



May 8, 2019

To all concerned parties

Listed company name ROHM Co., Ltd.  
Company Representative Tadanobu Fujiwara, President  
(Code: 6963)  
Contact Person: Kunio Uehara, Director, Accounting &  
Financial Headquarters  
(Tel: 075-311-2121)

### **Announcement regarding the Transition to a Company with an Audit and Supervisory Committee and Partial Amendments to the Articles of Incorporation**

ROHM Co., Ltd. (the “Company”) hereby announces that it passed a resolution at its Board of Directors meeting held today that it plans to transition to a “Company with an Audit and Supervisory Committee”. Also, it was determined that “partial amendments to the Articles on Incorporation” will be on the 61<sup>st</sup> Ordinary General Shareholders Meeting.

#### 1. About the transition to a company with an Audit and Supervisory committee

##### (1) Purpose of transition

In order to further promote corporate governance and improve corporate value, the Company intends to transition to a Company with an Audit and Supervisory Committee by having Directors who are Audit and Supervisory Committee Members possessing voting rights in the Board of Directors which will strengthen the supervisory functions of the Board.

##### (2) Time of transition

The Company plans to transition to a Company with an Audit and Supervisory Committee upon receiving approval for the required amendments, etc. to the Article of Incorporation at the 61<sup>st</sup> Ordinary General Shareholders Meeting scheduled to be held this June.

#### 2. About the partial amendments to the Articles of Incorporation

##### (1) Purpose of amendments

① In order to further promote corporate governance and improve corporate value, the Company intends to transition to a Company with an Audit and Supervisory Committee by having Directors who are Audit and Supervisory Committee Members possessing voting rights in the Board of

Directors which will strengthen the supervisory functions of the Board. Therefore, the Company will newly establish provisions concerning the Audit and Supervisory Committee Members and Audit and Supervisory Committee, and also provisions concerning permitting the delegation of all or part of a decision regarding execution of important duties to a Director by resolution of the Board of Directors. Thus, the Company will delete the provision concerning Statutory Auditors and the Board of Statutory Auditors.

②In order to secure valuable and diverse human resource and prepare an environment where each individual can fully perform its expected roles, the Company proposes that the focus of limited liability agreements be altered so as not to restrict the scope to Outside Directors, so that Directors who do not execute duties can enter into the limited liability agreements as well. The Company has obtained the consent of all the Statutory Auditors to this amendment to the provision.

#### (2) Details of amendments

Details of amendments of the Articles of Incorporation is not translated into English.

#### (3) Schedule

Date of the Ordinary General Meeting of Shareholders for amendment of the Articles of Incorporation (scheduled): June 27, 2019 (Thursday)

Effective date of Amended Articles of Incorporation (scheduled): June 27, 2019 (Thursday)

#### 3. Others

As for the appointment of new executives due to the transition to a company with an Audit and Supervisory Committee, please refer to the “Financial Highlights for the Year Ended on March 31, 2019 (Consolidated)” issued today.

<p>Note: This document is a translation of the Japanese version. In the event of any discrepancies in words, accounts, figures, or the like between this report and the original, the original Japanese version shall govern.</p>
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