



(Translation)

# ARTICLES OF INCORPORATION OF ROHM Co., Ltd.

## CHAPTER 1 GENERAL PROVISIONS

### **Article 1** *[Trade Name]*

The name of the Company shall be “Rohm Kabushiki Kaisha” and in English translation it shall be “ROHM COMPANY LIMITED.”.

### **Article 2** *[Objects]*

The objects of the Company are to perform the business prescribed in the items below:

1. Manufacture and sales of electric and electronic components
2. Manufacture and sales of electric and electronic equipment
3. Manufacture and sales of electric and electronic materials
4. Manufacture and sales of precision equipment, office equipment, medicinal drugs, medical equipment and components
5. Manufacture and sales of automobile components
6. Development and sales of computer software
7. Design, construction and contracting of construction, civil engineering and electrical works
8. Buying and selling, lease, brokerage and management of real estate
9. Printing, publishing and advertising
10. Non-life insurance agency and life insurance solicitation
11. Travel agency
12. Financial operation and general lease including transaction of securities, cash loan, sales and purchases of claimable assets, guaranty of liabilities, and currency trading
13. Research and development, production, processing and sales related to farming and cultivating of agricultural, livestock and marine products.
14. Investment in the business related to the foregoing items
15. Import/export of goods related to the foregoing items and other business operations incidental or related thereto

**Article 3** *[Location of Head Office]*

The head office of the Company shall be located at Kyoto-shi, Kyoto, Japan.

**Article 4** *[Organizations]*

The Company shall have the following organizations in addition to the general shareholders meeting and Directors:

1. Board of Directors
2. Audit and Supervisory Committee
3. Accounting Auditors

**Article 5** *[Method of Public Notice]*

Public Notices for the Company shall be given electronically; provided, however, that if electronic public notices cannot be given due to accidents or other unavoidable events, public notices shall be given in the newspaper “Nihon Keizai Shinbun”.

## **CHAPTER 2**

### **SHARES**

**Article 6** *[Total Number of Authorized Shares to be Issued]*

The total number of shares the Company may issue shall be three hundred million (300,000,000).

**Article 7** *[Number of Shares Constituting One Share Unit]*

The number of shares constituting one share unit shall be one hundred (100).

**Article 8** *[Rights Vested in Shares Constituting Less Than One Full Share Unit]*

Shareholders of the Company shall not exercise rights other than those listed below with respect to shares constituting less than one full share unit:

1. The rights set out in Article 189, Paragraph 2 of the Companies Act.
2. The right to make a demand pursuant to Article 166, Paragraph 1 of the Companies Act.
3. The right to receive the allotment of shares for subscription and share options for subscription based on the number of shares held by each shareholder.
4. The right to make a demand as provided for in the subsequent Article.

**Article 9** *[Demand for the Sale of Shares Constituting Less Than One Full Share Unit]*

Shareholders who hold shares constituting less than one full share unit of the Company may demand that the Company sell such number of shares which, together with the number of shares constituting less than one full share unit held by such shareholders, will constitute one full share unit, in accordance with the provisions of Share Handling Regulations.

**Article 10** *[Administrator of Shareholder Registry]*

The Company shall appoint an administrator of shareholder registry.

The administrator of shareholder registry and its place for handling business shall be designated by a resolution of the Board of Directors and a public notice thereof shall be given by the Company.

The preparation and keeping of the shareholder registry and share option registry and other matters relating to the shareholder registry and share option registry shall be entrusted to the administrator of shareholder registry, not handled by the Company.

**Article 11** *[Share Handling Regulations]*

The matters relating to the handling and fees of the shares of the Company shall be provided for in the Share Handling Regulations of the Company provided by the Board of Directors.

**Article 12** *[Acquisition of Own Shares]*

The Company may, pursuant to the provision of Article 165, Paragraph 2 of the Companies Act, acquire its own shares through market transactions, etc., by a resolution of the Board of Directors.

### **CHAPTER 3**

#### **GENERAL SHAREHOLDERS MEETING**

**Article 13** *[Convocation]*

An ordinary general shareholders meeting of the Company shall be convened in June in each year. An extraordinary general shareholders meeting may be convened whenever necessary.

**Article 14** *[Record Date of Ordinary General Shareholders Meeting]*

The record date of the voting rights at the ordinary general shareholders meeting of the Company shall be March 31 in each year.

**Article 15** *[Internet Disclosure and Deemed Provision of Reference Documents for General Shareholders Meeting, etc.]*

The Company may, by disclosing the information relating to the matters that shall be described or indicated in reference documents for the general shareholders meeting, business reports, financial statements and consolidated financial statements through the Internet in accordance with the Ordinance of the Ministry of Justice, in connection with the convocation of the general shareholders meeting, deem that it has provided the same to the shareholders.

**Article 16** *[Exercise of Voting Rights by Proxy]*

A shareholder of the Company may exercise his/her voting rights at a general shareholders meeting by a single proxy who shall also be a shareholder of the Company possessing voting rights, provided that the relevant shareholder or his/her proxy shall submit to the Company a document evidencing his/her proxy right at each general shareholders meeting.

**Article 17** *[Person to Convene General Shareholders Meetings and Chairperson]*

The President shall convene a general shareholders meeting and act as the chairperson thereof.

When the President is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.

**Article 18** *[Method of Resolution]*

Unless otherwise provided for by the laws and ordinances or these Articles of Incorporation, resolutions of a general shareholders meeting shall be adopted by a majority of the voting rights of the shareholders who are entitled to exercise voting rights, present at the meeting.

Resolutions pursuant to Article 309, Paragraph 2 of the Companies Act shall require the attendance of the shareholders constituting one third or more of the voting rights of all shareholders who are entitled to exercise voting rights, and shall be adopted by two-thirds or more of the voting rights of the shareholders so present at the meeting.

## **CHAPTER 4**

### **DIRECTORS AND BOARD OF DIRECTORS**

**Article 19** *[Number and Election Method of Directors]*

The Company shall have fifteen (15) or less Directors who are not Audit and Supervisory Committee Members and five (5) or less Directors who are Audit and Supervisory Committee Members. Directors shall be elected in a general shareholders meetings; while making a distinction between Directors who are not Audit and Supervisory Committee Members and Directors who are Audit and Supervisory Committee Members.

The resolutions for the election of Directors shall require the attendance of the shareholders constituting one third or more of the voting rights of the shareholders who are entitled to exercise voting rights, and shall be adopted by a majority of the voting rights of the shareholders so present at the meeting.

Cumulative voting shall not be permitted for the resolutions for the election of Directors.

**Article 20** *[Term of office]*

The term of office of a Director who are not Audit and Supervisory Committee Members shall end with the conclusion of the ordinary general shareholders meeting for the last business year ending within one (1) years after his/her election.

The term of office of a Director who are Audit and Supervisory Committee Members shall end with the conclusion of the ordinary general shareholders meeting for the last business year ending within two (2) years after his/her election.

The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy of a Director who is an Audit and Supervisory Committee Member and who retired before the expiration of the term of office shall expire when such predecessor's full term of office would have expired.

**Article 21** *[Directors with Title]*

The Board of Directors shall select, by resolution, one (1) President from among Directors who are not Audit and Supervisory Committee Members, and shall select, if necessary, respectively one (1) or more Executive Vice Presidents, Senior Managing Directors, and Managing Directors, from among Directors.

**Article 22** *[Representative Directors]*

The President, who shall represent the Company, shall command the overall business of the Company.

The Board of Directors may select, by resolution, Representative Directors from among Executive Vice Presidents, Senior Managing Directors and Managing Directors.

**Article 23** *[Person to Convene Meetings of the Board of Directors and Chairperson]*

Unless otherwise provided by laws and regulations, the President shall convene a meeting of the Board of Directors and shall act as the chairperson thereof.

When the President is unable to so act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall take his/her place.

**Article 24** *[Convocation of Meetings of Board of Directors]*

Notice of meetings of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date set for such meeting; provided, however, that in the event of emergency such period may be shortened.

Meetings of the Board of Directors may be held without taking the convocation procedures if unanimous consent is obtained from all Directors.

**Article 25** *[Omission of Resolution]*

In the event that the Company satisfies the requirements of Article 370 of the Companies Act, a resolution of a meeting of the Board of Directors shall be deemed to be made.

**Article 26** *[Delegation to Directors]*

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of a decision regarding execution of important duties except for matters set forth in items of Paragraph 5 of the same Article to a Director by resolution of the Board of Directors.

**Article 27** *[Remunerations]*

The remunerations, bonuses and any other financial benefits for Directors as a consideration for the execution of their duties (hereinafter referred to as the “Remunerations”) shall be determined upon a resolution of a general shareholders meeting, while making a distinction between Directors who are not Audit and Supervisory Committee Members and Directors who are Audit and Supervisory Committee Members.

**Article 28** *[Contracts for Limitation of Liability with Outside Directors]*

The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into contracts with Directors (excluding those are Executive Directors, etc.) that will limit their liabilities specified in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount as specified in applicable laws and regulations.

**CHAPTER 5**  
**THE AUDIT AND SUPERVISORY COMMITTEE**

**Article 29** *[Full-time Audit and Supervisory Committee Members]*

The Audit and Supervisory Committee may, by its resolution, elect full-time Audit and Supervisory Committee Members.

**Article 30** *[Convocation of Meetings of the Audit and Supervisory Committee]*

Notice of meetings of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days prior to the date set for such meeting; provided, however, that in the event of emergency such period may be shortened.

Meetings of the Audit and Supervisory Committee may be held without taking the convocation procedures if unanimous consent is obtained from all the Audit and Supervisory Committee Members.

**Article 31** *[Regulations of the Audit and Supervisory Committee]*

The Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.

**CHAPTER 6**  
**ACCOUNTS**

**Article 32** *[Business year]*

The business year of the Company shall be a one-year period commencing on April 1 in each year and ending on March 31 of the following year.

**Article 33** *[Record Date of Dividends of Surplus]*

The record date of the year-end dividends of the Company shall be March 31 in each year.

In addition to the preceding paragraph, the Company may set other record date(s) and distribute dividends of surplus.

**Article 34** *[Interim Dividends]*

The Company may distribute interim dividends, by a resolution of the Board of Directors, on the record date of September 30 in each year.

**Article 35** *[Expiration Period of Dividends]*

If cash distributed as dividends is not received within three (3) years from the date of commencement of payment thereof, the Company shall be exempt from its obligation to make such payment.

**SUPPLEMENTARY PROVISION**

*[Transitional Measure Concerning Limited Liability Agreements with Outside Company Auditors]*

Limited liability agreements pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act already entered into with Outside Company Auditors (including former Outside Company Auditors) regarding the liability for damages described in Article 423, Paragraph 1 of the Companies Act prior to the conclusion of the 61th ordinary general shareholders meeting held in June 2019 shall be governed by Article 32 of the Articles of Incorporation prior to the amendment made by resolution of the said ordinary general shareholders meeting.

(Amended as of June 27, 2019)