

Corporate Governance Report

Last Update: November 5, 2015

ROHM Co., Ltd.

Satoshi Sawamura, Chairman of the Board, President

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<http://www.rohm.com>

The corporate governance of ROHM is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

1. We strive to pursue the best possible corporate governance in order to achieve our mission and policy as described in the Company Mission and the Basic Management Policy .
2. We recognize that a company is supported by all of its stakeholders including its customers, business partners, employees, shareholders, investors, and local communities. We believe that the management and conduct of a company must be based on fairness, integrity, and transparency. Our basic view on corporate governance is to achieve sustainable corporate growth and maximize corporate value over the mid- to long-term from the stakeholders' perspective. We strive to improve corporate governance in accordance with the following guidelines.
 - (1)To properly cooperate with all stakeholders including shareholders into consideration, and properly address and deal with ESG (environmental, social, and governance) issues.
 - (2)To respect the rights of shareholders, secure their equal treatment, and engage in constructive dialog with shareholders who 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.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

- Supplemental Principle 4-11-3 【Analysis and Evaluation of Effectiveness for the Board of Directors】

Each year, the Board of Directors analyzes and evaluates its effectiveness as a whole, taking into consideration relevant matters, including the self-evaluations of each director, and discloses a summary of the evaluation results in a timely and appropriate manner. The summary of the result will be available in future.

[Disclosure Based on the Principles of the Corporate Governance Code]

ROHM established the “**ROHM Corporate Governance Policy**” (hereinafter referred to as the “Policy”) at the meeting of the Company’s Board of Directors held on November 5, 2015. The Policy is available at ROHM’s website:

URL: <http://www.rohm.com/web/global/investor-relations/corporate-governance>

- Principle 1-4 【So-called policy shareholdings】

1. The basic policy on cross-shareholdings of listed companies and the exercise of voting rights with respect to cross-shareholdings is established by the Board of Directors as follows:

< Basic Policy on Cross-shareholdings of Listed Companies >

We believe that holding a certain amount of shares of our business partners in order to develop and maintain

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strong business relationships with them is an effective way to ensure our own stable performance and growth. With this end in view, we are allowed to hold shares of our business partners if it helps facilitate business dealings with them.

< Basic Policy on the Exercise of Voting Rights with Respect to Cross-shareholdings >

We make positive decisions about proposed appropriation of surplus. For other proposed resolutions, we may seek clarification before making a decision if they may result in material violation of laws or adversely affect our business relationships.

- 2.The Board of Directors examines the mid- to long-term economic rationale and future outlook of major cross-shareholdings and the objective and rationale behind cross-shareholdings on an annual basis, taking into consideration both associated risks and returns.

• Principle 1-7 【Related Party Transactions】

- 1.In order to protect the interests of shareholders, we endeavor to prevent directors, employees, and other persons related to ROHM from engaging in any transactions that may be detrimental to ROHM or its shareholders by exploiting their position.
- 2.When we engage in transactions with officers or major shareholders, we follow the proper approval procedures of the Board of Directors in accordance with the Company's rules and regulations.

• Principle 3-1 【Complete information disclosure】

ROHM endeavors to disclose information actively, disclosing in a timely and accurate disclosure in accordance with laws, and to secure transparency and fairness in our decision making and realize effective corporate governance.

- 1.Management philosophy and business strategies, business plans

Our company's mission is to 'contribute to the advancement and progress of society through a consistent supply, under all circumstances, of high quality products in large volumes to the global market by making quality our top priority at all times.'

ROHM Group celebrated its 50th anniversary in 2010. In order to respond to increased market globalization, we embarked on a campaign, titled 'Next 50', that focuses on growth strategy that we believe will lead to significant growth in the mid to long term.

The ROHM Group is bolstering its product lineups for automotive and industrial equipment markets, where growth is anticipated for the mid-to long-term and continues to make effort to build up its sales operations in overseas market, and is developing new products in each category with a view to increase future earnings through "4 'growth engines': [1] IC synergy (with LAPIS Semiconductor Co., Ltd.), [2] SiC-based power devices and module products, [3] optical modules, and [4] sensor-related products. Moreover, ROHM Group continues to strengthen its lineups of existing products.

In addition, the earnings forecast is announced every each fiscal year.

- 2.Basic views and guidelines on corporate governance

Please refer I. 1. "Basic Views" in this report.

- 3.Policies and procedures for determining director remuneration

Please refer II. 1. "Director Remuneration" "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in this report.

- 4.Policies and procedures for nominating director and company auditor candidates

Please refer II. 1. "Directors" "Committee's Name, Composition, and Attributes of Chairperson" in this report.

- 5.Reasons for the individual nominations of director and company auditor candidates

Please refer II. 1. "Directors" "Outside Directors' Relationship with the Company (2)" in this report about outside directors, II. 1. "Company Auditors" "Outside Company Auditors Relationship with the Company (2)" in this report about outside company auditors. In addition, the company auditors except the outside company auditors do not exist.

Please refer to the following for the individual nominations of directors except outside directors.

- (1)Satoshi Sawamura

- He has attained an abundant knowledge and experience of the corporate management through the duties as representative director, and contributes to improve corporate value of the whole group by strong leadership.
- He has build deep relationship of mutual trust with domestic and foreign customers, and has attained an abundant knowledge and negotiation ability through the experience of sales operations for many years.

- (2)Tadanobu Fujiwara

- He has attained an abundant knowledge and negotiation ability through the experience of sales operations towards a wide variety of customers in the electronics market where globalization progresses, and he contributes to new customer development and sales improvement.

- (3) Eiichi Sasayama

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- He has attained an abundant knowledge and experience of management of finance, funds, information systems and business planning, and he has superior ability in promoting group consolidated management as an expert in finance.

(4) Isao Matsumoto

- He has attained an abundant knowledge and experience through the duties in domestic and foreign ICs production and engineering divisions, and he has superior ability in improvement ICs' quality and production engineering.

(5) Katsumi Azuma

- He has attained an abundant knowledge and experience through the duties in production sections of semiconductors or electronic components, and he has superior ability in improvement of Discrete Semiconductor Devices and Modules' quality and the production engineering.

(6) Masahiko Yamazaki

- He has attained an abundant knowledge and experience through the duties in the administration sections such as general affairs, personnel affairs and legal affairs, and he has superior ability in managing administration sections of the whole group.

(7) Masaki Sakai

- He has attained an abundant knowledge and negotiation ability through the sales operations in overseas, and he has superior ability in developing global sales.

(8) Jun Iida

- He has attained an abundant knowledge and experience through the ICs product development and strategy operations, and he is able to contribute to the development of new products and new business development.

- Supplemental Principle 4-1-1 【Scope of delegation to the management team】

The rules governing the Board of Directors specify matters related to board resolutions, while company rules specify matters delegated to each director.

- Principle 4-8 【Effective use of independent Outside Directors】

In order to facilitate the decision-making process, the number of directors is limited to ten or fewer. Moreover, at least two of whom must be independent directors who are not involved in the execution of business in order to ensure effective and objective oversight of the management.

Outside officers hold their meetings on a regular basis to exchange information, views and ideas on business operations or corporate governance.

- Principle 4-9 【Qualifications and standards for judgment of independence of independent Outside Directors】

The Board of Directors establishes standards of independence for independent directors and outside company auditors.

Please see "Independence Standards for Outside Officers" published in our website for details.

- Supplemental Principle 4-11-1 【Balance, diversity and scale for the Board of Directors, and policies and procedures for election of the Directors】

1. We take into consideration the diversity of the members of the Board of Directors and the Board of Company Auditors in establishing selection criteria for directors and company auditors.

2. A majority of new director candidates are nominated by the Board of Directors after discussion involving independent directors, in accordance with the preceding Paragraph.

3. A majority of new company auditor candidates are nominated by the Board of Directors after discussion involving independent directors and with the consent of the Board of Company Auditors, in accordance with the first Paragraph.

- Supplemental Principle 4-11-2 【Situation of concurrent posts for Directors and Auditors】

Directors and company auditors devote the time required to execute their respective duties and, if they also serve as officers at other listed companies, they disclose their positions.

Please refer to the notice of the general shareholders meeting that published in our website for details.

- Supplemental Principle 4-14-2 【Training policy for Directors and Auditors】

Based on the Basic Policy for Education and Training, directors and company auditors must always and proactively collect information on and endeavor to familiarize themselves with the Company's financial condition, legal compliance, corporate governance, and any other issues, in order to perform their respective roles.

- Principle 5-1 【Policy concerning constructive dialog with shareholders】

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1. We engage in constructive dialogue with shareholders in order to contribute to sustainable growth and increase corporate value over the mid- to long-term.
2. The senior management, directors, and the IR Department respond to shareholder requests for dialogue (or meetings) to the extent possible.
3. In order to promote constructive dialogue with shareholders, we:
 - (1) appoint a director who is responsible for ensuring that constructive dialogue takes place;
 - (2) establish an IR Department that works with the relevant departments including the General Affairs Department and the Accounting Department, with the aim of supporting dialogue with shareholders;
 - (3) organize financial results briefings, briefings for private investors, and IR tours for overseas investors in order to explain the Company's financial health or business strategies;
 - (4) regularly report shareholder information and views learned through dialogue to senior management and the Board of Directors, and;
 - (5) establish company rules to control insider information when engaging in dialogue.

2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	8,470,800	7.85
Japan Trustee Service Bank, Ltd. (Trust account)	8,134,600	7.54
Rohm Music Foundation	8,000,000	7.42
Bank of Kyoto, Ltd.	2,606,824	2.41
Ken Sato	2,405,066	2.23
SAJAP	1,945,300	1.80
Japan Trustee Service Bank, Ltd. (Trust account 9)	1,565,000	1.45
BBH BOSTON CUSTODIAN FOR BLACKROCK GLOBAL ALLOCATION FUND, INC. 620313	1,420,800	1.31
STATE STREET BANK WEST CLIENT - TREATY 505234	1,377,139	1.27
THE BANK OF NEW YORK MELLON SA/NV 10	1,375,494	1.27

Controlling Shareholder (except for Parent Company)	None
Parent Company	None

Supplementary Explanation

*Treasury stock (5,596 thousands) is excluded from the above list.

*The shares owned by The Master Trust Bank of Japan, Ltd. (Trust Account) and Japan Trustee Service Bank, Ltd. (Trust Account), and Japan Trustee Service Bank, Ltd. (Trust Account 9) are held in an investment trust by each bank.

*On Mar. 24, 2014, BlackRock Japan Co., Ltd., and eight co-owners of shares announced changes to their major shareholdings report to authorities. Even though we received a report of their owing our shares as follows as of Mar. 14, 2014, because the shares owned by them as of Mar. 31, 2015 could not be confirmed, that information is excluded from the above list.

Name and address : BlackRock Japan Co., Ltd., 1-8-3, Marunouchi, Chiyoda-ku, Tokyo

Number of shares : 1,242 thousands Ratio to outstanding shares : 1.10%

Name and address : BlackRock Advisers, LLC., 100 Bellevue Parkway Wilmington, Delaware, USA

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Number of shares : 1,665 thousands Ratio to outstanding shares : 1.47%

Name and address : BlackRock Investment Management LLC., 800 scudders mill road, Plainsboro, New Jersey, USA

Number of shares : 208 thousands Ratio to outstanding shares : 0.18%

Name and address : BlackRock (Luxembourg) S.A., 6D Route de Trèves L-2633, Senningerberg, Grand Duchy of Luxembourg

Number of shares : 649 thousands Ratio to outstanding shares : 0.57%

Name and address : BlackRock Life Limited., 12 Throgmorton Avenue, London, UK

Number of shares : 290 thousands Ratio to outstanding shares : 0.26%

Name and address : BlackRock Asset Management Ireland Limited., JP Morgan House, International Financial Service Center, Dublin, Republic of Ireland

Number of shares : 429 thousands Ratio to outstanding shares : 0.38%

Name and address : BlackRock Advisors (UK) Limited., 12 Throgmorton Avenue, London, UK

Number of shares : 162 thousands Ratio to outstanding shares : 0.14%

Name and address : BlackRock Fund Advisors., 400 Howard Street, San Francisco, California, USA

Number of shares : 1,071 thousands Ratio to outstanding shares : 0.94%

Name and address : BlackRock Institutional Trust Company, N.A., 400 Howard Street, San Francisco, California, USA

Number of shares : 1,371 thousands Ratio to outstanding shares : 1.21%

*On May. 21, 2014, Sumitomo Mitsui Trust Bank, Limited, and two co-owners of shares announced changes to their major shareholdings report to authorities. Even though we received a report of their owing our shares as follows as of May. 15, 2014, because the shares owned by them as of Mar. 31, 2015 could not be confirmed, that information is excluded from the above list.

Name and address : Sumitomo Mitsui Trust Bank, Limited, 1-4-1, Marunouchi, Chiyoda-ku, Tokyo

Number of shares : 6,764 thousands Ratio to outstanding shares : 5.97%

Name and address : Sumitomo Mitsui Trust Asset Management Co., Ltd., 3-33-1 Shiba, Minato-ku, Tokyo

Number of shares : 330 thousands Ratio to outstanding shares : 0.29%

Name and address : Nikko Asset Management Co., Ltd., 9-7-1 Akasaka, Minato-ku, Tokyo

Number of shares : 470 thousands Ratio to outstanding shares : 0.41%

*On Dec. 4, 2014, Baillie Gifford and Company, and Baillie Gifford Overseas Limited which is co-owner of shares announced their major shareholdings report to authorities. Even though we received a report of their owing our shares as follows as of Nov. 28, 2014, because the shares owned by them as of Mar. 31, 2015 could not be confirmed, that information is excluded from the above list.

Name and address : Baillie Gifford and Company, Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN, Scotland,

Number of shares : 2,130 thousands Ratio to outstanding shares : 1.88%

Name and address : Baillie Gifford Overseas limited, Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN, Scotland,

Number of shares : 3,559 thousands Ratio to outstanding shares : 3.14%

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the	From 10 to less than 50

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End of the Previous Fiscal Year	
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4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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5. Other Special Circumstances which may have Material Impact on Corporate Governance

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II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with company auditors
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	10
Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	President
Number of Directors	10
Number of Outside Directors	2
Number of Independent Directors	2

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Hachiro Kawamoto	From another company											
Koichi Nishioka	Academic											

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

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- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/Company Auditors
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which and the Company outside directors/Company Auditors are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Hachiro Kawamoto	○	-	His designation is based on his vast knowledge and long involvement in management of an academic institution and how this knowledge and experience could help in reinforcing the management system of the Company. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.
Koichi Nishioka	○	-	His designation is based on his vast knowledge and experience as a longstanding economic and financial journalist and columnist and contribution of his expertise to reinforce the management system of the Company. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee

Established

Committee's Name, Composition, and Attributes of Chairperson

Committee Corresponding to

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	Remuneration Committee
Committee's Name	Remuneration Council of the Board of Directors
All Committee Members	3
Full-time Members	0
Inside Directors	1
Outside Directors	2
Outside Experts	0
Other	0
Chairperson	Inside Director

Supplementary Explanation

There are no committee equivalents to nomination committee, but the following procedures about nomination of directors and auditors are established.

1. We take into consideration the diversity of the members of the Board of Directors and the Board of Company Auditors in establishing selection criteria for directors and company auditors.
2. A majority of new director candidates are nominated by the Board of Directors after discussion involving independent directors.
3. A majority of new company auditor candidates are nominated by the Board of Directors after discussion involving independent directors and with the consent of the Board of Company Auditors.

[Company Auditors]

Establishment of Company Auditors Board	Established
Maximum Number of Company Auditors Stipulated in Articles of Incorporation	Not determined
Number of Company Auditors	5

Cooperation among Company Auditors, Accounting Auditors and Internal Audit Departments

Company Auditors, the Internal Audit Department, and Accounting Auditors regularly hold report meetings, consistently maintain close cooperation and coordination, and proactively exchange information and opinions. Sharing information obtained through individual audits enhances the accuracy of audits and allows for constant improvements in operating processes. The contents of audits are reported to ROHM's Internal Audit Division as needed, and opinions are exchanged on matters that require improvements regarding internal control.

The Auditors, Shinya Murao and Haruo Kitamura, are certified public accountants (CPA) that possess considerable knowledge of finance and accounting.

Appointment of Outside Company Auditors	Appointed
Number of Outside Company Auditors	5
Number of Independent Company Auditors	5

Outside Company Auditors Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m

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Yoshiaki Shibata	From another company													
Hideo Iwata	From another company													
Yasuhito Tamaki	Lawyer										○			
Shinya Murao	CPA													
Haruo Kitamura	CPA													

* Categories for “Relationship with the Company”

- * ”○” when the director presently falls or has recently fallen under the category;
“△” when the director fell under the category in the past
- * “●” when a close relative of the director presently falls or has recently fallen under the category;
“▲” when a close relative of the director fell under the category in the past

- a. Executive of the Company or its subsidiary
- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Non-executive director or executive of a parent company of the Company
- d. Company Auditors of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Company Auditors
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Company Auditors himself/herself only)
- k. Executive of a company, between which and the Company outside directors/ Company Auditors are mutually appointed (the Company Auditors himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Company Auditors himself/herself only)
- m. Others

Outside Company Auditors Relationship with the Company (2)

Name	Designation as Independent Company Auditors	Supplementary Explanation of the Relationship	Reasons of Appointment
Yoshiaki Shibata	○	-	Yoshiaki Shibata has been designated as Outside Company Auditor because the Company was certain that he has been carrying out his duties appropriately by providing opinions regarding corporate management and other affairs from a comprehensive point of view based on his expertise as the full-time Company Auditor of the Company. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.

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Hideo Iwata	○	-	Hideo Iwata has been designated as Outside Company Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge based on his excellent experience and knowledge as a long-time administrator at a financial institution and other organizations through auditing. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.
Yasuhito Tamaki	○	Independent Auditor. Partner of Midosuji Law Office. We have had business contacts with Mr. Tamaki's office, but the number is extremely low, and does not exceed our independence standards, therefore we judge that the independency is secured.	Yasuhito Tamaki has been designated as Outside Company Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge he gained as a lawyer through auditing. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.
Shinya Murao	○		Shinya Murao has been designated as Outside Company Auditor because the Company was certain that he would contribute to the Company in terms of management and other affairs by sharing expertise and knowledge he gained as a certified public accountant through auditing. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.
Haruo Kitamura	○	-	Haruo Kitamura has been designated as Outside Company Auditor because the Company was certain that he would contribute to the Company in terms of management and other issues by sharing expertise and knowledge he gained as a public certified accountant through auditing. Also, as he is independent from the Company and there is no risk of conflicts of interest with general shareholders, we have appointed him as an independent director.

[Independent Directors/Company Auditors]

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Number of Independent Directors/Company Auditors	7
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Matters relating to Independent Directors/Company Auditors

We judge that the independency of the outside officers is secured and appoint all outside officers to an independence officers, because we devise the independency standards of the outside officers in addition to requirements in the company law, and we elect outside officers based on this independency standards, Please refer to "Independence Standards for Outside Officers" in our website for the independency standards of the outside officers.

URL:<http://www.rohm.com/web/global/investor-relations/corporate-governance>

[Incentives]

Incentive Policies for Directors	Performance-linked Remuneration
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Supplementary Explanation

To determine remuneration and bonuses for the Directors, ROHM has adopted a performance pay system, in which remuneration and bonuses for the Directors are decided using the consolidated ordinary profit of the relevant fiscal year as the performance indicator, to clarify the management responsibilities of the Directors.

Recipients of Stock Options	-
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Supplementary Explanation

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[Director Remuneration]

Disclosure of Individual Directors' Remuneration	No Individual Disclosure
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Supplementary Explanation

ROHM discloses amount of remuneration paid to Directors by their Director's classification in Annual securities report.

Amount of remuneration paid to Directors (excluding Outside Directors) in the fiscal year ended in March 2015: 323 million yen.

Amount of remuneration paid to Outside Directors and Outside Auditors in the fiscal year ended in March 2015: 81 million yen.

- (Note)
1. The amount of remuneration paid to Directors does not include the amount of employee salaries paid to employee Directors.
 2. The 48th general shareholders' meeting on June 29, 2006 resolved that the maximum amount of annual remuneration for Directors should be within ¥600 million.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Officer Remuneration Rules are in place to set forth director remuneration and bonus (hereinafter referred to as the "compensation") and the Remuneration Council of the Board of Directors, a majority of the discussion member of who must be independent directors, is established as an advisory body to the Board of Directors, and discusses a

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system of director remuneration and each director's compensation based on this system.

In order to clarify management responsibilities and allow director compensation to operate as a healthy incentive for sustainable growth, director compensation consists of performance-linked compensation, which varies according to the performance levels evaluated based on the ROHM Group's consolidated ordinary income, and fixed compensation, which remains fixed.

Our company has abolished the executive retirement benefits system.

[Supporting System for Outside Directors and/or Company Auditors]

Outside officers hold their meetings on a regular basis to exchange information, views and ideas on business operations or corporate governance.

Outside directors and company auditors may, at any time when they deem it necessary or appropriate, request directors and employees to provide explanations or reports or to submit internal documents, and may also, if they deem it necessary, consult with external specialists at the expense of the Company.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration

Decisions (Overview of Current Corporate Governance System)

ROHM believes that an agile and effective management system with emphasis on competitive enhancements in the semiconductor and electronic component industry, where the business environment is undergoing accelerated change, can be established so Directors familiar with ROHM's businesses and technologies have executive power and supervise each other. The Articles of Incorporation limit the number of directors on the Board of Directors to ten in order to encourage sufficient discussion while allowing adequate and swift decision making. Additionally, two outside Directors have been designated to enhance mutual supervision among the Directors. As part of the executive supervision, ROHM maintains the existing auditing system, which is implemented only by outside Company Auditors, based on the idea that internal supervision over the executive branch will function sufficiently by improving and enhancing the system.

With five Company Auditors, ROHM reinforces auditing functions by overseeing all implementations. The Auditors are committed to building a fair management supervision system through legally stipulated audits.

The Company Auditors attend important meetings such as the Board of Directors' meetings, and audit the individual divisions of ROHM and its affiliates at home and abroad along with the Internal Audit Department by holding meetings with those in managerial positions, inspecting documents and reports, and others. Through these audits, ROHM checks whether or not the Directors are performing their duties in compliance with existing laws, whether or not ROHM's internal control is well maintained and operated, whether or not in-house rules are well observed, and whether or not ROHM's assets are secured.

Company Auditors, the Internal Audit Department, and Accounting Auditors regularly hold report meeting, consistently maintain close cooperation and coordination, and proactively exchange information and opinions. Sharing information obtained through individual audits enhances the accuracy of the audits and allows for constant improvement of the operation process.

ROHM is under contract with Deloitte Touche Tohmatsu LLC for its accounting audits and internal control audits related to financial reporting and abides by both the Japanese Corporation Law and the Financial Instruments and Exchange Law. ROHM has an established environment where the auditing organization can perform audits from a fair, unbiased position as an independent third party. The following are the names of certified public accountants (CPAs) who audited ROHM's accounts for the fiscal year ended March 31, 2015, the number of consecutive years they have been engaged in auditing ROHM and information on the assistants involved in the audits.

CPAs who audited ROHM (Number of consecutive years they have been engaged in auditing ROHM)

Designated limited liability partners (in charge of performing the audits) of Deloitte Touche Tohmatsu:

Yasuhiro Onishi (2 year), Tomoyuki Suzuki (7 years), Seichiro Nakashima (1 years)

Major assistants in the audits

8 CPAs and 7 others

3. Reasons for Adoption of Current Corporate Governance System

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In the semiconductor and electronic component industry, the most effective way of making prompt accurate decisions is to retain a small number of directors who are versed in operations and technologies, and have extensive experience in executive authorities and supervision. Therefore, first and foremost, to maintain such a policy and be audited by outside auditors who represent the frank opinions of outsiders or shareholders, executing policies will be suspended in some cases. For this reason, ROHM has strictly maintained a system in which all company auditors are outside auditors. Consequently, individual systems have mutually interacted in a good manner, and internal control has functioned very effectively. In addition, because of recent changes in the business environment and frequent misconduct within other companies, ROHM started to welcome outside directors in June 2008. Currently, the board directors' meeting is attended by two outside directors. Ever since, discussions within board directors have been active and much more considerate of business status. Thus, ROHM would like to strengthen these policies in the future as well.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting	ROHM sends out notices of general shareholders meetings up until four weeks prior to the day of the meetings.
Scheduling AGMs Avoiding the Peak Day	-
Allowing Electronic Exercise of Voting Rights	ROHM has enabled its shareholders to exercise their voting rights via the Internet from PCs, smartphones and mobile phones.
Participation in Electronic Voting Platform	ROHM has participated in an Electronic Voting Rights Exercise Platform, and conducted IR and promotion activities on voting rights exercise via a shareholder identification survey. In addition, Rohm posts relevant information on the website
Providing Convocation Notice in English	ROHM is providing shareholder meeting notifications in English.
Other	-

2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	Our disclosure policy has been compiled and posted on our website.
Regular Investor Briefings for Individual Investors	Through a securities company, briefings for individual investors are held appropriately.
Regular Investor Briefings for Analysts and Institutional Investors	Financial results briefings given by the president and each responsible Director are held twice a year to provide domestic securities analysts and corporate investors with information on business results, forecasts and strategies.
Regular Investor Briefings for Overseas Investors	Regular briefings on business trends and strategies are held twice a year in the US, Europe and other areas.
Posting of IR Materials on Website	ROHM has an investor relations section on its website that provides a wealth of information including legally stipulated disclosure documents such as financial reports, voluntary information including annual reports, materials for financial results briefings, performance trend charts and long-term financial data, an IR calendar and information on paperwork for shareholders. Japanese: http://www.rohm.co.jp/web/japan/investor-relations English: http://www.rohm.com/web/global/investor-relations
Establishment of Department and/or Manager in Charge of	ROHM has a Public Relations and Investor Relations Div. (Manager: Kohei Nozato) that is responsible for IR activities.

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IR	
Other	ROHM proactively discloses information to satisfy the needs of investors by accepting interviews by securities analysts and corporate investors and so on.

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	<p>Since it was first established, the ROHM Group has promoted the sustainable growth of the Group and the healthy advancement of society by pursuing the Corporate Mission, Management Policy, and other missions and policies so as to build a solid relationship of mutual trust with its stakeholders.</p> <p>On the basis of the Corporate Mission, Management Policy, etc., ROHM has formulated the ROHM Group Basic CSR Policy, which defines the Group's approach to sincere execution of business activities with a global perspective, and contributions to the sustainable advancement of society, from a CSR (Corporate Social Responsibility) standpoint. The Group has also established the ROHM Group Business Conduct Guidelines, which are a fundamental code of ethics for sincere implementation of the above-described corporate policies.</p> <p>The ROHM Group's missions and policies such as the Corporate Mission and Management Policy will remain unchanged, but to meet the expectations of our stakeholders, the ROHM Group Basic CSR Policy and ROHM Group Business Conduct Guidelines continue to evolve in line with changing social conditions and the most recent international standards such as the United Nations Global Compact (UNGC), ISO 26000, and the EICC (Electronic Industry Citizenship Coalition) Code of Conduct.</p> <p>ROHM Group Business Conduct Guidelines: http://www.rohm.co.jp/web/japan/rohm-group-business-conduct-guidelines ROHM Group Basic CSR Policy: http://www.rohm.co.jp/web/japan/csr1/csr-csr</p>
Implementation of Environmental Activities, CSR Activities etc.	<p>The ROHM Group will continue implementing a wide range of environmental conservation activities based on our Environmental Policy. Information on ROHM's environmental initiatives: http://www.rohm.co.jp/web/japan/environment</p> <p>The ROHM Group is pursuing initiatives oriented toward seven core subjects, defined in 2011 on the basis of the ISO 26000 standards, and specific issues related to these subjects, so as to verify the validity of our business activities from a CSR standpoint. In addition, we create opportunities for dialogue with stakeholders worldwide, and consider all of the opinions, requests, areas of interest, and issues of concern that arise in the course of this dialogue. The ROHM Group has designated six CSR Priority Issues, and we report on our efforts on these issues in the ROHM Group Innovation Report 2015 containing both company information and a CSR report.</p> <p>Information on ROHM's CSR initiatives: http://www.rohm.co.jp/web/japan/csr1</p>
Development of Policies on Information Provision to Stakeholders	<p>ROHM's policies on information disclosure to stakeholders are outlined in in-house rules on information disclosure including the requirements for fairness and legal compliance.</p> <p>We provide information in an appropriate and timely manner, guided by an Information Disclosure Committee under the auspices of the CSR Committee.</p>
Other	ROHM is making concerted efforts to establish and maintain programs through which employees can continue working after major life events such as marriage, pregnancy, child-rearing, and providing nursing care to family members. These include a shortened-hours work schedule, available until children reach the third

	<p>grade of elementary school, and paid leave for a portion of the child-care leave period. We have also introduced a program enabling earlier or later start and finish times, so as to offer greater flexibility in working hours to accommodate child-care and nursing care obligations. In addition, in fiscal 2012 we introduced a program offering leave or a sabbatical for volunteer work, in light of increased recognition of the importance of volunteer work following the Great East Japan Earthquake of March 2011.</p>
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IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

1. Basic Policy on and Current Status of Internal Control System

Enhancement of the internal control system is one of the most important management issues, and the ROHM Group is not only committed to maintaining proper business processes across the whole Group, but also to ensuring reliable financial reporting, thereby fulfilling corporate social responsibility. The ROHM Group push forward the basic policies to build the internal control system and maintenance by noting the below points:

- (1) System for ensuring that the Directors perform their duties in compliance with established laws, regulations, and Articles of Incorporation
 - a. In order to promote further globalization, the ROHM Group shall comply not only with laws and regulations but also with the 10 principles of the United Nations Global Compact for a wide range of problems in the areas of human rights, labor, environment, anti-corruption, etc., and promote management that focuses on CSR based on "ISO26000," the international standards for social responsibility and the "EICC Code of Conduct" a code of conduct of the electronics industry.
 - b. Directors shall be kept from violating laws, regulations and the Articles of Incorporation when they perform their duties by 「the ROHM Group Business Conduct Guidelines」, Basic Rules of the Board of Directors, etc.
 - c. The Director or Directors who are highly knowledgeable of a specific field shall be responsible for the duties related to such field, while all Directors shall hold discussions and monitor each other on a daily basis concerning the respective individual fields.
 - d. Should a Director be found having committed an illegal act by another Director or a Company Auditor, it shall be promptly reported to the Board of Directors and the Board of Company Auditors.
 - e. In addition to two Outside Directors, five Outside Company Auditors shall constantly check that Directors perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation.
 - f. The Compliance Hotline (the internal hotline system and hotline system for suppliers) should be deployed to the entire ROHM Group including overseas entities to discover any illegal conduct of a Director and to prevent recurrence thereof.
- (2) System regarding storage and management of information on the execution of Directors' duties
 - a. The minutes of general shareholders meetings, the minutes of the meetings of the Board of Directors, executive proposals, and the fiscal year business plan and other determined matters that may affect the Directors' performance of their duties, shall be saved in writing. The documents shall be saved and managed in compliance with all applicable laws and regulations as well as all in-house regulations.
 - b. The instructions and notices provided to group companies or in-house divisions concerned shall be issued via e-mail or in writing as a rule. The instructions and notices shall be retained so as to be presented at any time when requested by Directors, Company Auditors or other authorized parties.
 - c. Information related to the Directors' performance of duties shall be kept and managed duly by relevant sections or divisions concerned, and leaks and inappropriate use of such information must be prevented through internal educational activities to all of employees such as internal notification and workshop of information security.
- (3) Rules and system regarding the management of risk of loss
 - a. Under the CSR Promotion Committee chaired by the President himself, Committees overseeing Risk Management/BCM, Compliance, Information Disclosure, Corporate Safety and Health, Environmental

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Conservation, etc. shall be established as company-wide cross-sectional committees. These committees shall appropriately respond to various management issues and risks in each responsible area by taking necessary measures, giving directions and solving problems.

- b. A Risk Management/BCM Committee shall be organized to identify, analyze and control major risks that may occur in the course of performing business operations. In order to avoid or minimize the effect of unforeseeable circumstances such as sudden natural disasters as much as possible and enable the survival of our business as a consequence, the Risk Management/BCM Committee shall verify the activities of each section in charge of risk management and formulate BCP, take possible preliminary measures or preparations across the group.
- c. As a corporate effort to eradicate antisocial groups, a Risk Management Office shall be established in the Department of General Affairs. The Office shall cooperate and exchange information with external specialist organizations such as the police department, and shall promote specific actions and perform them thoroughly, to eradicate antisocial groups. In-house regulations shall be established to eradicate antisocial groups and shall be strictly observed. All employees of ROHM Group shall be informed by way of 「the ROHM Group Conduct Guidelines」, as distributed to all employees, or by other means, that they must take a firm stand against antisocial groups. Furthermore, the necessity of taking a firm stand against antisocial groups shall be communicated to all employees through various in-house training sessions.

(4) System to ensure efficient execution of Directors' duties

- a. The Board of Directors shall consist of a small number of Directors for making prompt decision on business execution.
- b. The Board of Directors shall have Directors who are highly experienced in different fields. The Board shall assign duties to the Director in charge of that certain field and have him/her perform the specific duties of that field.
- c. Issues that may have a considerable influence on corporate management shall be examined and analyzed and reported by in-house project teams established separately for individual issues. Upon completion of such examination, prompt decisions shall be made by way of a meeting of the Board of Directors or executive proposals, as appropriate, based on the Articles of Incorporation and internal regulations.
- d. In-house written standards of in-house control procedures regarding various managerial issues such as risk management and information management shall be strictly observed.
- e. To increase the competitiveness of the ROHM group and to ensure a fair amount of profits, business performance targets shall be established as part of annual profit plan for the entire group and individual divisions, and check the progress and achievement of these business performances.

(5) System to ensure that employees perform their duties in compliance with established laws, regulations, and Articles of Incorporation

- a. A Compliance Committee shall be organized and across-the-group compliance actions shall be taken by monitoring and enforcing the ROHM Group Business Conduct Guidelines. A compliance system of group companies shall be created based on the system of our company, and a leader for each division shall be appointed as a compliance leader to raise the awareness of the importance of compliance and to ensure the ongoing compliance of each division.
- b. To cope with proprietary laws and regulations in a proper manner, not only the CSR Committee but also the Corporate Safety and Health Committee, Compliance Committee, Information Disclosure Committee, and Environmental Conservation Committee, should be committed to such actions as checking the status of compliance for the entire Group and performing ongoing educational activities.
- c. Under the control of the Information Disclosure Committee, individual sections and divisions shall properly manage confidential and privileged information and educate employees in the interest of and raising awareness of the importance of strict information handling, to prevent insider trading.
- d. A Compliance Hotline (internal hotline system and hotline system for suppliers) shall be deployed throughout the entire ROHM Group including overseas entities, to uncover any illegal employee conduct and to prevent any recurrence of illegal conduct.

(6) System to ensure sound and appropriate business operations within the corporate group

- a. ROHM Group shares the corporate mission and policy, which are the basis of the founding spirit of the Company, in order to carry out the business activities as a team working together and enhance the corporate value of the entire Group.
- b. Each Committee under the Company's CSR Promotion Committee shall supervise and control group companies comprehensively to ensure proper execution of duties in each responsible area.
- c. Written standards applicable to the entire ROHM Group should be established and implemented.
- d. The compliance of business operations of Group companies shall be monitored by appointing employees of

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- the Company or another Group company to serve on the Board of Directors or as Company Auditors of the group companies.
- e. A system should be operated that requires the Board of Directors' resolution or an executive decision at the Company to settle critical issues at the Group companies level and periodical reports to the Company's relevant divisions from Group companies should be made, thus enabling to control Group companies.
 - f. An internal control system that includes the Company and significant group companies shall be established and reinforced through a framework that ensures financial reporting compliance and through efforts to conform to the auditing system.
 - g. The Company's auditing division under the direct control of the President shall perform internal audits to check each group company's situation in regard to the execution of duties, compliance with all applicable laws and regulations as well as in-house regulations, risk management, etc.
- (7) Employees hired upon the request of a Company Auditor to assist the Company Auditor's duties, independence of the employees from Directors and to ensure effectiveness of the Company Auditor's instruction to such employees
- a. The Company shall, upon the Company Auditor's request, appoint staff employees of proper capabilities.
 - b. The staff of Company Auditors shall not be concurrently involved in operations related to executing the operations of the Company. In the hiring, transfer and evaluation of performance of Company Auditors' staff, opinions from the Board of Company Auditors shall be respected.
- (8) System for Directors and employees to make reports to Company Auditors and other system reports to Company Auditors
- a. Each Director shall report immediately to the Company Auditors Committee, whenever necessary, regarding whether or not there is any illegal conduct in the performance of their duties, any neglect in their obligation to be duly conscious of their standing as good Directors, or any facts that may damage the Company considerably, etc.
 - b. The meetings of committees, not only the CSR Promotion Committee but also Risk Management/BCM Committee, Compliance Committee, and Information Disclosure Committee, shall be attended by full-time Company Auditors as observers, and individual committees shall make periodic reports on their activities to the Company Auditors by submitting meeting minutes or by other appropriate means.
 - c. A system shall be created and managed whereby the status and results of business operations can be properly reported to the Company Auditors through executive proposals and reports.
 - d. A section in charge of the Compliance Hotline should make periodical reports on situations and results thereof to Company Auditors.
 - e. Employees that have reported to Company Auditors shall not disadvantageously treated by the reason of such reports according to applicable laws and regulations as well as in-house regulations.
- (9) Other systems to ensure effective audits by Company Auditors
- a. Concerning the status of operations of the internal control system, Directors shall report to the Board of Company Auditors where requested.
 - b. The internal audit division shall strengthen collaboration with the Company Auditors and report the results of audits periodically.
 - c. All Company Auditors shall be Outside Company Auditors. The Board of Company Auditors shall be a strongly independent group consisting of diversified experts, including legal specialists, accounting specialists, and persons who used to work for financial institutions.
 - d. Company Auditors exchange their opinions with Directors at all times.
 - e. Company Auditors may consult with lawyers, certified public accountants, consultants and other external advisers at company expense, where they deem it necessary.

2. Basic Views on Eliminating Anti-Social Forces

As one of the most important policies, ROHM strictly prohibits its association with antisocial forces such as organized crimes, corporate extortionists, antisocial political groups, gang-related companies, and antisocial activist groups and individuals.

ROHM has set up a Crisis Management Department in the General Administration Division and Human Resources Risk Management Office as an internal system for eliminating antisocial forces in order to promote cooperation and information exchange with external specialized agencies such as the police, thereby upholding and implementing

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their elimination based on the central government's Comprehensive Guidelines for How Companies Prevent Damage from Anti-Social Forces.

ROHM has included provisions on how to respond to such forces in in-house rules and requested company employees to observe them. The 'ROHM Group Business Conduct Guidelines', which is distributed to all employees, states that employees take a firm stand against antisocial forces. In addition to the above, ROHM strives to enlighten its employees on the elimination of antisocial forces via various in-house education and training programs.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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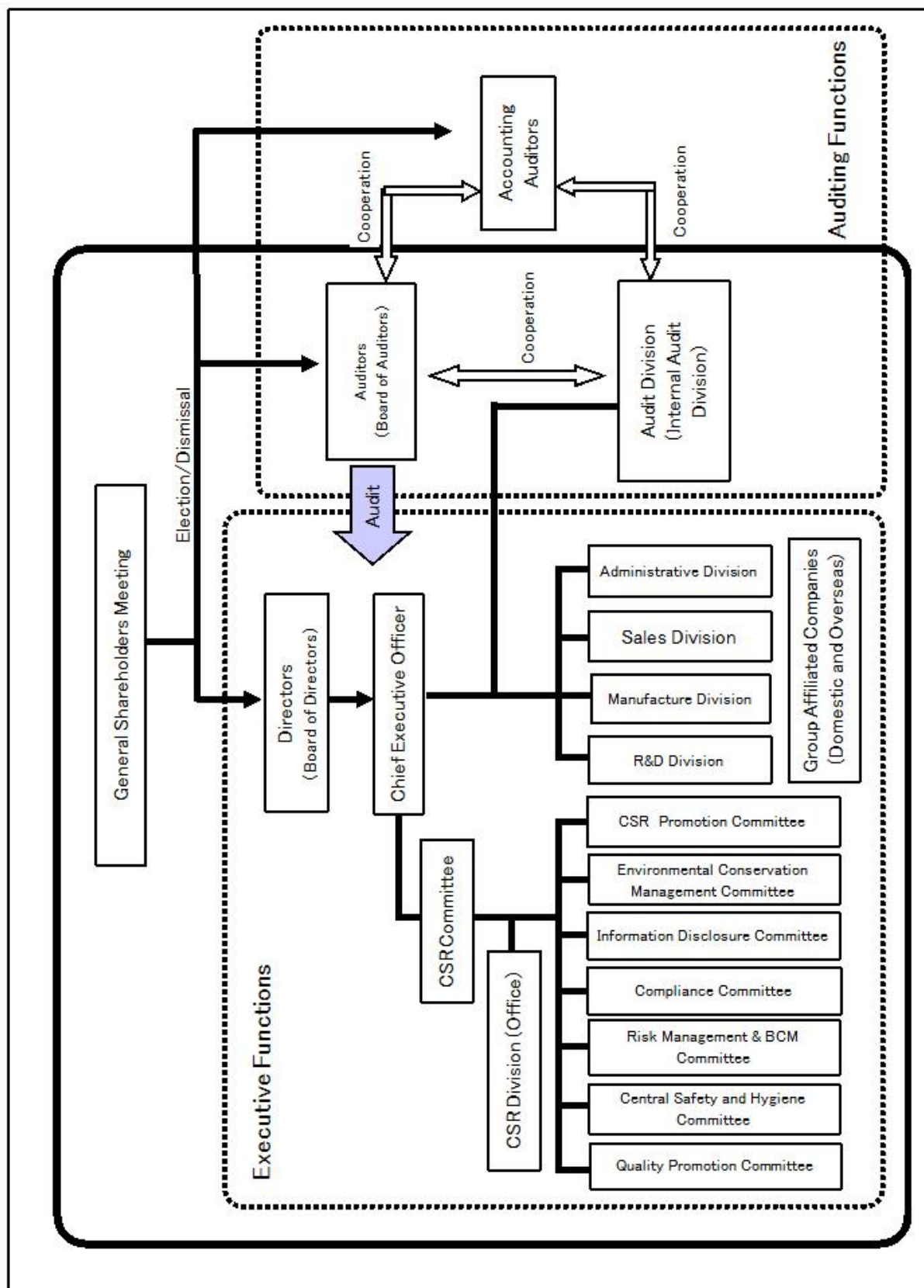
Supplementary Explanation

The ROHM Group believes the best defense against takeover attempts is to build a relationship of trust with shareholders by delivering higher stock prices via enhanced corporate value, accountability via proactive IR activities, and regular dialog with shareholders. If a proposal for acquisition is made to our company, we believe that the final decision of whether to accept or reject the offer should be left to the current shareholders at the time, and that the Board of Directors should not make selfish decisions intended to protect their own personal interests. In addition, in the event of an acquisition proposal, we believe that it is indispensable for ensuring and increasing ROHM's corporate value and the common interests of shareholders that shareholders can make an "informed judgment," meaning they would be able to make the best decision based on ample information and a sufficient amount of time.

2. Other Matters Concerning to Corporate Governance System

- (1)The corporate governance system of ROHM is shown as "Corporate Governance Figures" in Attachment No.1.
- (2)The current state of ROHM's internal system on the timely disclosure of corporate information is shown as "Summary of internal system for timely disclosure (Attachment to written oath pertaining to timely disclosure)" in Attachment No.2.

Attachment No.1 : Corporate Governance Figures



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Attachment No.2 :

Summary of internal system for timely disclosure
(Attachment to written oath pertaining to timely disclosure)

Company name: ROHM Co., Ltd.

(Security Code : 6963 ,First Section, Tokyo Stock Exchange)

The current state of ROHM Co., Ltd.'s internal system on the timely disclosure of corporate information is as follows.

ROHM Co., Ltd. appropriately manages and discloses information in a timely manner by instructing internal departments and affiliated companies to ensure thorough information management, and by making efforts to educate and enlighten employees through the dissemination of employee conduct standards and the implementation of in-house training based on company regulations (including rules concerning the prevention of insider trading, rules on information disclosure procedures, and rules on the control of classified information, etc.), .

Information in regards to significant decisions and important emerging facts is judged by personnel in charge of information handling (Director of Accounting & Finance Headquarters) as to whether the said information is relevant to items stipulated in the rules on timely disclosure or not. And if it is such, the director promptly takes the necessary steps to ensure the timely disclosure through the Public Relation and Investor Relations Division, and posts disclosed information on ROHM's website, bearing in mind to make the utmost efforts to publicize information as best we can.

