

Outside Directors' Roundtable Discussion

The role of the Board of Directors in further strengthening the resilience of management



Keita Nakagawa
Member of the Board,
Audit and Supervisory
Committee Member (Full-time)



Tadanobu Nagumo
Outside Director,
Member of the Board,
Chairperson of the Board



Peter Kenevan
Outside Director,
Member of the Board



Tomoyuki Ono
Outside Director,
Member of the Board,
Audit and Supervisory Committee Member

What are your thoughts on the operation of ROHM's Board of Directors?

Nagumo ROHM's President had always served as the Chairperson of the Board of Directors, but in FY2024 I was appointed Chairperson. After working as President, Chairman & CEO and Chairman of the Board of The Yokohama Rubber Co., Ltd., since 2021 I've served as an Outside Director of ROHM. I hope to draw on my experience to make discussions at meetings more active than ever. Needless to say, the Board of Directors is the highest decision-making body of the company, and matters decided here hold great significance. As every Director bears the role of considering how to enhance the value of the company, as Chairperson I want to make sure that Directors can express various opinions without hesitation.

ROHM's Board of Directors has engaged in very open and free discussions, and President Matsumoto has provided attentive support. However, talk should not be so overly free that meetings become simple panel discussions. I want to make Board meetings a venue where all can express constructive opinions while taking clear positions for and against

propositions. Although we've operated without problems so far, at times I think that the Board of Directors' agenda could cover a wider range aimed at increasing the value of the company. From here on out, I think that the Board needs to hold in-depth discussions on a variety of issues, including human capital management and ESG initiatives.

Kenevan For 25 years at McKinsey & Company, I've closely watched a variety of industries, including semiconductors. I agree fully with what Mr. Nagumo said. Wide-ranging communication takes place within the Board of Directors, with active discussions from the standpoint of diverse stakeholders. In this tough market phase, though, if increasing shareholder value is our primary task, I feel that we should deepen discussions from shareholders' perspectives. In other words, I believe that we should deepen our discussions on return on investment and ROIC.

Nakagawa I've worked for financial institutions for many

years. With respect to the Board of Directors, I believe that the matching degree between what the company is thinking and the Board's actual agenda items is important. At the same time, as the company grows in size and aims to become a major global player, the content of agenda items will become more complex.

To date, ROHM's Board of Directors has engaged in decision-making and formulation of measures, but we need to advance this further and make the Board a venue for discussing our vision for the future. I think we should discuss the directions in which we will proceed, such as whether to create a monitoring-type Board of Directors or whether to

make decisions on individual issues at hand as we do now.

Ono Under Mr. Nagumo as Chairperson, I feel that discussions by the Board of Directors have become organized, and the environment has become one in which President Matsumoto can actively provide explanations, leading to the further deepening of deliberations. As a Certified Public Accountant and an Audit and Supervisory Committee Member, I have a lot of opportunities to visit ROHM sites. I'm grateful that I'm able to speak freely about my impressions and points of concern gained on these visits in Board of Directors meetings.

What sort of discussions take place with regard to human capital strategy?

Kenevan The quality of ROHM's human resources seems very high to me. However, maintaining that quality while creating diversity in gender, country, age, and so on is difficult. ROHM's intent to make skillful use of diverse human resources comes through in meetings, and there are Directors

working to pull the company in that direction, mainly Directors specializing in global HR. Carrying this out at all levels of employees and systematizing it, though, are not tasks that we can achieve in just a month or two. Building that culture is a major issue to be tackled over the course of five or ten years.

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Nakagawa I feel that as ROHM is a company that has placed importance on quality, the quality of its human resources is accordingly high, as Mr. Kenevan noted. However – and these are matters faced by all companies – when I visit sites as part of auditing, there are concerns over intergenerational bias, passing on skills to the next generation, and outflows of human resources. Amid the changing age structure of employees and business environment, and questions over the vision for human resources, I believe ROHM is now in a transitional period of transforming its corporate culture. I agree that even if it takes five or ten years, we should discuss how we can mesh gears organically to create a new culture.

Ono Human resource strategy has to be linked to management strategy. However, looking back on the year since I became an Outside Director, discussions by the Board of Directors has been led by management strategy, with human resource strategy lagging behind and the two not necessarily linked together. Specifically, I've felt that there has been lot of weight on discussions concerning human resources needed to support large investments in SiC power devices, and that

discussions on how to develop human resources throughout ROHM as a whole have been somewhat lacking. Since its founding, ROHM has built up a corporate culture that values human resources, and all Directors have a strong awareness of the importance of human resource development. Looking ahead, I intend to pay close attention to whether human resource strategy and management strategy are meshing well.

Nagumo As stated in the expression "a company is its people," how to draw out employees' motivation is important. One could say that human resources is everything for a company. What concerns me is that the Board of Directors doesn't have a view of whether human resources in every department are sufficient for achieving our financial and non-financial goals. Regarding what Mr. Ono noted, I understand that human resources are needed in SiC power devices, but there are questions of whether our human capital is really sufficient in non-financial areas, how we should develop those human resources, and how we should build a reward structure that affects motivation. The Board of Directors will discuss what needs to be strengthened in a world of human resource shortages.

Tell us about the next generation of leaders required by ROHM.

Nakagawa I feel that ROHM has ended an era of strong leadership under its founder, and the organizational culture is now at a turning point. What's needed under these circumstances are leaders who can take the initiative in moving the organization, who can communicate smoothly inside and outside the company, at home and abroad, and who engage in work with enjoyment. I think people will follow such leaders. What ROHM needs from here on out is someone who at times stands at the head of the Group to pull other runners along, and at times runs at the rear to consider overall placement and pace of runners, someone who has the capabilities for communication and coordination while running alongside others.

As succession planning is not a simple thing, it will be necessary to develop such leaders from among multiple personnel tracks not only within the company but also outside, taking a long-term view.

Ono I don't think that ROHM's vision for leaders will fundamentally change. ROHM has a Company Mission and a Basic Management Policy that were established when the company was founded. Both of these are very specific and

universal. I like the expression *fueki ryūkō* (valuing the unchanging essence while incorporating new things in line with the times). I think that ROHM requires its leaders to make the company's founding philosophy their own philosophy, instill this in employees using the leaders' own words, and put it into practice as appropriate to the times and the region. Toward that end, too, the communication skills that Mr. Nakagawa speaks of are necessary. ROHM's Basic Management Policy calls on the company to "Secure reasonable profit through a concerted company-wide effort for a comprehensive quality assurance program." If all employees affirm the significance of this and make it their foundation, our focus will not waver. In this era of dramatically changing environments, I believe that a leader providing solid focus will enhance the company's resilience.

Nagumo In my experience, too, remaining steady is important. Currently, there's talk of things like shareholder value management, but if asked who a company exists for, I think it's for the employees. If a company takes care of its employees, including in the distribution of profit, and thereby improves itself, that will in turn benefit

shareholders. With this conviction in mind, I continued making intranet blog posts once or twice a week during my 15 years as the President and Chairperson heading Yokohama Rubber. If what a leader says upon taking office as president differs from what the leader says later, people will not follow. Communication skills are indeed important, and I think that people who lack those skills or who just conform to the group aren't qualified to be leaders.

Kenevan While remaining steady, one has to avoid "stubborn management" in the wrong way. What we should return to is ROHM's DNA. It's because we don't waver from our founding spirit that we're able to compromise (find middle ground) and make decisions rationally. Also, the coming era

will not be one of "life equals work." Looking at ROHM's management team, I can't entirely escape the impression that ROHM is everything in their lives. ROHM's DNA is all very beautiful and good, but developing the next generation of leaders will call for change. At McKinsey where I worked, we had the expression "More than a career. Less than a life." This means that work was not merely for the purpose of a career, but also for a mission or purpose. For outstanding talent today, this is not a simple matter of work-life balance; it's about moving forward with a balance among work, time with beloved family, and a life lived as a human being. This balance is a point that I'd like to emphasize in our next-generation leaders.

What challenges lie ahead in becoming a major global player?

Nagumo We can't deny that ROHM is now in a very difficult situation, including in terms of evaluation by the market. There was a time when selling and profiting were givens in the semiconductor industry, but the situation is now reversed. ROHM is a technology company, and I thought its technology was the best in the world, but is that really the case? We need to create more businesses that have competitive technology. ROHM's sense of urgency can be seen in the discontinuation of the CxO system and switch to a business unit system in 2024. This was decided based on the need to move quickly and regain our footing with a priority on businesses, things on which all Directors agreed. In Board meetings, we intend to continue discussing how to tackle things under the new structure.

Kenevan I'm of the same mind as Mr. Nagumo, that while the semiconductor industry is going through a tough time, we must not give up our technology. This could be said for

Japanese companies overall, but if we're going to aim to be a major global player, we must have a greater sense of urgency and heighten our "hungry" spirit. As the semiconductor industry is a world where scale particularly matters, in the future we'll also have to gain strength through scale. Whether that's through M&A or major investments, it's my impression that business is progressing along

its current path at present, without a goal in sight. What we need to do instead is watch the movements of the market and our competitors, draw up a "winning pattern" for what market share we should have in what product groups and at what business scale in order to win, and then calculate backwards from that to discuss how we can fill the gap between that ideal and our current situation. The situation is the same for all Japanese companies, and as a five- or ten-year span is too slow, I want ROHM to take the lead and show a way to win. I think we should start moving forward with this as an exercise, taking the thoughts of investors into account.

Nakagawa As an Audit and Supervisory Committee Member, I should be looking at this coolly, but when ROHM decides to do something, its speed, power, and focus are amazing. In the financial industry where I worked, quick action isn't readily seen and I felt frustrated at times, but at ROHM we all run together at once. As I've said repeatedly, though, we're now in a transitional period and I feel that a lot of things aren't meshing. ROHM's unique sources of power, such as healthy curiosity, are things that can't be imitated by just any company. If we make use of our corporate culture, if we create systems that let people join hands and closely mesh to move forward, and if we have the leadership to carry this out, I think we can fully adjust to being a major global player.

Ono As Intel founder and CEO Andrew Grove wrote in *Only the Paranoid Survive*, it's not possible to survive in



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the semiconductor industry without piling up worry upon worry. ROHM, which in the past had abundant funds under debt-free management, is now undertaking a lot of debt and investing to step out globally, so a change of mindset became necessary. However, this switch in mindset hasn't kept up, and our sense of urgency may not be enough. But if the company were to suddenly experience that sense of urgency to an excessive degree, it could be misunderstood,

and could result in the loss of talented human resources or a halt to new human resources coming in. I think we instead have to have a healthy sense of urgency if we're to survive. A lot of our Directors have engineering backgrounds and confidence in the company's technologies, but I think that all departments throughout the company need to share a healthy sense of urgency. I intend to join the efforts to reform awareness.

What role should the Board of Directors shoulder in achieving ROHM's vision for 30 or 50 years ahead?

Ono Becoming a major global player is a milestone, not a goal. Since its founding, ROHM has held to a mission of being a profitable company that always provides components of outstanding value to end product manufacturers. Even 30 or 50 years from now, we should forge ahead with this mission as our never-ending challenge. To expand our scale of business and repeatedly develop new products, become a major global player in FY2030, and continue achieving our mission, we need to restructure our business portfolio. We must also discuss where in the portfolio to incorporate new products developed in the future, and develop human resources accordingly. I think the Board of Directors has a role in discussing how to bring management strategy and human resource strategy together, while collecting information on the matter.

Nakagawa As Mr. Ono said, we must not deviate from our Company Mission of always making quality our top priority and consistently supplying good products in large volumes to the global market. ROHM began with the invention of compact resistors and has developed various products since, but in the future, what to select as "good products" will be an issue. ROHM exists right in the midst of a society that is undergoing increasing electrification, which is fortunately not a field in decline. In line with the advancement of technology, I want the company to become a leader in the industry, through momentum that catches up to and overtakes others. I believe that in achieving this, the Board of Directors should serve as a place for deciding things as well as a place for holding discussions to draw up a vision for new things we might be able to do. We should explore directions for the ideas that employees on site want to make concrete, and move them toward commercialization through authority and capital. As an example of this, it would be good for Board of Directors meetings to serve as a venue for young researchers to make presentations and ask "I'm making something like this; what do you think?" or for Directors to ask "Do we have a product that could compete for first or second place in this field?" A Board of Directors that

only holds discussions from prepared materials won't get ahead of the major global players.

Kenevan To borrow Mr. Nagumo's words, for a company to continue winning, it's important for not only managers but also the company to "remain steady." Regarding the term "major global player," depending on the field of competition, there may be huge companies, as well as companies that are majors in that particular field. Amid this environment, a company has to have a unique presence in terms of its technology, business models, customers, company scale, human resources, and so on. ROHM is a household name for small signal devices, but if we don't have a reason for existing that is well known both inside and outside the company and that feels natural to all, we'll eventually be replaced. Management in each business unit creates action plans aimed at achieving this vision, but I think the Board of Directors bears the role of making sure that the plans are given appropriate resources and are carried out, and are also utilized with strong motivation by teams. That's the sort of Board of Directors that I want to create.

Nagumo Earlier there was mention of communication, something that's important within the company as well as with parties outside the company. After around FY2030, our target year for becoming a major global player, we'll need executives who have the ability to communicate with other companies, including whatever companies we partner with in business. We may come to a phase when we expand this further, for example seeking lateral connections with Japanese companies overall to avoid losing to some world-class company. Even if this lies decades ahead, I think it would be good if the Board of Directors can offer proposals along these lines. First, though, if ROHM itself doesn't become stronger, we won't be able to convince other companies to get on board. With such a long-term vision in mind, the Board of Directors should discuss what sort of company ROHM should become in Japan.

Messages from New Directors

Communicating within the company and with customers based on years of sales experience, I will promote the development of products that can be sold worldwide

I've worked for many years in the sales division, obtaining accurate information from various customers faster than any competitor, quickly communicating the information within the company, and driving value-added product development. I've focused on sales closely aligned with customers and markets. It's my sense that ROHM's Board of Directors engages in broad and open exchanges of ideas together with Outside Directors. I look forward to actively commenting from a standpoint based on my sales experience.

ROHM has set a goal of becoming a major global player by FY2030. To achieve this, I think what's needed above all is closing the distance between workplaces and top management, as well as speedily carrying out product development in line with the market, including applications. We have to accurately recognize what we should develop in what fields, how to do so, and what we lack in doing so. Everyone involved needs to strive together toward the same goals.

Natural communication of this sort lessened under the COVID-19 pandemic. It's difficult to speak real feelings and to understand people's character in web conferencing, where information is only half conveyed. I personally want to engage in communication actively, globally, and without boundaries, both within the company and with customers, and from there, advance the development of products that we can sell worldwide as ONE ROHM.



Tetsuo Aoki
Member of the Board, Senior Corporate Officer, in charge of Sales and Marketing

After joining ROHM in 1991, Tetsuo Aoki oversaw direct sales in the Japanese market for 29 years. He has served as the Group General Manager of Sales to Japanese customers in Asia, Director of the East Japan Sales Headquarters, and the Director of System Solutions Engineering Headquarters and in charge of Sales Management. He has served as a Corporate Officer since 2019. In his work, he has overseen domestic and overseas sales organizations, advanced cross-functional organizational reforms, and promoted global marketing and sales strategies through the maximization of resources.

Tackling management issues to balance the expansion of corporate scale and the reduction of environmental impacts, and helping enhance corporate value

My impression of the Board of Directors under the leadership of Mr. Nagumo, the Chairperson, is that it hosts active, unrestrained discussions. The company also ensures that Outside Directors have access to various meetings, including the Executive Meeting, and actively provides us with information necessary to enhance the quality of discussions. The company also sets venues for discussion and exchanges of ideas with the executive side in line with individual Directors' professional areas. I believe that Outside Directors must perform monitoring of whether any points are overlooked in strategy and, through KPIs and other means, whether strategies for achieving goals are being steadily carried out, while also determining whether risk-taking is appropriate and offering counsel.

In order for ROHM to achieve the status of a major global player in FY2030, how it can balance the expansion of its company scale with the reduction of environmental impacts, and how it can enrich human resources and demonstrate its potential value, will be vital management issues. The company must also further evolve its diversity-related initiatives and communicate, in a simple manner, ways in which ROHM's strengths are leveraged to contribute to solving environmental issues. It's possible to create a virtuous circle by which the company actively undertakes information disclosure to investors and, while taking in constructive comments, further enhances its corporate value. I intend to fulfill my responsibilities as an Outside Director to aid such initiatives.



Aiko Kozaki
Outside Director, Member of the Board

After gaining hands-on work experience at Nomura Asset Management Co., Ltd., Aiko Kozaki spent eight years at The Japan Research Institute, Limited, supporting financial institutions' development of ESG investment strategies and products. From 2020 to 2022, she worked at the Strategy Development and Management Bureau of the Financial Services Agency, where she was involved in the launch of a sustainable finance team and the formulation of policies. Since 2015, she has taken part in start-up companies and has supported career development for over 100 people, primarily women.

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.

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

Basic Policy

1. 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.
2. To respect the rights of shareholders, secure their equal treatment, and engage in constructive dialogue with shareholders who share the mid- to long-term perspective.
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.

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. We strengthened our monitoring functions via measures such as transitioning to a company with an Audit and Supervisory Committee and 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 sustainability-related 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

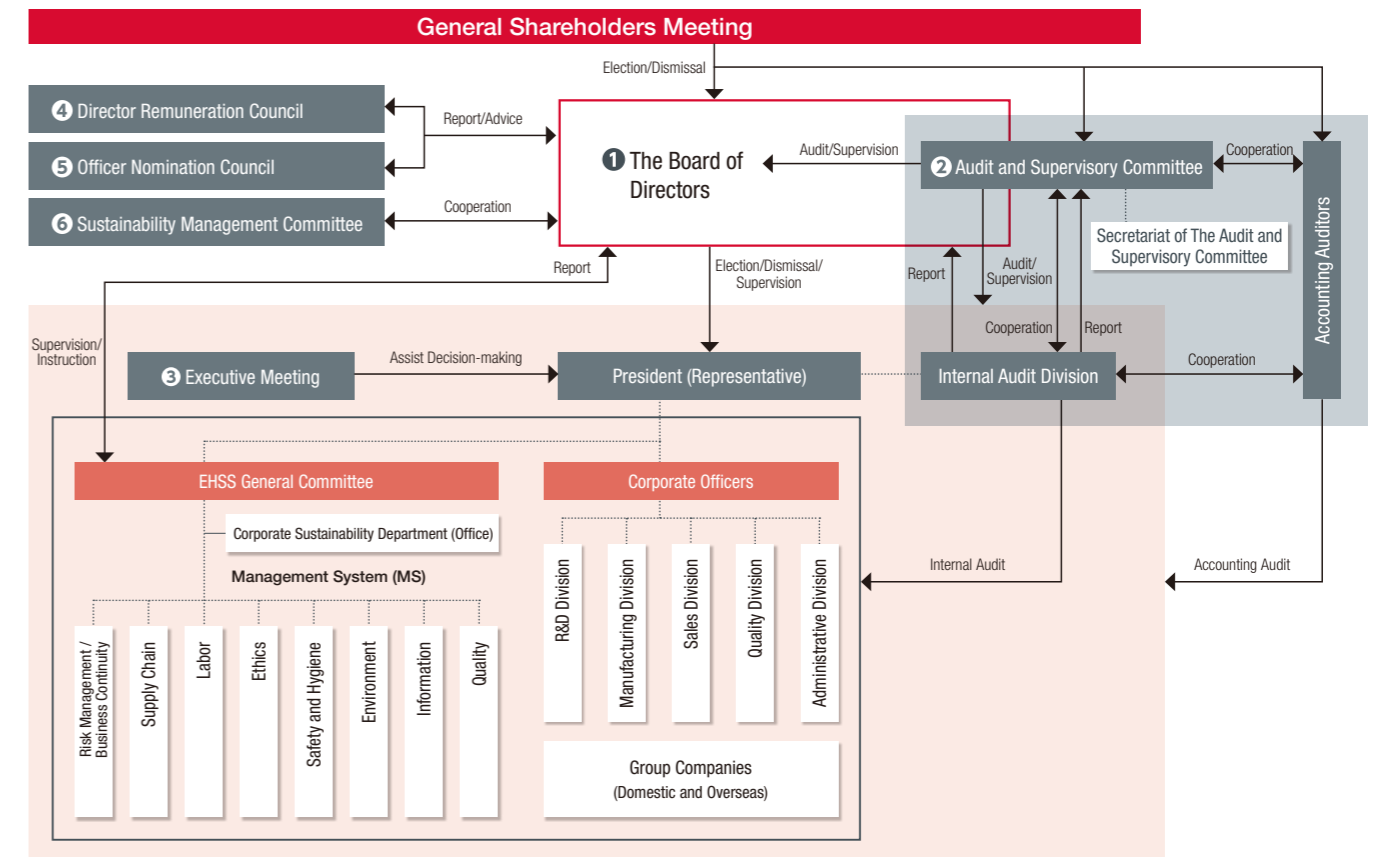
	2000-2017	2018-2020	2021	2022	2023	2024
Policy	2006 Formulation of a basic policy for constructing an internal control system	2015 Formulation of the ROHM Corporate Governance Policy, Independence Standards for Outside Officers, and Criteria for the Selection of Director Candidates	2021 Formulation of a policy for determining individual remuneration, etc. for directors	2021 Revision of the ROHM Corporate Governance Policy		2024 Formulation of a director shareholding policy
Outside director	2008 Appointment of an outside director	2019 Appointment of a female director	2022 Election of one foreign director and multiple female directors	2022 Outside directors become a majority of the Board of Directors	2023 Outside directors appointed as chairs of Director Remuneration Council and Officer Nomination Council	2024 An Outside director appointed as Chairperson of the Board
Outside auditor	2001 Five outside auditor system	2019 ROHM becomes a company with an Audit and Supervisory Committee				
Introduction of system	2012 Launch of the Director Remuneration Council	2016 Introduction of Board of Directors Effectiveness Evaluations	2020 Introduction of a system for transfer-restricted stock-based remuneration	2018 Launch of the Officer Nomination Council	2022 Introduction of performance-linked transfer-restricted stock-based remuneration system	
Various committees	2007 Launch of the Compliance Committee	2011 Launch of the CSR Committee	2019 Establishment of the Executive Meeting and introduction of the corporate officer system	2022 Establishment of the Sustainability Management Committee	2022 Establishment of the EHSS General Committee	

Corporate Governance System

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

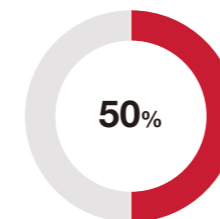
In order to press ahead with separation of the Board's supervisory and execution functions and ensure that the Board supervises management effectively, since April 2024 an outside director has been serving as Chairperson of the Board.

We are making continuous efforts to strengthen our corporate governance, such as by establishing the Officer Nomination Council and the Director Remuneration Council as advisory bodies to the Board and by strengthening the executive side via the Executive Meeting, which assists the President (Representative) with decision-making.



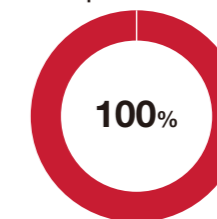
Outside Directors

Percentage of outside directors in Board of Directors



Currently, 50% of the members of the Board of Directors are outside directors.

Percentage of outside directors that are independent officers


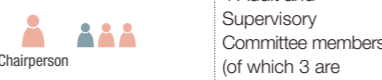




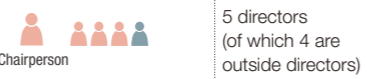

ROHM has formulated Independence Standards for outside officers to supervise and advise management from an independent perspective. Currently, all seven of our outside directors meet these standards.

Independence Standards for Outside Officers
https://micro.rohm.com/en/financial/governance/independence_standards_e.pdf

Corporate Governance

Members and Number of Meetings Held for Individual Organizations (as of June 26, 2024)  Internal directors  Outside directors  Corporate officers

Organization	1 Board of Directors	2 Audit and Supervisory Committee	3 Committee Executive Meeting
Structure	 14 directors (of which 7 are outside directors)	 4 Audit and Supervisory Committee members (of which 3 are outside directors)	 16 corporate officers (of which 6 are directors)
Number of times held in FY2023	15 times	15 times	19 times

Organization	4 Director Remuneration Council	5 Officer Nomination Council	6 Sustainability Management Committee
Structure	 5 directors (of which 4 are outside directors)	 5 directors (of which 4 are outside directors)	 6 directors (of which 1 outside director)
Number of times held in FY2023	9 times	7 times	11 times

1 Board of Directors

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. The Board is currently chaired by an independent outside director.

2 Audit and Supervisory Committee

The Audit and Supervisory Committee establishes audit policies, standards, and plans, audits the legality and appropriateness of directors' execution of their duties and, in case of any misconduct on the part of a director, maintains a reporting line to receive direct reports from the Internal Audit Division, an organization independent from business execution. The Committee also coordinates with the Internal Audit Division in auditing the entire Group.

3 Executive Meeting

The Executive Meeting, consisting of corporate officers, deliberates important matters related to the management of the ROHM such as the allocation of management resources. These matters include the execution of strategies related to the business portfolio, management of human capital, promotion of focused businesses and strengthening of sales structures. In this way, the Executive Meeting assists the President (Representative) in decision-making.

4 Director Remuneration Council

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.

5 Officer Nomination Council

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.

6 Sustainability Management Committee

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 and coordinates with the Board of Directors to ensure appropriate decision-making.

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 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		●	●		●	●		●
Tetsuo Aoki			●					●
Tadanobu Nagumo	■ ■	●	●		●			
Peter Kenevan	■ ■	●	●				●	●
Fukuko Inoue	■ ■		●		●			
Aiko Kozaki	■ ■	●					●	
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.

Corporate Governance

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.

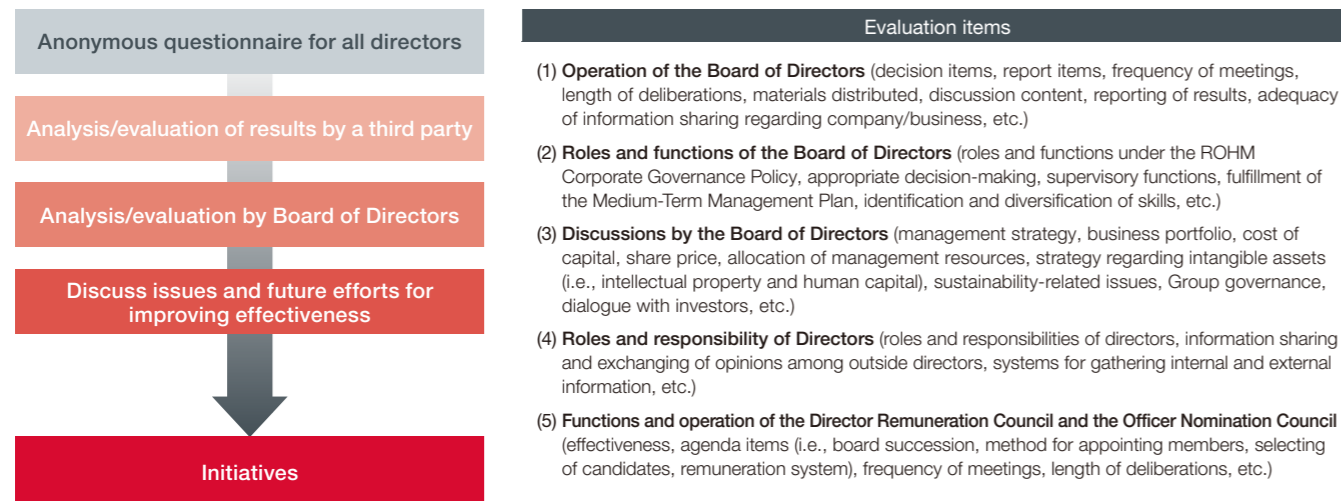
Since introducing the “Board of Directors Effectiveness Evaluations” in 2016, each director is given a questionnaire on the effectiveness of the Board of Directors every year, and the Board of Directors analyzes and evaluates its effectiveness based on those results.

Since FY2022, we are using third-party analysis and evaluation, conducted by an external organization, to ensure that

our evaluations are both objective and effective. Furthermore, since FY2023, we are not only analyzing and evaluating the questionnaire results, but we are also making the process even more objective by increasing our support in terms of creating and modifying questionnaire items and having the external organization aggregate questionnaire items using web systems.

Based on the results of the analysis and evaluation, the Board discusses issues involved in improving its own effectiveness as well as future initiatives, and the Board strives to work more effectively.

Effectiveness Evaluation Process



Evaluation Results for FY2023 and Action Policy for FY2024

FY2022 Evaluation Results	<ul style="list-style-type: none"> 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. The results of the director questionnaire and analysis/evaluation conducted by an external organization have confirmed the effectiveness of the Board of Directors.
Efforts in FY2023	<ul style="list-style-type: none"> We selected director candidates in accordance with the decision-making process as revised by the Officer Nomination Council. In order to enhance corporate value through constructive dialogue with institutional investors, the Board of Directors discusses, on a regular basis, the status of the dialogue with investors.
FY2023 Evaluation Results	We observed improvement in the decision-making process for nominating officers and in the sharing of the status of dialogue with investors, which were among the issues for FY2022. Likewise, the results of the evaluation questionnaires, and the third-party analysis and evaluation, determined that the Board of Directors was generally effective overall.
Challenges for FY2024	We recognized that there is still room for improvement both with regard to the questions that the Board of Directors needs to discuss further (e.g., strategy and investment regarding intangible assets such as human capital and intellectual property, and keeping cost of capital and share price in mind when running the business) and with regard to improving the training of directors. For FY2024, therefore, we deliberated on reconsidering agenda items to be submitted to meetings of the Board and on improving training for directors.

Improving Discussion at Board of Directors Meetings

Activity of the Board of Directors and of Voluntary Committees

Activity of the Board of Directors

Type of officer	Name	Attendance in FY2023
Director (Not a member of the Audit and Supervisory Committee)	Isao Matsumoto	15/15
	Katsumi Azuma	15/15
	Kazuhide Ino	15/15
	Tetsuo Tateishi	15/15
	Koji Yamamoto	15/15
	Tadanobu Nagumo	15/15
	Peter Kenevan	15/15
	Kuniko Muramatsu ¹	15/15
Director (Member of the Audit and Supervisory Committee)	Fukuko Inoue ²	12/12
	Masahiko Yamazaki	15/15
	Keita Nakagawa ²	12/12
	Hidero Chimori	15/15
	Tomoyuki Ono ²	12/12

Activity of voluntary committees

Voluntary committees	Matters discussed	Name	Attendance in FY2023
Director Remuneration Council	<ul style="list-style-type: none"> Opinions of the company's Board of Directors on shareholder proposals Future structure of the Council Revision of remuneration system for directors (i.e., comparing and checking benchmark compensation levels), revision of remuneration for individual directors, etc. Policy regarding holdings of the company's shares by directors 	Tadanobu Nagumo	9/9
		Hidero Chimori	9/9
		Kuniko Muramatsu ^{1,3}	7/8
		Keita Nakagawa ²	8/8
		Isao Matsumoto	9/9
Officer Nomination Council	<ul style="list-style-type: none"> Future structure of the Council Ideal management structure that the company should aim for, including Board of Directors members and candidates Appointment and dismissal of the President, of directors with titles, and of corporate officers with titles, as well as nomination of director candidates, etc. 	Tadanobu Nagumo	7/7
		Hidero Chimori	7/7
		Kuniko Muramatsu ^{1,3}	5/5
		Keita Nakagawa ³	5/5
		Isao Matsumoto	7/7

¹ Kuniko Muramatsu retired from the position of Member of the Board as of the closing of the 66th Ordinary General Shareholders Meeting of June 26, 2024, at the expiration of her term.

² Due to being appointed as a Member of the Board at the 65th General Shareholders Meeting held on June 27, 2023, the number of Board of Directors meetings available for their attendance differs from other Members.

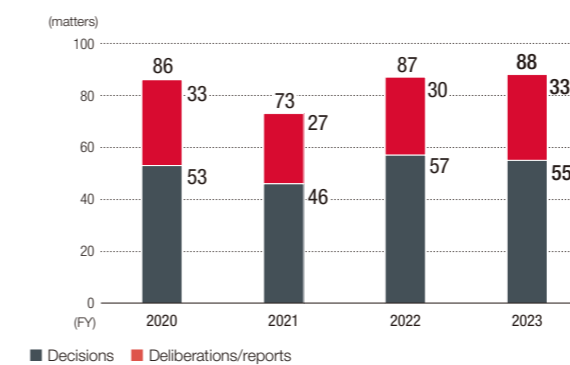
³ Due to being appointed as a member of the Officer Nomination Council and Director Remuneration Council Director in June 2023, the number of meetings available for their attendance differs from other Members.

Number of Matters and Time Allocated at Board of Directors Meetings

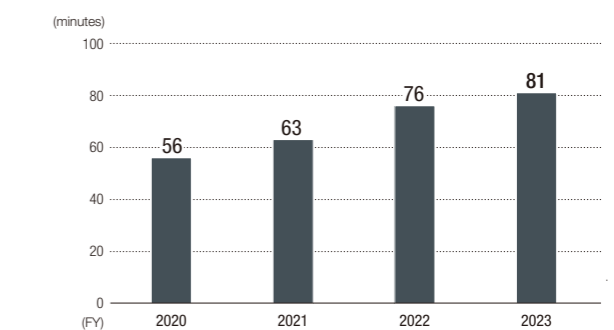
In FY2023, the meetings mainly deliberated on important management-related questions such as capital expenditures under our management strategy and growth strategy, investor relations, sustainability management, and Group governance.

A total of 88 agenda items were submitted. The average deliberation time per item was 81 minutes, so we continued to be able to devote the time necessary for lively discussion.

Number of Matters



Average Time per Matter



Discussion Topics and Discussion Details of Board Meetings

Topics	Discussion details
Management strategy	Management targets, progress of the Medium-Term Management Plan, business portfolio, investor relations, etc.
Investment	Capital expenditures on key businesses, M&A (including Group reorganization), capital investment, etc.
Other	Updating disclosure of major TCFD items, contributing to society, progress with management agenda and company-wide projects, etc.

Corporate Governance

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.

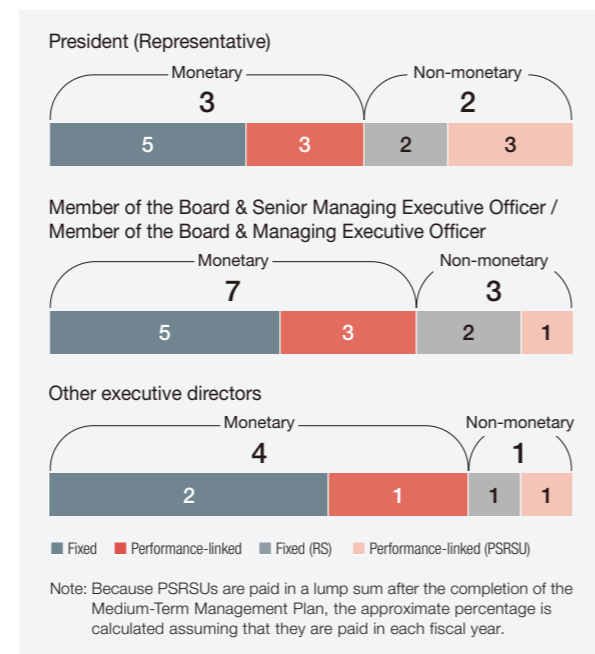
Specifically, remuneration for executive directors shall consist of fixed remuneration and performance-linked

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.

In addition, to further boost directors' willingness to continuously enhance corporate value, and to strengthen value-sharing with shareholders and other stakeholders, we formulated a policy regarding holdings of the company's shares.

Executive Director		Independent outside directors and non-executive directors
Monetary	Fixed remuneration	Paid in cash monthly according to position and responsibilities
	Performance-linked remuneration	Calculated according to the level of achievement of the company's consolidated net sales and operating profit targets for the immediately preceding period
Non-monetary remuneration (stock remuneration)		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

Estimated Ratio of Remuneration (If Targets Are 100% Achieved)



(Reference) Performance Cycle and Indicators for PSRSUs

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

Director Shareholding Policy

We recommend that holdings of the company's shares by executive directors be as indicated below.

President (Representative)	Other executive directors
By the later of two years after the date of enactment of this provision (June 27, 2026) or five years after the date on which he/she assumes this office, he/she must hold shares equivalent to 3.0 times the amount of his/her (fixed) monetary compensation.	By the later of two years after the date of enactment of this provision (i.e., by June 27, 2026) or five years after the date on which they assume their office, they must hold shares equivalent to 1.0 time the amount of their (fixed) monetary compensation.

Total Director Remunerations in FY2023

Category	Total remunerations (million yen)	Total remunerations by type (million yen)			Number of subject officers
		Fixed remuneration	Performance-linked remuneration	Non-monetary remuneration	
Directors (outside directors)	369 (49)	253 (49)	81 (—)	33 (—)	9 (4)
Directors who are Audit and Supervisory Committee Members (outside directors)	88 (58)	88 (58)	—(—)	— (—)	7 (6)
Total (outside directors)	457 (107)	341 (107)	81(—)	33 (—)	16 (10)

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

Dialogue with Shareholders and Investors

ROHM's investor relations (IR) activities place a strong emphasis on interactive communication through dialogue with shareholders and investors. Our goal is to promote communication with shareholders and investors by disclosing information in a fair, just, and timely manner, providing internal feedback regarding their expectations and assessment of ROHM, and maximizing corporate value by applying that feedback to management.

IR Structure and Activities

The IR Department has been established within the Public & IR Division of the Corporate Strategy Headquarters as the division in charge of IR activities. To meet the diverse needs of a broad range of shareholders and investors, it hosts various IR events such as factory tours and company information sessions for individual investors in addition to the typical IR meetings and biannual financial results briefings to communicate

with various shareholders and investors throughout the year. During FY2023, in-person activities, which had declined due to the COVID-19 pandemic, restarted in earnest alongside online activities, and there were more than 550 IR meetings (including 15 factory tours). In addition, ESG meetings focusing on ESG themes are being conducted in cooperation with relevant divisions amid a growing interest in ESG.

► FY2023 results P.22 Building value together with stakeholders

Primary dialogue themes and concerns

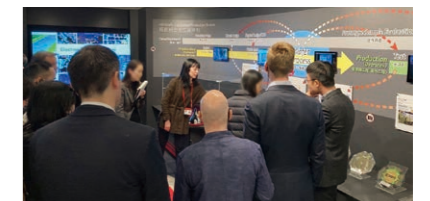
Themes	Concerns
Business environment and overall performance	<ul style="list-style-type: none"> EV production volume forecast and impact on the business Trends and future outlook in each market Future trends in capital expenditures and depreciation
Medium-Term Management Plan	<ul style="list-style-type: none"> Inventory policy, future inventory levels, and operating status Product price trends Collaboration and synergy with Toshiba
Business related	<ul style="list-style-type: none"> Progress on the Medium-Term Management Plan and confidence regarding its achievement Initiatives to improve ROE Shareholder return policy and cash allocation Growth investment and M&A approach
ESG related	<ul style="list-style-type: none"> Targets, investment plan, and competitive situation in the SiC business Progress on the ASSP strategic top 10 Initiatives to increase the ratio of female managers Overall corporate governance (director remuneration, etc.)



The 66th Ordinary General Shareholders Meeting



Financial results briefings for investors



Factory tours for investors

Examples of Dialogue Feedback Applied to Management and IR Activities

Assessment and opinions obtained through dialogue with shareholders and investors are reported to the Board of Directors and discussed by the executives each quarter in an effort to improve management and IR activities. In addition, we host online briefing sessions for the employees regarding the quarterly performance and market evaluation to focus our

efforts on internal IR activities as well. Furthermore, we also consider the evaluation of the Integrated Report as an important form of feedback for management and strive to be able to increase the corporate value working together as a company by reporting and discussing it with the Board of Directors and related divisions.

Themes	Improvements
Video streaming of financial results briefings	Since 2023, we have been posting videos of the financial results briefings and Q&A scripts of the briefings on our website. Furthermore, we newly added an "Answers to Frequently Asked Questions by Investors (FAQ)" section to the materials for the financial results briefings.
Disclosure of the SiC business progress (monetary amount)	Disclosure of the SiC pipeline (projects under discussion with customers) and design wins (projects where products have been adopted by customers).
Definition of corporate value	After it was advised that it would be good for ROHM to clearly document its corporate value, we listed a financial logic tree for the first time on the financial strategy page of the Integrated Report 2023. The logic tree was further improved in the Integrated Report 2024 to include non-financial KPIs as well.
Conducting factory tours	We arrange factory tours of the head office and the new ROHM Apollo Co., Ltd. SiC building for securities analysts and investors. Similar tours are scheduled to take place at ROHM Hamamatsu Co., Ltd. in 2024.
Disclosure of tax payments by country	Since 2024, we disclose the tax payments by country on our website and in the Integrated Report.

Risk Management

To conduct sustainable business activities, ROHM formulates measures to minimize the occurrence of risks, which are events that may impede business operations and business performance. To earn the trust of all stakeholders, we have established a compliance system and are working to thoroughly manage the risk of violations of laws and regulations as well as corporate ethics.

Risk Management
<https://www.rohm.com/sustainability/foundation/risk-management>

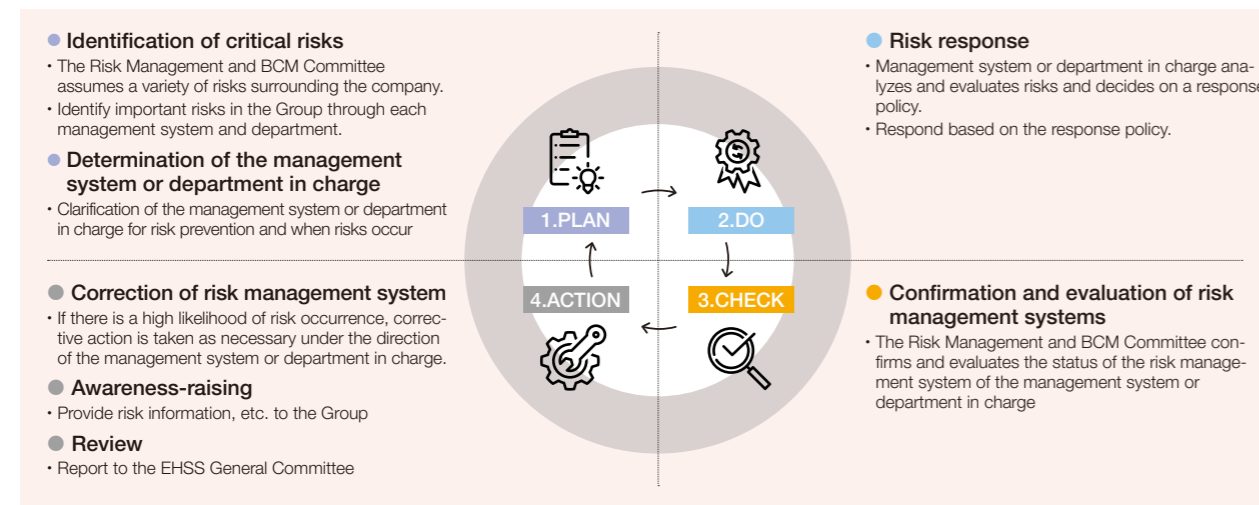
Material issues	Risk Management	▶ P26 FY2023 results and KPIs
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System for Promoting Enterprise Risk Management

Various risks may affect our financial position and operating results in the course of our business activities. ROHM is working to strengthen enterprise risk management (ERM) in order to avoid or minimize the impact of such risks. The Risk Management and BCM Committee (meets four times a year) is organized under the Board of Directors and the EHSS General Committee, which oversees the company-wide management system. It identifies important risks that may occur in the Group, evaluates them on a risk map in terms of their frequency of occurrence and impact on the business, and

manages and promotes countermeasures. In conjunction with each management system, the status of ERM activities and risk assessment/management indicators are reported to the EHSS General Committee once every six months, and important risks to be disclosed outside the company are reported to and approved by the Board of Directors. The Risk Management and BCM Committee is chaired by the general manager of the Corporate Strategy Headquarters, who is also a corporate officer, and the committee and its secretariat are independent of the business units.

Activity cycle for risk management



Internal and external audits

The Risk Management and BCM Committee conducts annual internal checks within the PDCA cycle of the management system to confirm its effectiveness. In addition, the Internal Audit Department, an independent organization under the direct control of the President, conducts internal audits of business and compliance risks in the Group, and summarizes key details in an assurance map, which is shared and coordinated with each management system through the Risk Management and BCM Committee.

The quarterly meetings of the Risk Management and BCM Committee are attended not only by representative members of each management system, but also by Board members,

including outside directors, full-time audit and supervisory committee members, and the head of the Internal Audit Division, to monitor and supervise whether risk management is working effectively. The outside directors have past experience in risk management and internal control at financial companies and provide advice and supervise ROHM's risk management based on their professional expertise.

Each management system is subject to periodic external audits, including the RBA Validated Audit Process and ISO audits, to confirm the effectiveness of the management structure, including risk management, from an external perspective.

Risk management indicators and reporting structure

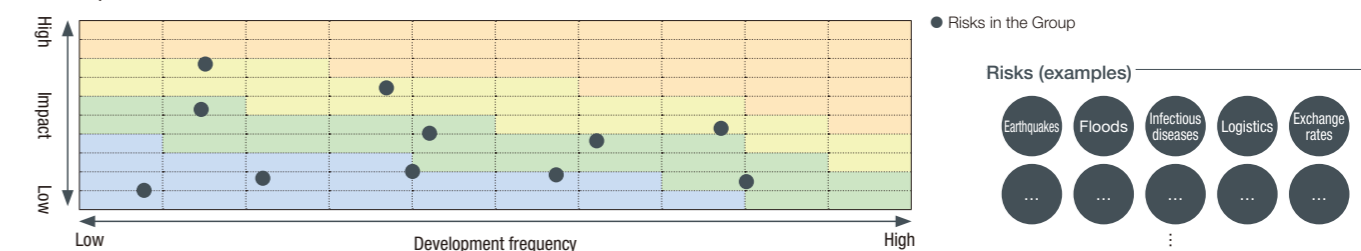
The Risk Management and BCM Committee analyzes and evaluates the impact and frequency of key risks in management, business, compliance, sustainability, and other areas, and then reviews and organizes them into a risk map four times a year. In addition, in order to effectively monitor ERM, we have established Key Risk Indicators for all key financial and non-financial risks, which measure the signs of potential risks and the progress of countermeasures. By establishing quantitative indicators as much as possible through sensitivity analysis and other means, we can visualize the signs of

risk occurrence, impact, and the status of responses, and promptly reflect them in management.

In the event of a risk event, we have established and are promoting a culture and structure to promptly notify the appropriate parties and management (Board members) within the company, and to respond to the event through an internal emergency reporting system and communication tools prepared in advance, regardless of the country or location.

For compliance risks, we have established hotlines for employees and suppliers, and an internal hotline for quality risks.

Risk map



Business Continuity Management

ROHM conducts development, manufacturing, and sales activities throughout the world. Therefore, we believe that one of the key issues for our management is BCM. We have established and are implementing the ROHM Group Risk Management and Business Continuity Policy as well as the ROHM Group Fire and Disaster Prevention Policy. In

particular, at domestic and overseas sites with production functions, we take various measures to prepare for contingencies, including identifying disaster and other risks and use this to organize countermeasure committees, formulate BCP, and conduct drills based on such plans.

[Actions for Water Risks]

Identification of water risks by using the WRI Aqueduct tools and countermeasures

ROHM uses World Resources Institute (WRI) Aqueduct, a set of global assessment tools, to identify water risks. In manufacturing semiconductors, which requires large amounts of water, the securing of water is critical. In Japan, where front-end processing (wafer processing) functions are concentrated, we have set drought risk as a priority issue and have set long-term targets for securing water intake and reducing water usage. We have been proceeding with a water intake plan that is linked to production plans and environmental targets.

Overseas, where assembly, inspection and other back-end processes take place, we have identified flood risk as an

issue. The 2011 flood in Thailand caused the Group's manufacturing sites to shut down, and the loss of facilities and equipment along with the economic loss due to the suspension of production had a great impact both internally and externally. We use WRI Aqueduct as a flood risk assessment tool for our manufacturing sites, while the Risk Management and BCM Committee also assesses and analyzes flood risks. By designing inventories based on the estimated number of days of suspended production from a BCP perspective, we are working to reduce risk of production shutdowns due to flooding.

Conducting drills based on lessons learned from the flooding in Thailand

Every year at our manufacturing site in Thailand, we conduct BCM Countermeasures Headquarters drills in preparation of flooding. Based on the action plan drawn up using the experiences of the 2011 flood, items for implementation are checked for hypothetical situations assuming each of the phases of "upstream flooding" and "flooding of a similar scale to 2011, with a flood wall in the industrial park washed away."

We also run training in essential skills, including assembling

flood walls prepared as a flooding countermeasure, starting up drainage pumps, operating boats, and other activities such as checking items to be used in the event of flooding.



Flood wall assembly training at the manufacturing site in Thailand

Risk Management

[Responding to Other Risks]

Earthquake risks

We have installed the Building Safety Judgment Support System at major sites and buildings in Japan to enable rapid responses in the event of an earthquake in terms of both human safety and business continuity. This system analyzes the shaking of the building immediately after the earthquake and judges the safety of the building in three stages. By utilizing this system, we can judge the safety of buildings in a timely, professional and objective manner in addressing earthquake risks, one of the most significant risks in doing business in Japan.

In addition, each of ROHM's business sites has established

Geopolitical risks

International relations in various countries and regions are increasingly uncertain, including the prolonged Russia-Ukraine conflict and heightened military tensions in the Taiwan Strait, South China Sea and Middle East. For ROHM, with its global business activities, geopolitical risks may not only have a direct impact on production and sales activities in the form of business withdrawals and suspended operations, but may also impact our entire supply chain, including material procurement and business with customers.

In response, ROHM established the Economic Security Office as a specialist unit in December 2023. Led by this unit and the Risk Management and BCM Committee, we collect information, monitor, and implement measures regarding

Actions for Information Security

Information management system

ROHM has identified the establishment of an information security system that enhances business continuity, and the establishment, provision, and utilization of IT tools that support the Medium-Term Management Plan as key issues in information security governance, cyber security, and IT governance, and the Information Management Grand Committee takes the lead in the operation of the information management system. This committee is established as a subordinate organization of the EHSS General Committee, in which directors with executive authority and divisional managers participate, and is responsible for the appropriate management of information security risks, cyber security risks, and IT governance risks in ROHM.

The Head Office and some manufacturing sites have obtained ISO/IEC 27001 information security management system certification. The scope of certification covers the planning, development, maintenance and operation of the Group's internal information systems as well as the development, manufacture and sales of semiconductors and electronic components. Furthermore, the Head Office, LAPIS Semiconductor's head office and Miyazaki Plant and ROHM Semiconductor GmbH have received TISAX (Trusted Information Security

Information Security
<https://www.rohm.com/sustainability/foundation/information-security>

a BCM task force to ensure the safety of employees and others in the event of an emergency and to ensure the continuity and early recovery of core businesses. In FY2023, we conducted information sharing training assuming a Nankai Trough megaquake for the BCM Countermeasures Headquarters of the ROHM head office and members of its subordinate operational team. The training clarified issues related to the roles and activities of each team and its members as well as reconfirmed courses of action. It also improved awareness of BCM and BCP as well as readiness.

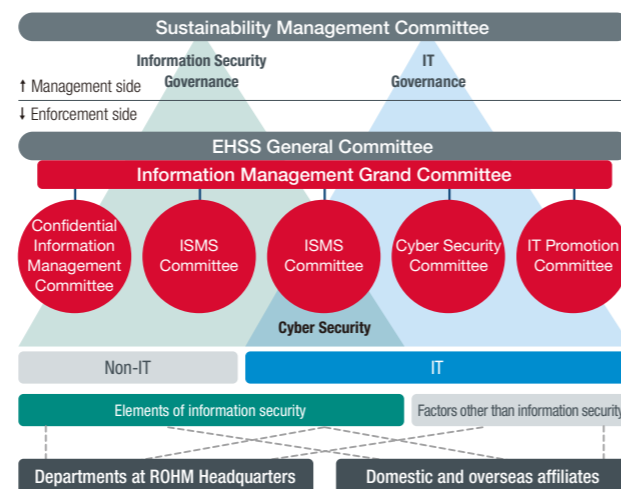
geopolitical risks that may impact management. While continuing to formulate and promote risk management measures and BCP based on risks identified for business sites in all regions and ensuring the safety of employees, we are working to minimize the impacts on our business.

In regard to export control regulations on semiconductor-related products, ROHM conducts proper export controls while the Export Control Specialist Subcommittee, comprising related departments across the company, works in close collaboration with lawyers.

Other Risks
<https://www.rohm.com/sustainability/foundation/risk-management#anc04>

Assessment Exchange) certification, which was developed by the German Association of the Automotive Industry for the assessment of information security.

We are advancing proper information management to prevent leaks and end fraudulent use of confidential information, which is key for our business, through conventional audits and evaluations within and outside the organization as well as by continuously expanding their implementation and the scope of certifications.



Compliance Initiatives

ROHM must continuously comply with laws, international norms, business ethics and in-house rules and fulfill its social responsibility as a company in order to continue to gain the trust of various stakeholders in relation to its business activities. ROHM has the awareness and responsibility that "the company is a public institution of society" and establishes a system for compliance in accordance with the ROHM Group Basic Ethics Policy and the ROHM Group Business Conduct Guidelines, committed to rigorous management of risks of legal and corporate ethics violations.

Whistleblowing System

ROHM has established a compliance hotline established by an external law firm as a whistleblowing system to accept reports and consultations regarding compliance violations from all employees including non-regular employees, of Group companies in Japan. As for overseas Group companies, in addition to setting up hotlines, we have also established a global compliance hotline that allows employees to report misconduct or potential misconduct by officers to the ROHM Head Office*.

In order to ensure the appropriate operation of the system, we have established internal regulations to ensure that those who make reports or seek consultation are not treated

unfairly for use of the whistleblowing system and that we thoroughly ensure that information provided or uncovered through investigations is kept confidential. We also provide in-house training to employees who are engaged in compliance hotline-related work.

Furthermore, we are working to identify information on risks such as violations at an early stage as well as respond promptly and appropriately by distributing ROHM Compliance Cards and promoting awareness of the hotline through noticeboards and internal training.

*Number of whistleblower reports in FY2023 (from April 1, 2023 through March 31, 2024): 86

Education and Training System

ROHM must increase the level of compliance literacy for each individual employee for compliance of business ethics. In order to spread and increase compliance awareness, ROHM conducts regular compliance-themed training as well as in-house education and awareness-raising activities such as legal e-learning. By also conducting level-specific compliance

training from management (directors) through new employees, all employees are able to understand and acquire knowledge of the rules that they must observe at each level.

Compliance
<https://www.rohm.com/sustainability/foundation/compliance>

Tax Compliance Response

Basic policy

ROHM strives to pay taxes appropriately in compliance with national and regional laws and regulations under its system that appropriately ascertains and manages tax relationships in its business activities. We respond to domestic and

international tax reforms, including the Organization for Economic Co-operation and Development's (OECD) Base Erosion and Profit Shifting (BEPS) Project, fulfilling our corporate social responsibility (CSR) at an even higher level.

Tax Data by Country and Region for FY2023

Tax jurisdiction	Revenues	Profit (loss) before income tax	Income tax paid (on cash basis)	Income tax accrued-current year
Japan	631,626	22,669	27,463	4,585
Thailand	138,937	6,153	817	661
Hong Kong	93,537	3,735	646	577
Philippines	83,329	3,611	515	624
China	69,420	5,880	831	1,071
Germany	50,435	4,633	188	833
South Korea	46,720	2,635	756	632
Singapore	35,901	4,974	582	922
Americas	28,823	1,611	114	95
Taiwan	26,816	1,419	278	249
Malaysia	26,258	1,772	-421	206
Subtotal	1,231,802	59,091	31,767	10,456
Other	7,675	279	44	64
Total	1,239,477	59,370	31,812	10,520

* Countries and regions for which the subtotal of the items exceeds 90% of total are shown.
 * The amounts in the left are based on Country-by-Country Reports submitted to Japan's Tax Agency and have no direct bearing on consolidated financial statements.

Tax Policy
<https://www.rohm.com/sustainability/foundation/governance/taxpolicy>

Members of the Board and Corporate Officers



Directors

President (Representative Director), Chief Executive Officer

1 Isao Matsumoto

Number of ROHM Shares Held: 28,728 shares

- 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)
- Apr. 2024 President (Representative Director), Chief Executive Officer (current position)

Member of the Board

2 Katsumi Azuma

Number of ROHM Shares Held: 20,064 shares

- 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
- Jun. 2023 President of ROHM Apollo Co., Ltd. (current position)
- Apr. 2024 Member of the Board, Senior Managing Executive Officer, in charge of Quality, Production, General Purpose Device Business and Module Business (current position)

Member of the Board

3 Kazuhide Ino

Number of ROHM Shares Held: 11,432 shares

- Apr. 1999 Joined the Company
- Sep. 2019 Corporate Officer, Director of Power Device Production Headquarters
- Jun. 2020 Member of the Board, CSO and Senior Director of Power Device Business
- Jan. 2021 Member of the Board, Senior Corporate Officer, CSO
- Jun. 2021 Member of the Board, Managing Executive Officer, CSO and Director of Accounting & Finance Headquarters
- Apr. 2023 Member of the Board, Managing Executive Officer, CFO (Chief Financial Officer)
- Apr. 2024 Member of the Board, Managing Executive Officer, in charge of Power Device Business (current position)

Member of the Board

4 Tetsuo Tateishi

Number of ROHM Shares Held: 9,912 shares

- 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
- Apr. 2024 Member of the Board, Senior Corporate Officer, in charge of Research & Development, IT, Legal & Intellectual Property and LSI Business (current position)

Member of the Board

5 Koji Yamamoto

Number of ROHM Shares Held: 12,440 shares

- 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 Sustainability
- Apr. 2023 Member of the Board, Senior Corporate Officer, CSO
- Apr. 2024 Member of the Board, Senior Corporate Officer, in charge of SCM and Administration (current position)

Member of the Board

6 Tetsuo Aoki

Number of ROHM Shares Held: 7,325 shares

- May 1991 Joined the Company
- Sep. 2019 Corporate Officer, Head of Japanese, Asia Sales and Director of East Japan Sales Headquarter
- Apr. 2023 Corporate Officer, Director of System Solutions Engineering Headquarters and in charge of Sales Management
- Apr. 2024 Corporate Officer, in charge of Sales and Marketing (current position)
- Jun. 2024 Member of the Board, Senior Corporate Officer, in charge of Sales and Marketing (current position)

Member of the Board (Outside), Chairperson of the Board

7 Tadanobu Nagumo

Number of ROHM Shares Held: 2,000 shares

- Apr. 1969 Joined The Yokohama Rubber Co., Ltd.
- Jun. 1999 Director of The Yokohama Rubber Co., Ltd.
- Jun. 2004 President and Representative Director of The Yokohama Rubber Co., Ltd.
- Jun. 2011 Chairman and CEO and Representative Director of The Yokohama Rubber Co., Ltd.
- Jun. 2015 Outside Director of The Zeon Corporation (current position)
- Mar. 2016 Chairman and Representative Director of The Yokohama Rubber Co., Ltd.
- Mar. 2019 Senior Advisor of The Yokohama Rubber Co., Ltd.
- Jun. 2021 Member of the Board (Outside)
- Mar. 2024 Honorary Advisor of Yokohama Rubber Co., Ltd. (current position)
- Apr. 2024 Member of the Board, Chairperson of the Board (current position)

Member of the Board (Outside)

8 Peter Kenevan

Number of ROHM Shares Held: -

- 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

Number of ROHM Shares Held: -

- 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)

10 Aiko Kozaki

Number of ROHM Shares Held: -

- Apr. 1996 Joined Nomura Asset Management Co., Ltd. (Resigned in Mar. 2000)
- Apr. 2006 NPO Social Innovation Japan
- Apr. 2007 ESG Research Center of The Japan Research Institute, Limited
- Jul. 2013 Manager at ESG Research Center of The Japan Research Institute, Limited
- Sep. 2015 Work Again Business Manager of Waris Co., Ltd.
- Nov. 2020 Strategy Development Division at Strategy Development and Management Bureau of Financial Services Agency (Resigned in Oct. 2022)
- Mar. 2023 Representative Director of stream-i Co., Ltd. (current position)
- Mar. 2023 Outside Director of Central Tank Terminal Co., Ltd. (current position)
- Jan. 2024 Manager at Investment Department of General Incorporated Foundation Japan Network for Public Interest Activities (current position)
- Jun. 2024 Member of the Board (Outside) (current position)

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

11 Masahiko Yamazaki

Number of ROHM Shares Held: 25,704 shares

- 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)

12 Keita Nakagawa

Number of ROHM Shares Held: 200 shares

- 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)

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

13 Hidero Chimori

Number of ROHM Shares Held: 1,900 shares

- 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

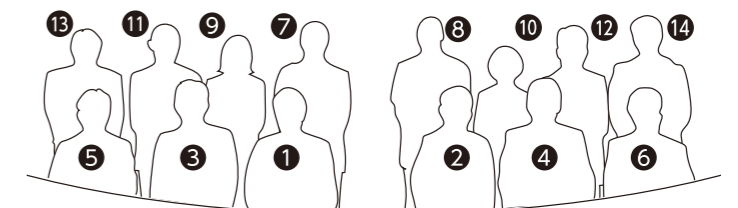
14 Tomoyuki Ono

Number of ROHM Shares Held: 100 shares

- 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 Outside Director of NITTA Corporation (current position)
- Jun. 2023 Member of the Board (Outside), Audit and Supervisory Committee Member (current position)

Corporate Officers (As of September, 2024)

- | | |
|---------------------------|---|
| Isao Matsumoto | Chief Executive Officer |
| Katsumi Azuma | Senior Managing Executive Officer,
in charge of Quality, Production, General Purpose Device Business and Module Business ROHM Apollo Co., Ltd., President |
| Kazuhide Ino | Managing Executive Officer,
in charge of Power Device Business |
| Tetsuo Tateishi | Senior Corporate Officer,
in charge of Research & Development, IT, Legal & Intellectual Property and LSI Business |
| Koji Yamamoto | Senior Corporate Officer,
in charge of SCM and Administration |
| Tetsuo Aoki | Senior Corporate Officer,
in charge of Sales and Marketing |
| Motohiro Ando | Corporate Officer,
in charge of Finance and Director of Corporate Strategy Headquarters |
| Sumihiro Takashima | Corporate Officer,
Director of LSI Business Unit |
| Tsuguki Noma | Corporate Officer,
Director of Power Devices Business Unit |
| Tsuguru Ariyama | Corporate Officer,
Director of General Purpose Device Business Unit |
| Tetsuhiro Tanabe | Corporate Officer,
Director of Module Business Unit |
| Syoji Higashida | Corporate Officer,
Director of WP Production Headquarters |
| Satoshi Fujitani | Corporate Officer,
Director of AP Production Headquarters |
| Masanori Tanimura | Corporate Officer,
Director of IT Headquarters |
| Shinji Mikami | Corporate Officer,
in charge of Japan and International Sales |
| Takashi Miki | Corporate Officer,
Director of Corporate Quality Headquarters |



*The number of shares held is as of March 31, 2024.