



December 4, 2020

To Whom It May Concern:

Company Name	ROHM Co., Ltd.
Name and Title of Representative	Isao Matsumoto, President & CEO
Code Number	6963, Tokyo Stock Exchange 1st Section
Name and Title of Contact Person	Kohei Nozato, General Manager, Investor Relations Div.
Telephone Number	(075) 311-2121

Notice Regarding the Disposal of Treasury Shares through Third-party Allotment in Line with the Introduction of the Employee Stock Ownership Plan Trust

ROHM Co., Ltd.(the “Company”) hereby announces that its Board of Directors, at the Board meeting held on December 4, 2020, resolved to introduce Stock Compensation Plan for Executive Officer of the Company and Employee Stock Ownership Plan Trust (the “ESOP Trust”) for the Corporate Officer of the Company and dispose of its treasury shares through third-party allotment (the “Treasury Share Disposal”), as follows.

1. Outline of the disposal

(1) Date of disposal	December 29, 2020
(2) Type and number of shares to be disposed of	Common shares: 5,494 shares
(3) Disposal value	¥9,100 per share
(4) Total disposal value	¥49,995,400
(5) Party to which the treasury shares are scheduled to be disposed of	The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account)
(6) Other matters	The Treasury Share Disposal shall be conducted subject to the effectiveness the registration statement submitted under the Financial Instruments and Exchange Act.

2. Purpose of and reason for the disposal

The Company, at its Board meeting held on December 3, 2020, resolved to introduce the ESOP Trust for the Corporate Officers of the Company with the aim at sharing the value with shareholders and incentivizing to improve its medium to long-term performance and increase its corporate value sustainably.

The Treasury Share Disposal shall be carried out in the form of disposal treasury shares thorough third-party allotment to The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account), which is the joint trustee under the trust agreement for the Employee Stock Ownership Plan concluded between the Company and Mitsubishi UFJ Trust and Banking Corporation.

The number of shares to be disposed of shall be the number of shares reasonably expected to be the delivered to the Corporate Officer of the Company for 2 years and 7 months (from December 28, 2020 to July 31, 2023) pursuant to the Share Delivery Rules.

3. Outline of the Trust Agreement

Type of trust	Money trust other than individually managed designated money trust (third party benefit trust)
Objective of trust	Provision of incentives for the Corporate Officers of the Company
Trustor	The Company
Trustee	Mitsubishi UFJ Trust and Banking Corporation (Joint trustee: The Master Trust Bank of Japan, Ltd.)
Beneficiaries	The Corporate Officers of the Company who acquired beneficiary rights
Trust administrator	A third party without interest in the Company
Trust agreement date	December 28, 2020 (tentative)
Trust period	From December 28, 2020 to July 31, 2023 (tentative)
Commencement date of the scheme	December 28, 2020 (tentative)
Exercise of voting rights	The Trustee exercise voting rights the shares of the Company reflection of intention of the Eligible person in accordance with instruction of the Trust administrator
Type of shares to be acquired	Common shares of the Company
Total amount of shares acquired	¥60,000,000 (tentative) (each including trust fees and trust expenses)
Holder of vested rights	The Company
Residual assets	The Company, as the rights holder, may receive residual assets within the scope of reserve for trust expenses after deducting share acquisition fund from trust money

4. Basic of calculation of the disposal value and specific details

With a view to eliminating arbitrariness in determination of the value, the disposal value shall be ¥9,100, the closing price of the shares of the Company on the Tokyo Stock Exchange, Inc. on the business day immediately preceding the date of resolution at the Board of Directors, December 3, 2020. We believe that it shall be reasonable and not favorable price.

5. Procedure under the Code of Corporate Conduct

In view of the fact that the dilution rate of shares is less than 25%, without involving any change in the controlling shareholders, the procedures for obtain an opinion from an independent third party, and for confirming the intentions of the shareholders, as stipulated in Article 432 of Securities Listing Regulations established by the Tokyo Stock Exchange, are not required.

END