. (current position)  
 Apr. 2018 Senior Researcher of Business Ethics Research Center (current position)  
 Jun. 2019 Outside Director of NEC Networks & System Integration Corporation (current position)  
 Jun. 2020 Outside Director of Kyushu Railway Company (current position)  
 Jun. 2022 Member of the Board (Outside) (current position)

Member of the Board, Audit and Supervisory Committee Member (Full-Time)

### 10 Masahiko Yamazaki

Mar. 1982 Joined the Company  
 Jun. 2010 Member of the Board, Director of Administrative Headquarters  
 Sep. 2019 Member of the Board, Senior Corporate Officer, Director of Administrative Headquarters and CSR Headquarters  
 Apr. 2020 Member of the Board, Senior Corporate Officer, Director of Administrative Headquarters and in charge of CSR  
 Jun. 2021 Member of the Board, Audit and Supervisory Committee Member (Full Time) (current position)

Member of the Board (Outside), Audit and Supervisory Committee Member (Full-Time)

### 11 Keita Nakagawa

Apr. 1988 Joined Daiwa Bank Co., Ltd.  
 Aug. 1997 Singapore Branch of Daiwa Bank Co., Ltd.  
 Mar. 2003 Employees' Union of Resona Bank, Ltd. (Until Jul. 2004)  
 Oct. 2015 Senior Auditor at Internal Audit Department of Resona Bank, Ltd.  
 Apr. 2017 Manager at Internal Audit Department of Resona Holdings, Inc.  
 Apr. 2019 Corporate Officer in charge of Compliance Supervisory of Kansai Mirai Bank, Limited  
 Apr. 2022 Managing Director of Resona Card Co., Ltd.  
 Apr. 2023 Advisor of Resona Card Co., Ltd.  
 Jun. 2023 Member of the Board (Outside), Audit and Supervisory Committee Member (Full-Time) (current position)

## Corporate Officers (As of September, 2023)

Position	Name	Duty
Chief Executive Officer	<b>Isao Matsumoto</b>	CEO
Senior Managing Executive Officer	<b>Katsumi Azuma</b>	COO, President of ROHM Apollo Co., Ltd.
Managing Executive Officer	<b>Kazuhide Ino</b>	CFO
Senior Corporate Officer	<b>Tetsuo Tateishi</b>	CTO
Senior Corporate Officer	<b>Koji Yamamoto</b>	CSO
Corporate Officer	<b>Motohiro Ando</b>	Director of Corporate Strategy Headquarters
Corporate Officer	<b>Tetsuo Aoki</b>	Director of System Solutions Engineering Headquarters and in charge of Sales Management
Corporate Officer	<b>Akio Fujikawa</b>	Director of LSI Business Unit
Corporate Officer	<b>Sumihiro Takashima</b>	President of LAPIS Technology Co., Ltd.
Corporate Officer	<b>Tsuguki Noma</b>	Director of Power Devices Business Unit
Corporate Officer	<b>Tsuguru Ariyama</b>	Director of General Purpose Device Business Unit
Corporate Officer	<b>Tetsuhiro Tanabe</b>	Director of Module Business Unit
Corporate Officer	<b>Syoji Higashida</b>	Director of WP Production Headquarters
Corporate Officer	<b>Masanori Tanimura</b>	Director of IT Headquarters
Corporate Officer	<b>Shinji Mikami</b>	In charge of Japan - International Sales Headquarters
Corporate Officer	<b>Masayuki Yagi</b>	Director of Japan Sales Headquarters
Corporate Officer	<b>Takashi Miki</b>	Director of Corporate Quality Headquarters

