



(Translation)

SHARE HANDLING REGULATIONS

OF

ROHM Co.,Ltd.

CHAPTER 1

GENERAL PROVISIONS

Article 1 *[Purpose]*

In accordance with the Articles of Incorporation, the procedures for handling shares of the Company including the procedures for exercising shareholders' rights shall be governed by these Regulations as well as the provisions of the Japan Securities Depository Center, Inc. (hereinafter referred to as the "JASDEC") and those of account management institutions such as securities companies at which shareholders of the Company have their transfer accounts (hereinafter referred to as the "Securities Companies").

Article 2 *[Administrator of Shareholder Registry]*

The administrator of shareholder registry of the Company and its place for handling business are as follows:

Administrator of shareholder registry:

Mitsubishi UFJ Trust and Banking Corporation

1-4-5, Marunouchi, Chiyoda-ku, Tokyo

Place for handling business:

Mitsubishi UFJ Trust and Banking Corporation, Osaka Corporate Agency Division

6-3, Fushimimachi 3-chome, Chuo-ku, Osaka

CHAPTER 2

RECORDING IN THE SHAREHOLDER REGISTRY, ETC.

Article 3 *[Recording in the Shareholder Registry]*

3.1 Changes to the matters to be stated in the shareholder registry of the Company shall be made upon notification from the JASDEC such as "notification of all shareholders" (Sokabunushi-tsuchi) (excluding notification provided in Article 154 Paragraph 3 of the Act

on Book-entry of Company Bonds, Shares, etc. (the “Act on Book-entry”) (hereinafter referred to as the “Notification of Individual Shareholder” (Kobetsukabunushi-tsuchi))).

3.2 Notwithstanding the provisions of the preceding paragraph, changes to the matters to be stated in the shareholder registry shall be made without notification from the JASDEC in cases specified in laws and regulations including cases where the Company issues new shares.

3.3 The shareholder registry shall be recorded in the characters and symbols designated by the JASDEC.

Article 4 *[Notification Related to Matters to be Stated in the Shareholder Registry]*

Shareholders shall notify the Company of their names and addresses through the Securities Companies and the JASDEC as provided by the JASDEC. The same shall apply to the changes thereof.

Article 5 *[Representative of Corporate Shareholders]*

In the event that a corporation is a shareholder, such corporation shall notify the Company of one (1) representative through the Securities Companies and the JASDEC as provided by the JASDEC. The same shall apply to the changes thereof.

Article 6 *[Representative of Shareholders Who Co-own Shares]*

Shareholders who co-own shares shall notify the Company of one (1) representative through the Securities Companies and the JASDEC as provided by the JASDEC. The same shall apply to the changes thereof.

Article 7 *[Statutory Agent]*

Statutory agents of shareholders such as persons who have parental authority or guardians shall notify the Company of their names and addresses through the Securities Companies and the JASDEC as provided by the JASDEC. The same shall apply to the changes or the removal thereof.

Article 8 *[Notification of the Place where Shareholders Residing Abroad, Etc. Should Receive Notices]*

Shareholders residing abroad and registered pledgees of shares or their statutory agents shall appoint a standing proxy in Japan or designate a mailing address in Japan to receive notices. The name and address of the standing proxy appointed or the mailing address designated shall be notified to the Company through the Securities Companies and the JASDEC as provided by the JASDEC. The same shall apply to the changes or the removal thereof.

Article 9 *[Method of Confirmation of Notification through JASDEC]*

In the event that notification from shareholders to the Company is made through the Securities Companies and the JASDEC, such notification shall be deemed to be made from the shareholders themselves.

CHAPTER 3
IDENTIFICATION OF SHAREHOLDERS

Article 10 *[Identification of Shareholders]*

- 10.1 In the event that a shareholder (including a shareholder who has made a Notification of Individual Shareholder) makes a request or exercises any other shareholders' right (hereinafter referred to as the "Request"), the shareholder shall attach or submit evidence that such Request was made by the shareholder (hereinafter referred to as the "Evidence"). Provided, however, that in the event the Company is capable of confirming that such Request was made by the shareholder, no attachment or submission thereof shall be required.
- 10.2 In the event that the Request from a shareholder to the Company was made through the Securities Companies and the JASDEC, such Request shall be deemed to be made by the shareholder. In such case, no Evidence shall be required.
- 10.3 In the event that the Request is made by a proxy for a shareholder, a power of attorney to which such shareholder signs or affixes his/her name and seal shall be attached in addition to the procedures provided in the preceding two (2) paragraphs. The power of attorney shall include the proxy's name and address.
- 10.4 The provisions in the paragraphs 1 and 2 above shall apply mutatis mutandis to a proxy for a shareholder.

CHAPTER 4
PROCEDURES FOR EXERCISING SHAREHOLDERS' RIGHTS

Article 11 *[Requests for Materials in Paper Form and Statements of Objections]*

Requests for the provision in paper form the contents of reference materials, etc., for the general shareholders meeting that are provided electronically as specified in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Requests for Materials in Paper Form"), as well as statements of objections, as specified in Paragraph 5 of the same, shall be made in writing. However, Requests for Materials in Paper Form made through Securities Companies and JASDEC shall be made in accordance with the regulations adopted by Securities Companies and JASDEC.

Article 12 *[Minority Shareholders' Rights, Etc.]*

In the event that a shareholder exercises any of the minority shareholders' rights, etc., as defined in Article 147 Paragraph 4 of the Act on Book-entry directly to the Company, a document to which such shareholder signs or affixes his/her name and seal shall be submitted after making a request for a Notification of Individual Shareholder.

Article 13 *[Description of Shareholder Proposals in Reference Documents for General Shareholders Meeting]*

In the event a shareholder submits a proposal in the general shareholders meeting, the length of the proposal shall be as follows, as determined by the Company in accordance with Article 93, Paragraph 1 of the Regulations for Enforcement of the Companies Act.

(1) Reason for proposal:

Four hundred (400) characters in length for each proposal

(2) Matters to be described in reference documents for general shareholders meeting concerning the proposal for election of Directors and/or Company Auditors:

Four hundred (400) characters in length for each candidate

Article 14 *[Method of Request for Purchase of Shares Less Than One Share Unit]*

In the event that a shareholder who holds shares less than one share unit requests that the Company purchase such shares, such request shall be made through the Securities Companies and the JASDEC as provided by the JASDEC.

Article 15 *[Determination of Purchase Price]*

- 15.1 The purchase price per share applicable to a purchase request in the preceding Article shall be the closing price per share at the Tokyo Stock Exchange (hereinafter referred to as the "TSE") on the day on which such purchase request is received at the place for handling business of the administrator of shareholder registry as specified in Article 2; provided, however, that in case no trading is effected on that day, the purchase price shall be the price first traded on the TSE immediately following such day.
- 15.2 The purchase price shall be the amount calculated by multiplying the purchase price per share according to the preceding paragraph by the number of shares requested for the purchase.

Article 16 *[Payment of the Purchase Price]*

- 16.1 Unless otherwise provided by the Company, the Company shall pay the purchase price calculated pursuant to the preceding Article on the fourth (4th) business day immediately following the day on which the purchase price is determined as provided by the JASDEC; provided, however, that when such purchase prices include rights for dividends on retained earnings or share splits and the like, the purchase price shall be paid on or prior to the record date.
- 16.2 A person who requests purchase of shares by the Company may require that payment of the purchase price shall be made by remittance to the bank account designated by such person or by cash disbursements at the Japan Post Bank.

Article 17 *[Transfer of Purchased Shares]*

The shares less than one share unit for which a purchase request has been made shall be transferred to the transfer account of the Company on the day on which payment of the purchase price or procedures for payment is completed pursuant to the preceding Article.

Article 18 *[Method of Request for Sale of Shares Less Than One Share Unit]*

In the event that a shareholder who holds shares less than one share unit requests that the Company sell the number of shares which, together with the number of shares less than one share unit held by such shareholder, will constitute one share unit (hereinafter referred to as the “Request for Sale”), such request shall be made through the Securities Companies and the JASDEC as provided by the JASDEC.

Article 19 *[Request for Sale Exceeding the Balance of Treasury Shares]*

In the event that the total number of shares for several Requests for Sale made on the same day exceeds the number of the Company’s treasury shares to be transferred, all the Requests for Sale shall not become effective.

Article 20 *[Effective Date of the Request for Sale]*

A Request for Sale shall become effective on the day on which such Request for Sale is received at the place for handling business of the administrator of shareholder registry.

Article 21 *[Determination of Sale Price]*

- 21.1 The sale price per share applicable to a Request for Sale shall be the closing price per share at the TSE on the effective date of the Request for Sale; provided, however, that in case no trading is effected on that day, the sale price shall be the price first traded on the TSE immediately following such day.
- 21.2 The sale price shall be the amount calculated by multiplying the sale price per share according to the preceding paragraph by the number of shares requested for sale.

Article 22 *[Transfer of Sold Share]*

The Company shall apply for transfer of the treasury shares equal to the number of shares for which a Request for Sale has been made to the transfer account of the shareholder who made the Request for Sale, on the day when the Company confirms that the sale price calculated pursuant to the preceding Article has been remitted to the bank deposit account designated by the Company through the Securities Companies as provided by the JASDEC.

Article 23 *[Suspended Period for Acceptance of Request for Sale]*

- 23.1 The Company shall suspend acceptance of any Request for Sale every year for a period starting from ten (10) business days prior to and ending on the respective dates listed below:
- (1) March 31;
 - (2) September 30; and
 - (3) Any other dates as provided by JASDEC, such as the record date of shareholders, etc.
- 23.2 Notwithstanding the preceding paragraph, the Company may, when it deems necessary, set another suspended period for acceptance of Request for Sale.

CHAPTER 5
SPECIAL TREATMENT OF SPECIAL ACCOUNTS

Article 24 *[Special Treatment of Special Accounts]*

Identification of a shareholder for whom a special account has been opened and other treatments related to special accounts shall be in accordance with the procedures provided by the account management institution of the relevant special account as well as those of the JASDEC.

CHAPTER 6
HANDLING FEES

Article 25 *[Handling Fees]*

No handling fees for the request of purchase of shares less than one share unit pursuant to Article 14 and the Request for Sale pursuant to Article 18 shall be charged.

SUPPLEMENTARY PROVISIONS

Article 26 *[Amendments to These Regulations]*

Amendments to these Regulations shall be made by the resolution of the Board of Directors.

(Amended as of September 1, 2022)