

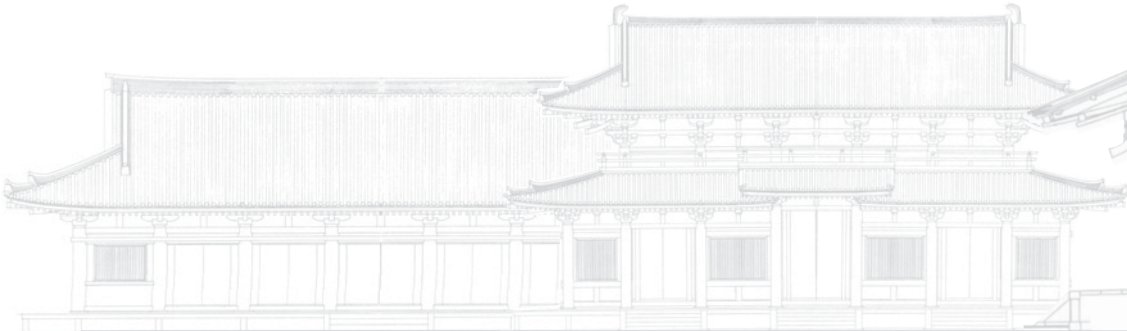
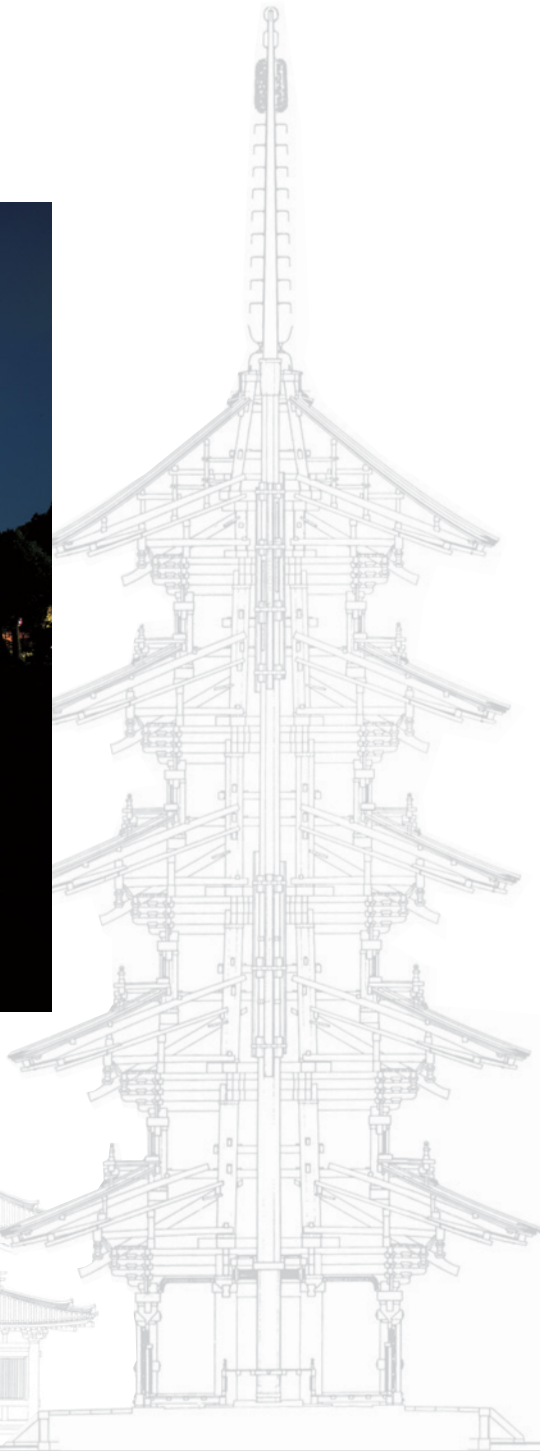
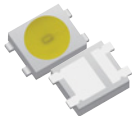


Annual Report 2009

For the Year Ended
March 31, 2009

Supple Essence

Toji was built two years after Heian-kyo (Kyoto) was established as the capital and has remained in the same location for over 1200 years. It stands to the east alongside the Rajomon, which was the gate to the Heian capital, and has remained as a beloved place by people throughout the ages. The elegant 55-meter high, five-story pagoda has become a symbol of Kyoto. As the tallest of the ancient towers of Japan, it has a stacked structure in which five layers are placed upon each other in sequence. The building has a flexible structure in which the wood building materials are not joined together tightly. This has allowed it to absorb the shock of earthquakes in the same manner that modern seismically isolated buildings do. Throughout the years, the building has maintained a commanding presence.



2009

Annual Report

To Our Shareholders and Friends

ROHM celebrated its 50th anniversary last year and in preparation of starting its new chapter in history, the company introduced a new brand, "ROHM SEMICONDUCTOR", on January 1, 2009.

We are grateful to our customers, hard-working employees, local communities, and most of all, to you, our shareholders, for your relentless support and confidence throughout the years.

We look forward to the continued support of our shareholders, investors, and stakeholders.

June 2009

President

Ken Sato



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Overall Review of Business Results

The global economy has slid into an unprecedented recession and harsh economic conditions continued, but ROHM is focusing on developing new technologies while continually predicting future trends, based on the view that the electronic market is also set for future growth.

As flat-screen TVs, other digital AV equipment, and mobile phone markets are upgraded and expanded, more sophisticated multimedia capabilities are integrated into various devices. In domains of hybrid and electric automobiles, where power electronics are essential, rapid evolutions are taking place, nevertheless, further advances in electronics technologies remain vital to this segment of automotive industry.

ROHM is committed to responding to these new markets, while developing eco-devices with the aim of further contributing to an improved global environment. The introduction of new materials such as SiC^(*), and further reach for the new directionality of electronics such as bioelectronics and MEMS^(**) are being conducted towards achieving these objectives.



Supple Essence



Toji and Heian-kyo

Toji (Kyo-o Gokokuji) was built two years after the national capital was named Heian-kyo (Kyoto). Kukai (Kobo Daishi) was a well-known Buddhist priest put in charge of finishing the construction of Toji by Emperor Saga. He studied Buddhism in a government-sponsored expedition to China and founded Shingon Mikkyo or "True Word" school of Buddhism. Since Emperor Saga enabled Kukai free reign over Toji, the temple became the first main training center for the Shingon Mikkyo sect. Since then, both the arrangement of the cathedrals- in which the main hall, lecture hall, and dining hall were organized in a straight line starting at the south gate- and the size of the building remain as they were in the Heian period 1200 years ago.

The Toji temple received contributions from political leaders in each era including Emperor Gouda, Emperor Godaigo, Ashikaga Takauji, the Toyotomi clan, and the Tokugawa clan. The five-story pagoda was rebuilt by the order of Tokugawa Iemitsu in the 21st year of Kanei (1644) during the Edo period. It has had many devotees across every generation and was registered as part of the "Historic Monuments of Ancient Kyoto" World Heritage Site in 1994 as one of the most representative and prominent temples of Kyoto.

In 2008, ROHM celebrated the 50th anniversary of its founding and started the next chapter of its history. ROHM continues to maintain the venture spirit that has become the foundation of the company and will strive to be a flexible corporation- adjusting to the demands of the next generation- while fostering trust from members of society. This year's annual report focuses on Toji and Heian-kyo for its unwavering strength, history and widespread popularity over the ages. ROHM will aspire to be a strong, flexible company for many more years to come.

(Cover : Photo by Kenzo Yokoyama)

Development of New Technologies and Products, Research and Development for the future

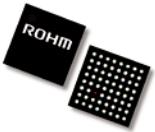
ROHM reinforces its lineup of not only conventional ASIC^{(*)3} but also ASSP products^{(*)4} by developing highly efficient and accurate ICs and optimizing ROHM's digital, analog, and combined digital/analog technologies required by circuit blocks used in electronic equipment. The "refinement" that is taking place in the semiconductor industry in accordance with Moore's Law^{(*)5} has been adopted as the theme for technological development. With the motto "More than Moore", ROHM aims to merge and combine technologies; not as a mere continuation of conventional technologies but by bringing in concepts and processes of completely different areas, such as new materials, MEMS, bio^{(*)6}, optical technologies while reaching out to diverse directionalities without fixation on mere refinement.

In the area of discrete semiconductors and module products, ROHM combines superb technologies and challenges new products and applications. In recent years, as the market for TV sets requiring increased energy saving, such as liquid crystal TVs, has expanded, transistors and other semiconductor devices used in their power supply circuits have had to be manufactured with increased efficiency while employing a reduced number of components. ROHM developed the high voltage-resistant MOSFET series for all applications, including backlight inverters for LCD TVs and lighting inverters. In addition, for lighting LEDs, for which rapid market growth is

expected in future, the company is concentrating on reinforcement of the product lineup by utilizing ROHM's comprehensive capabilities enabling in-house development of driver LSIs, power supply modules, resistors, etc. for optimum LED drive applications. ROHM is committed to achieve higher intensity and miniaturization as well as low-profile design in white LED.

As an example of R&D progress in new fields, by applying the technology of the ferroelectric substance of FeRAM^{(*)7} achieved through research and development in May 2008, reliability could be secured for nonvolatile logic technology capable of retaining the condition of arithmetic processing inside LSIs without any power supply. Mass production line for this product has been established. The application of such nonvolatile logic technology to logic-based LSIs popularly used in all electronics products, offering features of increased energy saving is expected to promote the product throughout the entire electronics market. Furthermore, by introducing new materials such as SiC devices with high voltage resistance, heat resistance, and low loss into semiconductors, ROHM achieves a new level of performance and improved added values.

ROHM is committed to the further development and application of these solutions.



Supple Essence



ROHM implements measures to evolve as an integrated device manufacturer (IDM) semiconductor company^(*) with a strong competitive edge over the long term. ROHM implements quality control in all LSI manufacturing phases from materials to the final processing stages. This provides ROHM's LSI products with overwhelming superiority in terms of quality and reliability. At the same time, with an eye on "building the quality into the product," ROHM implements quality control at production sites worldwide, which allow ROHM to supply its products of unrivaled quality and high reliability in the industry both at home and abroad.

ROHM acquired OKI Semiconductor Co., Ltd. on October 1, 2008. The advantages of OKI Semiconductor in the LSI business field include low-power consumption, high-voltage resistance, combined digital/analog, and small-size mounting technologies. For products with competitive superiority achieved by employing these technologies, ROHM takes measures to utilize fabs to the maximum extent possible, in which the know-how has been accumulated over many years.

For products that are comparatively new and depend on external foundries such as system and logic LSIs, ROHM takes measures to use its cutting-edge process.

ROHM believes that by implementing these measures, the synergy effects can be manifested by sharing technologies where each company has gained its own advantages through the years.

At present, the whole ROHM company is striving to improve the management processes in OKI Semiconductor Co., Ltd. and establish a cooperative system with the ROHM LSI business.

Furthermore, to respond to the drastic change in the management environment since last fall, ROHM carried forward the review of the production system, consequently closing ROHM Amagi Co., Ltd., where the trial production of module-related products and administration of overseas companies were conducted.



Heian-kyo

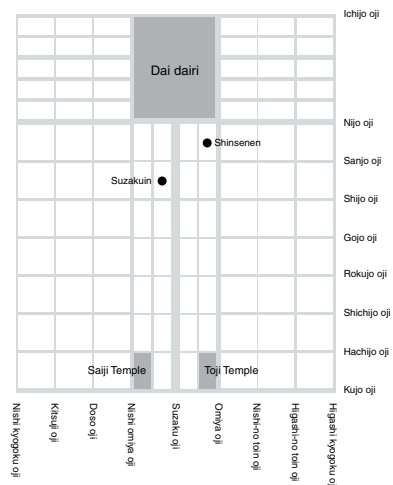
In October of the 13th year of Enryaku (794), Emperor Kanmu transferred the national capital to Heian-kyo, which literally means tranquility and peace capital, now known as Kyoto. The new city was modeled after Changan (the then-capital of China) during the Tang Dynasty and had dimensions of 4.5 kilometers in the east-west direction and 5.2 kilometers in the north-south direction. Standing majestically at the southern entrance to the city was Rajomon, a 21-meter tall gate painted vermilion. Its two layer roof was supported by the circular "hiendaruki" flying rafters and the rectangular "jidaruki" base rafters, displaying an intricate beauty. From Rajomon, the 85-meter wide Suzaku Oji avenue extended north to Dai dairi, the Imperial Palace. The area west of the great avenue (Ukyo) was named "Choan-jo," after the capital Changan. The area to the east (Sakyo) was named "Rakuyo-jo," after Luoyang, which was another Chinese capital. Heian-kyo was later known as "Kyoraku" or "Rakuyo," and "Rakuchu" and "Rakugai," which literally mean "inside the capital" and "outside the capital" respectively, as well as "Niyuraku," which is still used today to mean "to visit Kyoto." Large and small streets running east to west and north to south divided the area inside Heian-kyo into "Machi" towns, which were approximately 120 meters square in length. This beautiful cityscape allows the city of Kyoto to be organized in a grid pattern, which continues to be the foundation of the city today. (Photo by Kyoto City Library of Historical Documents)

ROHM celebrated its 50th anniversary last year and introduced a new brand logo as a single breakpoint; greeting the new era along with the new logo. ROHM is committed to the development of products that satisfy the needs of customers confronting globalization on a timely basis, and to be among the first to provide them with the best techniques and services, and promote "ROHM Semiconductor" brand as a global manufacturer of superior semiconductors.

In the technical support arena, ROHM continues to reinforce its development system and the sales activities of its LSI products customized for automotive applications, with the focus on the Nagoya Design Center in Japan. Outside Japan, ROHM dispatches developers from Japan to key global design centers and enhances local design capabilities together with sales and marketing tools.

ROHM's sales entities are located close to the customers' development bases, allowing ROHM to carry out customer-centered sales activities. For its global sales promotion, ROHM is committed to reinforce the local customer support system by augmenting personnel at its main global R&D base. Besides, ROHM is also committed to augment the five language compatible Web sales promotion system so that customers from all regions can acquire information from the Website. ROHM is also promoting introduction of a customer relation management system in which a global network will contain customer information, the content of business negotiations, and other business information on real time basis.

With respect to the sales cooperative structure with OKI Semiconductor Co., Ltd., which became a ROHM consolidated subsidiary on October 1, 2008, the OKI Semiconductor Sales Department was established in ROHM's Sales Headquarters, and sales promotion opportunities have been increased by optimally utilizing the customer relations of OKI Semiconductor. Through a combination of cutting edge solutions, ROHM and OKI Semiconductor are offering their mutual advantages to the customers and moving forward in expanding the ROHM group.



Social Responsibility

With the belief that social responsibility for sustainable development as a corporate citizen is the top priority in business management, each of us at ROHM has a responsibility as a ROHM representative; setting forth “Quality First,” and conducting business activities. We at ROHM are spearheading efforts toward establishing a fair and transparent management system in areas such as corporate governance, corporate ethics, and the observance of statutes.

ROHM is striving to ensure employees’ full understanding and observance of the “ROHM Group Business Conduct Guidelines” in an effort to enlighten and educate employees. Moreover, ROHM is enhancing its internal control system by establishing committees, each focusing on a specific subject such as risk management, compliance, and information disclosure. Furthermore, in 2008, ROHM established a CSR promotion committee and deploys efforts to enhance communications concerning CSR in and outside the company.

As part of its activities to contribute to society and local communities, ROHM has donated research facilities “ROHM Plaza” to Ritsumeikan, Doshisha and Kyoto Universities, where substantial educational programs and industry-training joint projects are being performed for technological advancements in Japan. Likewise, in Tsinghua University, Beijing, China, ROHM agreed to construct the “Tsinghua-ROHM Electronic Engineering Hall”. The construction of the Hall commenced this spring and is scheduled for completion in time for the ceremony marking the centenary of the foundation of Tsinghua University, in April 2011.

As a responsible enterprise, ROHM is also actively participating in various activities involving local communities and supporting their welfare, educational, and cultural activities to maintain and improve healthy relations with society. ROHM is also contributing to the development of local communities together with its employees by participating in the social and community affairs overseas.

Occupational health and safety is another focal area for ROHM as it has introduced risk assessment measures and continues group-wide efforts to deploy these measures on a company-wide basis. In July, ROHM achieved fourteen consecutive years of zero accidents of the type that would normally cause employee absence from work, demonstrating its consistently high performance in terms of occupational health and safety.

Environmental Conservation

ROHM declares its environmental policy in this phrase: “Consider the global environment and contribute to the healthy survival of the human race and eternal prosperity of the company.” Through these activities, which are shared at all business levels of the ROHM Group, ROHM continues to lead the industry in environmental conservation.

ROHM has obtained a single ISO 14001 certification covering all domestic and overseas group companies.

As an environmental activity promotion system, ROHM is actively engaged in various affairs, with such entities as the “Environmental Conservation Committee” and its umbrella specialty sectional committees. Through these activities, ROHM has accomplished successful results. Examples include: zero waste emissions achieved promptly at all production bases of the group in Japan, consideration for the aquatic environment by a closed wastewater treatment system, the development of “eco-device” products that help save energy and resources, reduction of environmental burden by reusing packaging material, the non-use of substances of environmental concerns, and green procurement.

As part of its anti-global warming efforts, ROHM is cutting power consumption by installing energy saving and advanced “LED lighting” as well as cutting the volume of the greenhouse gas emissions. In addition, for the first time as a Japanese semiconductor manufacturer, ROHM has conducted a large-scale reforestation project named “ROHM Forest” in Southern Australia.



Kanchi-in (Branch temple of Toji)

When exiting the Kita Daimon gate of Toji, alongside Kushige Koji street lies the tranquil Kanchi-in, the main sub-temple of Toji. The main room of the reception hall- built in the Shoin architectural style- features paintings on its sliding doors said to be by Miyamoto Musashi, the prominent swordsman. The Godai no Niwa garden can be viewed from the reception hall. In the garden, five stones represent the five great forms of the Kokuzo Bosatsu (Maha Akasagarbha Bodhisattva) and these are said to tell the story of Kukai's journey home from Changan.



Corporate Philanthropy

ROHM is actively providing assistance to cultural activities in parallel with social contributions through its business functions.

ROHM provides continuous support to the ROHM Music Foundation established in 1991; aiming to contribute to the progress of music as a cultural activity by supporting and sponsoring concerts. Besides, ROHM has also provided support for the annual Kyoto International Music Students Festival and the Seiji Ozawa Ongaku-juku Opera Project Series to assist aspiring young musicians.

Distribution of Profits to Shareholders

In regards to profit distribution to shareholders, ROHM ensures thorough consideration of all various factors, including business performance, financial position, and expected demand for funds for business investment aimed at improving corporate value, in order to live up to shareholders' expectations.

Specifically, for the three years from 2008 to 2010, under the "New Policy for Distribution of Profits to Shareholders" announced in the term of April 2007, ROHM will return to shareholders, no less than 100% of its consolidated free cash flow in the form of regular dividends and share purchase. The company continues to aim to declare stable regular dividends in a consistent manner, aiming at the consolidated dividend payout ratio to 30%.

*1 SiC (silicon carbide)

A compound semiconductor with outstanding physical properties values in that the band gap is about 3 times that of silicon, breakdown field strength about 10 times, and thermal conductivity about 3 times respectively. With these characteristics, SiC is expected to be the main material used for power devices.

*2 MEMS (Micro electro-mechanical system)

Generic name of micro electro-mechanical systems, including mobile parts, which are fabricated by the use of fine processing technology cultivated in the silicon wafer process.

*3 ASIC (application specific integrated circuit)

IC for specific applications. Indicates a special-purpose IC which has specifications specific to users.

*4 ASSP (application specific standard product)

A standard IC exclusive for specific applications. One type of ASIC. IC to be sold for multiple users.

*5 Moore's Law

An empirical rule concerning the technological development speed in that the number of transistors integratable to LSI increases 4 times in about 3 years. Advocated by Gordon Moore, one of the founders of Intel, USA.

*6 Bio (biotechnology)

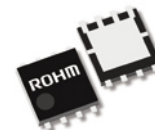
Generic name of technology involving the engineering application of living organisms and vital functions.

*7 FeRAM (ferroelectric random access memory)

Ferroelectric memory or ferroelectric nonvolatile memory. Nonvolatile RAM utilizing ferroelectric substance for a memory cell, which allows electric charges to remain even if no electric field is applied. Even after turning off the power supply, the data content can still be maintained.

*8 Integrated device manufacturer (IDM) semiconductor company

A form of an integrated semiconductor company which has its own facilities and designs, manufactures, markets, and delivers support internally.



Toji

Toji (Kyo-o Gokokuji) was built two years after the national capital was transferred to Heian-kyo in the 15th year of Enryaku (796). While the construction of Buddhist temples was prohibited in the previous capital of Nagaoka-kyo, historians believe that this ban was lifted for the Heian capital because of Emperor Kanmu's strong belief in protecting the new capital under the teachings of Buddhism. Approximately 30 years after its construction, Emperor Saga presented the temple to Kukai (Kobo Daishi), a well-known Buddhist priest, to finish the building project. Kukai took up residence where the Mieido currently stands. He began construction of the five-story pagoda, which is said to be the symbol of Toji, with the Singon Mikkyo sect principles in mind for the completion of the cathedral. Even after Kukai's death, the temple continued to attract many followers. In the Kamakura Period, the temple was widely supported by everyone, ranging from the Imperial family to commoners. Today, 1200 years after its construction, the temple grounds attract many visitors. On the 21st of every month, which is the date of Kobo Daishi's passing, the "Kobo-san" market is held with over 1000 booths and over 200,000 visitors. In recent years, a flea market is held on the first Sunday of each month, also attracting many visitors.

(Photo by Kenzo Yokoyama)

Corporate Governance

Basic Policy concerning Corporate Governance

In line with the social trend that mandates effective corporate governance, ROHM acknowledges that it is an entity supported by all its stakeholders including customers, business partners, shareholders, local communities and employees. Based on this acknowledgment, ROHM believes that its business operations and activities must be founded on corporate fairness, soundness and transparency and positions establishment of the corporate governance as an extremely important issue. Under this acknowledgment, ROHM has been carrying out various activities to prioritize the enhancement of corporate values in consideration of its stakeholders.

Structure of Management Organization for Executive Decision-making, Implementation, Supervision and Other Corporate Governance System

(1) Organizational structure and operation

ROHM believes that an agile and effective management system with emphasis on competitive enhancements in the semiconductor 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. As part of the executive supervision, ROHM maintains the existing auditing system, which is implemented only by outside Corporate Auditors, based on the idea that internal supervision over the executive branch will function sufficiently by improving and enhancing the system.

ROHM's Corporate Auditors and Accounting Auditors work in coordination with one another. They hold meetings over 10 times a year, in which they make reports on audit programs, audit status and results and other related topics and exchange their opinions. The Corporate Auditors also work in cooperation with ROHM's Internal Auditing Department. The activities of the Internal Auditing Department are communicated to the Corporate Auditors by means of a monthly report.

Other functions of ROHM's outside Corporate Auditors include: auditing ROHM's divisions and affiliates in Japan and Overseas by dividing the audit tasks among the Corporate Auditors according to their experience and expertise and attending the Board of Directors and the Board of Corporate Auditors to make necessary comments to the management from the viewpoints of respective areas of expertise. To support the outside Corporate Auditors, ROHM has a system in which the materials related to the Directors' decision-making (minutes of the Board of Directors, circulars sent around for managerial decisions, etc.) are reviewed on a regular basis, and that major divisions of ROHM make reports of their operations and other information via the monthly report. Additionally, the Internal Audit Department, consisting of eight staff members including the Department Chief, audits individual divisions and affiliates of ROHM by interviewing executives and employees, inspecting documents and sets of accounts and regularly communicates the audit results to the Corporate Auditors. Various findings from day-to-day audit activities are also communicated from full-time Corporate Auditors to part-time Corporate Auditors at the Board of Corporate Auditors and on other occasions as required.

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 profit of the relevant fiscal year as the performance indicator, to clarify the management responsibilities of the Directors. The total amount of remuneration paid to all Directors is disclosed in the annual securities reports and other relevant announcements.

Amount of remuneration paid to Directors in the fiscal year ended in March 2009: ¥245 million

(Notes)

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

¥600 million.

3. The amount of remuneration paid to Directors includes bonuses for Directors for this fiscal year (¥32 million).

(2) Matters related to functions such as performance of business operation, audits, supervision, designation of certified public accountants and decision on remuneration

The Articles of Incorporation limit the number of directors on the Board of Directors to ten in order to encourage sufficient discussion whilst allowing adequate and swift decision making. Additionally, one outside Director was designated to enhance mutual supervision among the Directors. With five Corporate 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 Corporate 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.

Corporate 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 the audits and allows for constant improvement of the operation process.

ROHM is under contract with Deloitte Touche Tohmatsu 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, 2009, 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 CPAs (employees in charge of performing the audits) of Deloitte Touche Tohmatsu:

Yoshifumi Tsutsumi (6 years), Yasuhiro Onishi (3 years), Tomoyuki Suzuki (1 year)

Major assistants in the audits

8 CPAs, 15 assistant CPAs and clerical officers, and 4 assistants

Updates on the Implementation of Actions Intended for Shareholders and Other Stakeholders

(1) Efforts to energize general shareholders' meetings and facilitate the process of exercising voting rights

ROHM sends out notices of general shareholders' meetings three weeks prior to each meeting and has enabled its shareholders to exercise their voting rights via the Internet connection from PCs and mobile phones. In addition, based on the findings of surveys on shareholders, ROHM takes various actions including the promotion of investor relations activities, facilitation of the process to exercise voting rights and preparing an English version of notices of general shareholders' meetings.

(2) Investor relations activities

ROHM strives to positively disclose information in order to enhance fairness and transparency of our business operations, and holds briefings for research analysts, fund managers, and other institutional investors.

For overseas investors, ROHM people visit the US and European regions as well as other parts of the world about twice a year and explain our business performance and activities to them.

Furthermore, ROHM has an investor relations section on its website and strives to provide a wide range of information resources 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.

(3) Efforts to ensure respect for stakeholders

ROHM is aware that it is unable to conduct its business activities without the reliance and cooperation of all stakeholders including customers, suppliers, shareholders, investors, members of society and local communities, employees and others. ROHM respects its valued stakeholders by recognizing them through the publication of its annual CSR (Corporate Social Responsibility) report. ROHM also enlightens and educates its employees by distributing the 'Guidelines for Ethics in the Business of the ROHM Group'.

ROHM has also introduced an environmental management system applicable to all ROHM Group companies based on ISO 14001 to continuously contribute to environmental conservation. As for CSR activities, ROHM also promotes business operations based on the idea that sustainable development as a corporate citizen fulfills its social corporate responsibility. Specifically, ROHM makes constant efforts to build up and maintain favorable relations with stakeholders through various activities from a global viewpoint including compliance, promotion of risk management, involvement in activities for supporting local communities, and realization of ideal working workshops.

Regarding the provision of information to stakeholders, 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.

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. ROHM is advancing the establishment and enhancement of its internal control system based on the following specific policies.

(1) System for ensuring that the Directors perform their duties in compliance with established laws, regulations, and Articles of Incorporation

- 1) Directors' noncompliance with the laws, regulations or Articles of Incorporation in performing their duties is deterred, based on the Guidelines for Ethics in the Business of the ROHM Group, Board of Directors Regulations, and other relevant rules.
- 2) Directors with a thorough knowledge of their own areas of expertise have responsibility and authority for business operations of their respective areas, hold discussions regularly, and supervise each other.
- 3) Every Director/Corporate Auditor promptly notifies the Board of Directors and the Board of Corporate Auditors of any violation of laws, regulations or in-house rules by any Director when the violation comes to be known by the Director/Corporate Auditor.
- 4) An internal "Compliance Hotline" system for reporting compliance concerns and issues has been established and is used to find any violation by Director of the laws, regulations or in-house rules and to take preventive measures against any recurrence.
- 5) In addition to one external board member, five auditors— who are all appointed outside of ROHM— constantly monitor how the Directors are performing their duties in compliance with established laws, regula-

tions, and Articles of Incorporation.

(2) System regarding storage and management of information on the execution of Directors' duties

- 1) All materials related to the Directors' decision-making process as well as information regarding the execution of their duties are maintained in written form. This may include minutes and other materials pertaining to general shareholders' meetings, materials pertaining to the Board of Directors, circulars sent around for managerial decisions, and materials pertaining to annual business planning. Retention periods and other instructions for management of such documents comply with established laws, regulations and in-house rules.
- 2) All instructions to different units of ROHM, Group companies or other relevant sectors are issued in written form in principle, and are maintained in a manner that is accessible by Directors, Corporate Auditors and other relevant parties upon request.
- 3) Information pertaining to the execution of duties of Directors is properly retained and controlled by related units, etc., and insider information is disclosed on a timely basis and properly through the Corporate public relations units under the control of the Information Disclosure Committee.

(3) Rules and system regarding the management of risk of loss

- 1) ROHM has organized an in-house Risk Control Committee as an overall risk management function. The committee sets out risk management policies on the basis of the risk management regulations formulated by the committee. The committee extracts and analyzes all the potential risks that may occur in performing tasks, and decides countermeasures against them, and at the same time, reviews and controls the activities of various divisions in management regarding potential risks.
- 2) ROHM has established different in-house committees including the Central Health and Safety Committee, Fire Prevention Committee, and the Environmental Conservation Committee as well as subcommittees, and through daily activities of those committees, prevents risks and addresses unavoidable risks in a proper and ethical manner.
- 3) The in-house Crisis Management Section of the General Administration Division cooperates and exchanges information with police departments and other external specialized institutions, and deploys and implements specific activities for eliminating antisocial forces. In-house rules are established for eliminating antisocial forces and employees are requested to strictly abide by the rules. In the 'Guidelines for Ethics in the Business of the ROHM Group' distributed to all employees, it is stipulated that employees must deal with any antisocial forces with a resolute attitude. Further efforts are made to enlighten employees through various types of in-house training.

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

- 1) The number of members of the Board of Directors with executive authority has been reduced to ensure swift and proper executive decision-making.
- 2) The Board of Directors consists of Directors with a thorough knowledge of their respective areas of responsibility and each Director, based on the segregation of duties, executes his/her own specific duties.
- 3) Regarding matters that may have a significant impact on business management, an in-house project team is installed individually to handle problems, and at the same time, swift decision-making is performed, as appropriate, at the Board of Directors meeting or by consultation via circular (documents sent around for managerial decision) according to the Articles of Incorporation and in-house rules.
- 4) Documented company standards of risk management, information management and other in-house management procedures are strictly observed.

Corporate Governance

- To strengthen the competitiveness of the ROHM Group and to secure appropriate profits, a profit plan is prepared annually for each Group company and operating division specifying the target profit for use in performance management.

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

- A Compliance Committee has been organized to formulate and disseminate the “Guidelines for Ethics in the Business of the ROHM Group” throughout the Group, thereby promoting the compliance activities of the Group as a whole. The responsible persons of the functions of each Group company are appointed as compliance leaders in order to make sure that everyone in the function is thoroughly conversant with awareness of compliance and legal compliance.
- In an effort to ensure that efficient actions are taken regarding compliance matters inherent in different areas of management, various committees have been established, including the Compliance Committee, the Information Disclosure Committee, the Central Health and Safety Committee and the Environmental Conservation Committee, to check the status of compliance and conduct enlightenment activities across the Group.
- Under the control of the Information Disclosure Committee, each unit makes efforts to properly manage insider information, provide education and enlightenment to employees, and prevent insider trading.
- Through addressing the system for evaluating and auditing internal control concerning financial reporting, the internal control system is being enhanced and the reliability of financial reporting is secured.
- An internal “Compliance Hotline” system for reporting compliance concerns and issues has been established and is used to determine any violation by any employee of laws, regulations or in-house rules in the course of performing his/her duties and to take preventative measures against recurrence.
- Internal audits are conducted to check employees’ execution of duties, ensuring compliance with the established laws, regulations, Articles of Incorporation, and making necessary improvements for the streamlining of work processes.

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

- Documented standards applicable across the ROHM Group are prepared and implemented.
- Some directors/auditors of the ROHM Group companies are appointed from the staff members of ROHM Co., Ltd. or its subsidiaries to supervise and ensure sound and appropriate business operations.

- A compliance system similar to that of ROHM is organized in subsidiaries for enhancing deployment and cooperation of compliance activities.
- The operating system requires board approvals or consultation with ROHM Co., Ltd. via a circular sent around for managerial decisions so that each sector of ROHM exercises control across all the Group companies in the case of important matters or issues at the different subsidiary levels.
- The internal control system is being improved and enhanced in order to cover not only ROHM, but also its major subsidiaries through addressing a system for ensuring sound and appropriate financial reporting, which includes procedures for auditing financial reporting.
- ROHM’s auditing department conducts internal audits of the Group companies.

(7) In the case where Corporate Auditors request employees to serve as assistants in performing their duties

When requested by a Corporate Auditor, support staff with necessary practical skills is provided.

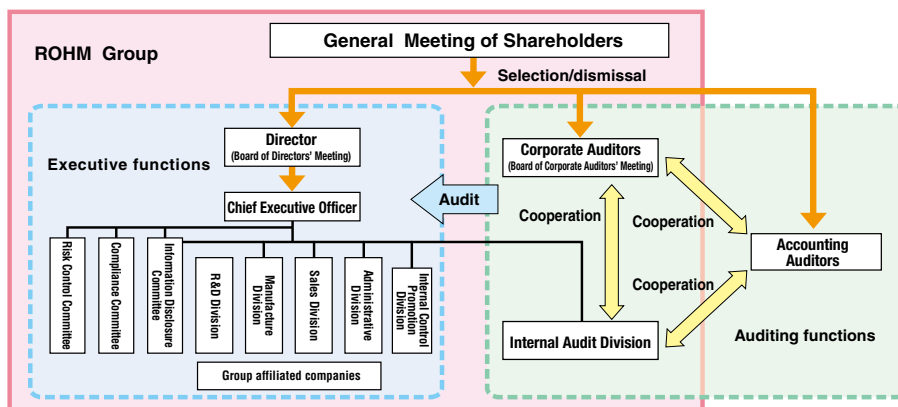
(8) Independence of the employees indicated in (7) above from Directors

Corporate Auditors’ support staff members shall not hold a post or engage in any activity related to the implementation of ROHM’s business operations. Any personnel changes involving them shall require the prior approval of the Board of Corporate Auditors. In the personnel performance evaluation process, the views and opinions of the members of the Board of Corporate Auditors shall be taken into account.

(9) System for Directors and employees to make reports to Corporate Auditors and other system reports to Corporate Auditors

- Every Director submits reports to Corporate Auditors, as required, regarding the violation of laws, regulations or in-house rules by Directors in the performance of his/her duties, breaches of duty by Directors, or any action that may cause material damage to ROHM.
- The Compliance Committee, Risk Control Committee, Information Disclosure Committee, and other committees have full-time auditors who attend each meeting as observers and at the same time, submit a report regularly to the Corporate Auditors by means of the minutes.
- ROHM maintains a system in which the processes and results of execution of business operations are communicated to Corporate Auditors as deemed appropriate by presenting reports and circulars sent around for managerial decisions as well as by other means.

<ROHM Group Corporate Governance System>



(10) Other systems to ensure effective audits by Corporate Auditors

- 1) Directors submit reports on the current status of the internal control system at the request of the Board of Corporate Auditors.
- 2) The Internal Audit Department is expanded, and its cooperation with Corporate Auditors is enhanced.
- 3) All Corporate Auditors are appointed from facilities other than ROHM and include legal experts, accounting experts, and those from financial circles to establish a sophisticated audit system with a high degree of independence.

Risk Management

The following risks may have great impacts on the ROHM Group's financial status and operating results.

(1) Risks associated with market changes

The semiconductor industry and electronics component industry are subject to abrupt changes in market conditions, due to the tendency of end set manufacturers to adjust production according to the sales status of electronic products as well as competition in price and technology development with rival companies. Prices are especially susceptible to a sudden drop according to supply/demand and the pricing strategies of Southeast Asian companies, which are growing rapidly. Such price changes are an uncertainty factor in maintaining or increasing sales as well as ensuring profits.

(2) Exchange risks

The ROHM Group has development bases, manufacturing bases and sales bases around the world. The financial statements prepared in local currencies are translated into Japanese yen to prepare the consolidated financial statement. Therefore, the gains and losses on the consolidated financial statement may change because of the exchange rates at the time of translation, even if values remain unchanged in local currencies.

The ROHM Group produces products in Japan and other Asian countries and sells them in Japan, other Asian countries, the Americas and Europe. Because different currencies are used between production bases and sales bases, business performance is constantly influenced by exchange rate fluctuations.

Generally, a strong Japanese yen adversely affects its business performance, while a weak yen has a favorable influence.

(3) Risks of product defects

As stated in the Company Mission, the ROHM Group regards "quality" as top priority. ROHM products are produced under severe quality control measures. However, this does not guarantee that it never produces defective products or that it will never be liable to compensate buyers for product losses. If a buyer makes a claim for losses with regard to ROHM products, its business performance may be adversely influenced.

(4) Legal risks

To manufacture products distinguishable from the products of other companies, ROHM develops various new technologies and know-how, and produces and sell products worldwide based on such original technologies. The ROHM Group has a specialized division that strictly supervises in-house activities to ensure that the technologies and know-how the Group uses do not infringe the intellectual property rights of other companies, such as patent rights. In addition, to conserve the environment, protect health and ensure safety, the ROHM Group complies with all the relevant laws and regulations in all the fields the ROHM Group conducts business in: monitoring gas emissions, drainage, harmful-material utilization and handling, waste treatment, and soil/underground water pollution. However, the ROHM Group may shoulder legal responsibilities in this respect, because of unexpected events. Such cases might have an adverse influence on its business performance.

(5) Natural disasters and geopolitical risks

The ROHM Group performs development and manufacturing activities in Japan and in other countries. As a measure against natural disasters and geopolitical risks, the ROHM Group locates production lines at different bases. However, its business bases may suffer damage due to earthquakes, typhoons, flooding and other natural disasters, or political uncertainty or international conflicts. The business performance of the ROHM Group may be affected in cases where these events prevent us from supplying products to customers.

(6) Other risks and corporate risk management system

In addition to the above-mentioned risks, there are various risks that may influence its financial conditions and administrative performance during the course of business activities, such as logistics risks, material procurement risks, and information system risks.

The ROHM Group has an in-house Risk Control Committee to preclude these risks or minimize their influence, reinforcing the in-house risk management system.

Other Information

Defense against takeover

ROHM believes that in the event of a takeover bid, the final decision on whether to accept it should be made by ROHM's existing shareholders at the time of the bid, and in order to ensure that the shareholders make an informed judgment—based on sufficient information within a reasonable time period—it should go through a fair and transparent procedure to confirm its intentions. The Board of Directors of ROHM decided to adopt 'Fair Rules for the Substantial Acquisition of Shares (Takeover Defense Measures)' (hereinafter referred to as the Rules) on May 11, 2006 for this purpose.

After introducing the Rules, the Financial Instruments and Exchange Law was amended to improve the law and establish a system to secure the information and time necessary for shareholders to make an informed judgment. A threat of abusive buyout that may ruin the corporate value of ROHM and the common interests of shareholders has been relatively lowered as a result of the global financial crisis and its adverse effect on the economy, originating from the U.S. subprime loan issue. The management environment surrounding ROHM has changed greatly since the time the Rules were adopted. The Board of Directors went through careful consultation as to how the Rules should be handled 3 years after the date of enforcement and, as a result, on May 11, 2009, the Board of Directors decided to abolish the Rules.

Incidentally, any rules similar to the Rules (also called Takeover Defense Measures) that are to be re-introduced shall be, in principle, submitted to the ROHM general shareholders' meeting in advance and will be subject to approval. However, the Board of Directors shall continuously monitor the transactions and transfer conditions of ROHM's shares, and if anyone wishes to acquire a large quantity of ROHM's shares (takeover bidder), the Board of Directors will assess the proposal of the bidder and negotiate as required with careful consideration given to ROHM's external board member, outside corporate auditors, independent outside specialists, and others. If there is a fear that ROHM's corporate value and the common interests of its shareholders will be negatively influenced unless immediate action is taken, the Board of Directors will decide the most appropriate countermeasures to take—within the boundaries permitted by the Japanese Corporation Law and other related laws and regulations—and it is the legitimate responsibility of the persons management has delegated to implement these countermeasures.

New Products and Technologies: Device Innovation and Solutions to Meet Today's Needs

Environmental problems now affect every corner of the globe. The electronics industry is facing this growing epidemic with "green electronics." Today, much of the research and development in the electronics industry is dedicated to the task of stopping or curtailing global warming, mainly through a combination of developing new energy sources and more efficiently using existing resources. Harnessing natural energy, developing an energy-saving car that doesn't use fossil fuels, and building eco-friendly houses that use less energy are just a few examples of the steps being taken to create a low carbon footprint society.

Electronic and semiconductor components are the basic building blocks in our society. They serve as the key devices not just in telecommunication devices or consumer electronics like PDAs, cell phones, flat-screen TVs and digital cameras, but also in industrial devices, automobiles and medical equipment.

As a manufacturer of these fundamental products, ROHM is focused on developing green devices that minimize environmental impact and finding new approaches to meet the needs of safety, security, and health care by combining disparate technologies, including nanotechnology, biotechnology and sensor technology.

In the field of next-generation green products, ROHM has put considerable effort into developing silicon carbide (SiC)^{*1} devices. The process has moved from the research stage to the development stage, with practical application soon to be a reality. What makes SiC devices so promising is that they exhibit low on-resistance (little loss from resistance when the switch is turned on) and provide good operating characteristics, even at temperatures of 250°C or greater.

Activities are underway to develop a variety of real-world applications, including DAC modules for solar and wind power, high-efficiency power inverters for hybrid cars and electric trains, and power inverters for industrial devices and high-efficiency air conditioners. One of ROHM's recent successes is the development of a 1200V/230A-class (280kVA equivalent) high-power inverter module for next-generation electric cars equipped with an SiC-SBD (Schottky Barrier Diode) and SiC-MOSFET. This represents the world's first high-power inverter module consisting solely of SiC devices.

The size of this high-power inverter module was significantly reduced by mounting the converter circuit (1-phase) and inverter circuit (3-phase) onto one module.

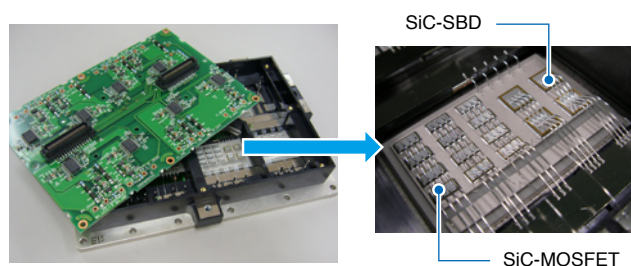


Figure 1: Full SiC Power Inverter Module

Advanced silicon power device semiconductor technology yielded the PrestoMOS™ series^{*2} of high-voltage power MOSFETs with an ultra-fast trr super-junction structure. A major problem with conventional high-voltage MOSFETs is the slow reverse recovery time of their internal diodes. For the

first time a local trap level was successfully formed within a super-junction MOSFET, reducing the reverse recovery time of the internal diode by roughly 60% over conventional super-junction MOSFETs. This allows for very efficient driving in switching power supplies and the like.

In the optical semiconductor field ROHM has been active in developing LED lighting, which is quickly garnering interest as a next-generation light source due to its excellent energy-saving characteristics. One example is a high color-rendering white power LED light source that is able to more naturally produce hard-to-render reds. ROHM is also committed to offering a comprehensive lineup of LED lighting solutions, including LED driver ICs, power MOSFETs, power resistors, and LED drive power modules that combine these components into a single package. Next-generation LED lighting modules are also currently being developed.

In the next-generation organic EL (Electro Luminescence) lighting panel sector ROHM has teamed up with a number of companies, including Mitsubishi Heavy Industries, Ltd., Toppan Printing Co., Ltd. and Mitsui & Co., Ltd., to establish Lumiotech Inc., with the purpose of exploring the business potential of organic EL panels for lighting.

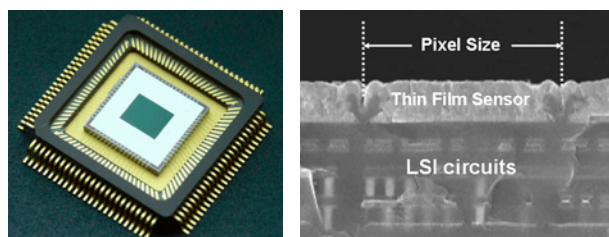


Figure 2: CIGS Sensor and Chip cross-section

In the quest to develop products that improve health, safety, convenience, and comfort, ROHM acquired OKI Semiconductor on October 1, 2008. Utilizing OKI's advanced optical sensor technology has allowed ROHM to extend the range of short-wavelength sensors from X-ray to far-infrared, including OKI Semiconductor's X-ray sensors utilizing SOI^{*3} substrates, ROHM ultraviolet (UV-A, UV-B) sensors featuring a new thin-film material (MgZnO^{*4}), ROHM CIGS^{*5} sensors that offer 100 times the sensitivity of silicon in a broad spectral region from visible light to near infrared, and OKI's IR (Infra Red) image sensors with sensitivity in the far infrared region for easy thermal imaging. Combining image process technologies has yielded devices featuring unprecedented functionality and applicability.

In the biochip^{*6} market ROHM, together with Ushio Inc. and Sanwa Kagaku Kenkyusho Co., Ltd. released the Banalyst® Ace and Banalyst Ace CRP in October 2008 – the world's first reagent-based μTAS^{*7} measurement analyzer chips. In March 2009, the same group released the Banalyst Ace hsCRP C-reactive protein kit, which is able to quickly and easily measure the CRP value^{*8} in the low-concentration region from a small sample of whole blood. These products help reduce the stress on newborns by making it possible to measure the CRP value using only trace amounts of blood.

ROHM's venture spirit continues to flourish in its efforts to develop new technologies and products that benefit society and determining optimized solutions to meet the needs of today and tomorrow.

*1 SiC: Silicon Carbide

*2 PrestoMOS™: Name for our high-speed, high-voltage MOSFETs. ('Presto' is an Italian musical term for 'very fast')

*3 SOI: Silicon On Insulator - technology for forming a silicon device on an insulator

*4 MgZnO: A compound composed of Mg (Magnesium), Zn (Zinc), and O (Oxygen)

*5 CIGS: A compound composed of Cu (Copper), In (Indium), Ga (Gallium), and Se (Selenium)

*6 Biochip: A type of chip based on nanotechnology that is expected to have a major impact on life science research, diagnostic drugs and medical treatment. Microarrays and in-chip microfluidic devices represent the cutting edge of miniaturization and large-scale integration processes.

*7 μTAS (micro-TAS): Short for Micro Total Analysis System. A system in which a variety of fluidic devices are integrated onto a chip measuring anywhere from several mm² to several cm² for the purpose of performing a series of chemical operations quickly and efficiently.

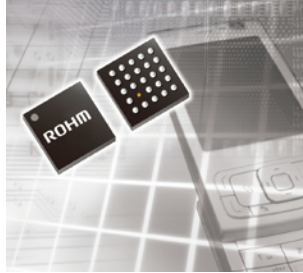
*8 CRP (C-reactive protein) levels rise dramatically in the blood in response to acute inflammation or decay of body tissue. This makes measuring CRP useful for early detection of infectious disease and determining whether antibiotics need to be administered as well as ascertaining the efficacy of medical treatment.

New Products

8-Lamp LED Driver for LCD backlights with Dimming Function

The introduction of 1Seg broadcasting and browser functionality to mobile phones and other portable devices is driving the demand for larger, higher resolution LCD panels. This in turn increases the need for the contradictory task of increasing the number of lamps used for backlighting while decreasing power consumption. Presently the most effective way to reduce power is to utilize auto-dimming functionality, which adjusts the brightness based on ambient light. Conventional auto-dimming white LED driver ICs, however, are only capable of driving up to 7 lamps at once. This corresponds to a size of roughly 3.5 inches per LED driver, making conventional ICs unsuitable for adjusting the brightness of large-screen panels.

ROHM's new BD60910GU overcomes this problem by providing the capability to drive 8 lamps (the most in the industry) along with automatic dual-dimming functionality – achieved through the consolidation of high-voltage elements and digital auto-dimming circuitry. Unique brightness sensor control is combined with a PWM dimmer block, allowing adjustment of the backlight brightness based on ambient and image brightness, resulting in lower power consumption with increased visibility.



Advanced PC-free Drive Recorder IC Ideal for Consumer Vehicles

Drive recorders are increasingly being used as support devices in commercial vehicles such as buses, trucks and taxis to promote environmentally friendly driving and encourage safe driving by recording and analyzing vehicle status during dangerous driving situations, car trouble, or in the event of an accident.

However, drive recorders have made little headway in consumer vehicles, due in large part to the high cost of installing a standard drive recorder in a consumer vehicle, which runs about 30,000 yen, and in part to the inconvenience of needing to use special PC software to access data.

ROHM's new BU1511KV2 overcomes these obstacles by incorporating interfaces for a camera, SD card, acceleration sensor, and GPS module on a single chip. Programs can be downloaded to the built-in memory via inexpensive serial memory and executed by the high-performance ARM9 processor, eliminating the need for external parallel flash memory. In addition, no external RAM buffer is needed, since a high-performance JPEG codec, ADPCM codec and SD card controller have been independently integrated onto the drive recorder. The result is reduced ARM9 processing load and the capability to continuously write audio and video data directly to the SD card. A video encoder is also built in that allows direct output to a TV for analysis. ROHM's BU1511KV2 IC represents the first practical, cost-effective solution for installing drive recorders in consumer vehicles.

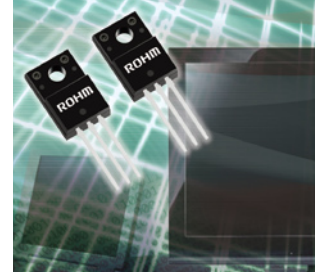


High Voltage MOSFETs (PrestoMOS™ Series) with Built-in Ultra-fast trr Diode

The expanding market for sets such as LCD TVs in which power savings is critical is spurring demand for increased efficiency and a reduction in the number of transistors and other semiconductor devices used to power these sets. At present, the most commonly used structure in the 500-600V class of high voltage MOSFETs is the super junction type, which offers faster switching speeds and lower ON-resistance for higher efficiency operation than conventional planar types. However, one drawback is the relatively slow reverse recovery time (trr) of the internal diode. Although this issue could theoretically be overcome by forming a trap level inside the element, which speeds up trr, the super junction structure inherently makes forming such a trap level particularly challenging.

ROHM's new PrestoMOS™ Series is the world's first super-junction MOSFET that successfully forms a local trap level within the element. As a result, trr is reduced by roughly 60% compared to conventional super junction MOSFETs (down from 160ns to 70ns). This makes it suitable for use as a bridge circuit, even without a fast recovery diode, and allows smaller high-frequency transistors to be used, resulting in fewer parts, lower costs, and smaller footprint.

*Note: 'Presto' is an Italian musical term meaning 'very fast'



Seamless LED Base Lighting Module

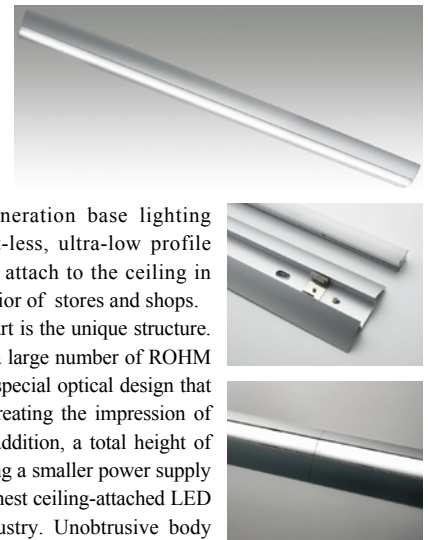
The growing concern over environmental impact has popularized the use of energy-saving lighting, particularly LED illumination devices. In light of this ROHM has developed

the R-CK001, a next-generation base lighting device featuring a socket-less, ultra-low profile configuration designed to attach to the ceiling in order to illuminate the interior of stores and shops.

What sets this device apart is the unique structure. The lamp portion contains a large number of ROHM middle-power LEDs and a special optical design that diffuses the light evenly, creating the impression of seamless, natural light. In addition, a total height of 38mm was achieved by using a smaller power supply circuit, making this the thinnest ceiling-attached LED lighting device in the industry. Unobtrusive body design and minimal ceiling projection permit the creation of sleek lighting designs.

The power supply circuit itself features a conversion efficiency of 85%, and provides constant current unaffected by commercial power-supply voltage fluctuations ($\pm 20\%$) or changes in ambient temperature (-20°C to $+80^{\circ}\text{C}$).

The entire lamp, including the power supply circuit, consumes only 24W of power, representing a power savings of 52% over conventional fluorescent bulbs (40W type) while providing the same luminance. And the longer lifetime - 40,000 hours, or roughly three times longer than fluorescent lamps – make it a much better solution from an environmental standpoint.



“Creating a harmonious future”, an assignment that must be fulfilled at our own responsibility

Since its foundation in compliance with the corporate objectives, ROHM has constantly attached importance to improved business performance and contribution to society. Satisfaction of customers can be obtained through good quality in every aspect of products, while at a global level prioritizing quality serves as the driving force for the promotion of CSR.

In addition, ROHM thoroughly recognizes its responsibility for the future, the responsibility that it must assume for the future generation, and will continue to carry forward product development with consideration given to the reduction of CO₂ emission and to the environment, observance of compliance (laws and regulations, norms of society, corporate ethics, etc.), promotion of risk management, establishment of information security, proper maintenance and operation of intellectual property rights, participation in community activities, development of ideal workshops, and others, from a global perspective.

Commitment to customers

ROHM considers in-depth quality control as the most serious responsibility so that customers can use ROHM products with full satisfaction and a sense of security.

Commitment to suppliers

ROHM conducts sustainable transactions with suppliers, which enables co-existence and co-prosperity, based on a relationship of mutual trust.

Commitment to ROHM stockholders and investors

ROHM aims at creating and improving corporate value under the recognition that ROHM stockholders and investors are important stakeholders.

Philanthropic activities/activities to transfer knowledge and achievements to the community

In order to be a company upon whom the local community constantly bestows its confidence, the ROHM Group participates in relevant community affairs. In addition, ROHM actively performs academic-industrial alliance with universities

Commitment with employees/safety, hygiene, and health promotion

ROHM encourages employees to do their best and provides opportunities for them to take the initiative. In addition, ROHM performs various activities to promote the health of company members.

Social and cultural support activities that cultivate a generous mind

Over many years, ROHM has supported musical, cultural and sporting activities to aim at becoming a “good corporate citizen.”

Environmental policy/environment management system

The ROHM Group organizes its environmental management system in accordance with its environmental policy. All corporate members seriously undertake the task of continuously improving the environment.

Engagement with global warming/consideration given to the water and air

ROHM has seized the initiative of the reduction of greenhouse gas for the purpose of prevention of global warming. In addition, ROHM engages in various activities aimed at improving water and air quality, including improvement of the water recycling ratio and total abolishment of ODC (ozone-depleting chemicals).

Waste and recycling

In order to build a recycling-oriented society, ROHM works positively to reduce waste generation and recycle waste.

Ecologically friendly products/green procurement

ROHM contributes to energy saving of electrical appliances by developing low power consumption products. In addition, ROHM aims at reducing environmental load by achieving compliance with the RoHS directives and waste volume reduction, waste weight reduction, and recycling of packaging material.

Environmental education and enlightenment/environmental communication

ROHM enhances awareness of the environment right throughout the company by corporate member education and enlightenment activities. In addition, ROHM’s environmental conservation activities are extensively reported through CSR reports, and others.

Production activities and environmental load/environmental accounting

ROHM creates and releases environmental accounting so that ROHM’s environmental activities and their effects are properly analyzed and comprehensively assessed.

Assessment in socially responsible investment

In recent years, SRI (socially responsible investment), which adopts social, environmental, and ethical aspects of a company for judgment criteria of investment, has been gaining popularity. The CSR-related activities of ROHM are receiving high commendation from these SRI-related survey institutions, and ROHM has been selected as an index component of the following SRI indices. In 2008, ROHM was included in the top 10% in terms of “SAM Research’s Company Sustainability Assessment” out of 2,500 companies in the world, and was chosen for the Dow Jones Sustainability Indexes.

ROHM stock is part of the following SRI indices:

- Dow Jones Sustainability Indexes
- FTSE4Good Index Series
- Ethibel Sustainability Index
- MS-SRI (Morning Star Socially Responsible Investment Index)



■ TSINGHUA-ROHM ELECTRONIC ENGINEERING HALL / Image



■ Illuminations, the center of attraction every year
For Rohm’s illumination, eco-friendly electric power that utilizes the Kyoto Eco-Action Points Program is used.



2009

Management Policies and Financial Data

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Management Policies

1. ROHM's Basic Management Policy

ROHM believes, in proceeding with the creation and improvement of perpetual and overall corporate value, that added values created by the company's business activities should be allocated to all constituents; including shareholders, employees and stakeholders in local communities in appropriate proportions, as well as the allotment of retained earnings for business investment and increased competitive strength. To pursue this objective it is also essential to obtain the understanding and cooperation of all those with stakes in the company's performance. Making ROHM's stocks more attractive to investors has been one of the highest priorities of the Company's management.

Under these perspectives, ROHM has committed itself to developing market-leading products, including high-value-added system LSIs for digital information technologies, mobile electronic equipment and automobile components, which are expected to undergo rapid growth, along with optical devices, another area with considerable growth potential. As another fundamental policy, ROHM also pursues the enhancement of cost competitiveness through optimal utilization of its distinctive production technologies and consequently maintains a leading position in the global electronic component market.

2. Referenced Corporate Performance Indexes

ROHM is making continued efforts to ensure its earnings power by taking various steps, including the development of new products, while reinforcing its sales operations. ROHM signifies indexes representing the rate of return, such as EBITDA^(*), as well as the asset turnover ratio and plant and equipment investment efficiency. In addition, we are also striving to improve the net income per share (EPS) and the rate of return on equity (ROE), in order to enhance shareholder value.

* EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

An index obtained by adding interest expenses and depreciation to income before income taxes and minority interests. It is commonly used to compare corporate earnings internationally.

3. Mid- to Long-term Corporate Strategies

Amidst anticipated expansion in the electronics industry over the medium to long term, and in parallel with the further progress of informatization, global competition is expected to intensify, due mainly to broadening of demand fluctuations, mandating realignment of the industry and elimination of noncompetitive businesses.

To ensure stable growth and a strong, well-balanced financial position under these circumstances, a range of measures should be implemented: the development of original high value-added products, utilizing world-beating advanced technologies, enhanced cost competitiveness, the establishment of a global production and distribution network that conveys high customer satisfaction in both domestic and overseas markets, as well as strengthening of sales and technical support for customers.

Consistent development and production systems and the significance of quality will be ROHM's top priorities. As concrete measures, with a continuous increase in R&D personnel, ROHM will enhance digital, analog, and integrated digital/analog technologies. Furthermore, ROHM is advancing with R&D for the next generation, moving forward with preparation for power devices using silicon carbide substrate, which is expected to be far superior to semiconductor devices using conventional silicon substrates in terms of voltage endurance, high electric currents,

and small losses, as well as preparation for practical applications of biochips for the medical equipment industry. ROHM is also implementing a study on next-generation technologies for optical devices, including blue laser diodes using a nonpolar plane, which is expected to be applied to green laser diodes, as well as ultraviolet LEDs/photodiodes using zinc oxide. At the same time, ROHM is carrying out research on an extra-sensitive/wideband image sensor using new materials and image sensors for far-infrared rays and x-rays. Besides, the company has strengthened eco-devices by starting practical application and sales of LED lighting, which is expected to be the next-generation lighting for energy saving that contributes to CO₂ reduction.

As the bases for technological enhancement, ROHM is operating the "Yokohama Technology Center," "Optical Device Research Center," and "LSI Test Technology Center" as well as the "LSI Development Center," thus reinforcing customer support and the in-house R&D system for further future growth.

ROHM is actively involved in a wide range of joint projects with a multitude of domestic and foreign universities regarding next-generation R&D, including comprehensive industrial-academic collaboration alliances with Kyoto University and Tsinghua University in China; joint efforts with the Semiconductor Industry Research Institute of Japan—a think tank of the Japanese semiconductor industry; and participation in other Japanese national leading-edge R&D projects, which integrate industry-government-academia expertise. ROHM is also promoting partnerships with other companies whenever necessary to complement its technologies and consequently improve the efficiency of its R&D activities.

Regarding production systems, ROHM is enhancing its cost competitiveness and supply system, which can achieve global success. In particular, in the front-end process, the Group is aggressively advancing with the enlargement and miniaturization of wafers, while in the back-end process, ROHM is promoting production transfer to overseas plants, centering on Thailand, the Philippines, and China, and striving to improve the production capacity of these plants. Domestic plants further store production technology as process-supporting plants for production networks of the entire ROHM Group. By horizontally developing production technology, which has been established at domestic plants, and extending it to overseas plants, we will supply high-quality ROHM products to the entire world.

Through focusing on quality first and foremost, not only in the manufacturing division but also in the field of technological development, including LSI circuit design and manufacturing technologies development, ROHM will extend its company-wide efforts to enhance its product reliability. ROHM will also continue to produce components such as wafers, photomasks, and lead frames in house, develop products that exceed competitors' products in terms of quality and reliability, and reduce lead time, thus ultimately improving global competitiveness.

In addition, with the view to expanding the company's share in growing overseas markets, ROHM not only consolidates networks of quality assurance centers in Europe, the U.S., and Asia, but also strengthens systems of sales, technology, and quality support toward customers worldwide by increasing local design personnel as enforcement of its overseas design centers. To respond to increasing global needs for digitalization and standardization, the company makes the utmost efforts to reinforce the lineup of ASSPs (application-specific standard products). At the same time, ROHM is dedicated to restructuring and integrating corporate organizations, both in and outside Japan, in order to continue

improving its business efficiency and accelerating the decision-making process.

In the area of environmental conservation, the ROHM Group as a whole is continuing to progress with establishing and implementing an environmental management system based on "ISO 14001" standards as well as developing new products that contribute to energy saving. Low-power-consumption products are one example in this category. ROHM is committed, in every domestic and overseas production base, to attaining zero-emission goals by promoting the recycling of waste and continuing to support "green" procurement and supply. In Australia, ROHM will actively promote a tree-planting project as part of its efforts against global warming. Furthermore, ROHM swiftly responded to the RoHS Directive, the European environmental regulations, and enforced an analysis system for toxic substances by acquiring accreditation of the "ISO/IEC 17025" laboratory and undertaking business activities considering global environmental protection.

4. Priority Issues

The financial crisis that deepened disarray in the U.S. has greatly affected the world's real economy, and we cannot predict business confidence in the future for every industry.

The electronics industry is expected to grow in the mid to long term due to increasing demand for digital home information equipment and more sophisticated automotive electronic control systems. However, in addition to worldwide economic deterioration, technological competition and price wars are also expected to intensify continuously. These factors mandate the increasing necessity of a constant supply of internationally competitive, innovative and high quality products and technologies with sustained efforts toward comprehensive cost reduction efforts.

Under these circumstances, the ROHM Group does its best with across-the-board efforts to improve business performance through the development of new, high value-added products and technologies in anticipation of future customer needs, improvement in quality and reliability by further enhancing its manufacturing technologies, reinforcement of production and sales organization, streamlining of corporate operations, as well as cost-cutting endeavors.

To exert the synergy effect achieved by mutually cooperating with OKI Semiconductor Co., Ltd., ROHM will make all-out efforts to restructure and strengthen the cooperative system with OKI Semiconductor in regard to its LSI business.

5. Basic Policy for Profit Distribution

(1) Basic Policy for Profit Distribution

In profit distribution for shareholders, by thoroughly considering the Company's business results, financial status, and fund demands for business investment, ROHM is implementing actions in order to meet shareholders' expectations in improving the future value of the Company.

More specifically, ROHM intends to pay a return to shareholders that will represent no less than 100 percent of the consolidated cash flow of each fiscal year by the year ending March 31, 2010. As the means to realize these returns, ROHM has decided to use ordinary dividends, acquisition of treasury shares, and extraordinary dividends. Regarding ordinary dividends, a consolidated dividend ratio of 30 percent is the target. Thus ROHM strives to continuously maintain a stable dividend.

It seems that with growing worldwide recession, the unstable condition of the world economy will continue for a while. In the semiconductor industry, while along further informatization, market expansion is

anticipated over the mid to long terms, global competition is also expected to intensify leading to industry realignment and the elimination of noncompetitive businesses on a global scale.

For the ROHM Group to continue growing and expanding its business under these circumstances, it is essential to reinforce expertise in developing original products and also enhance cost competitiveness, preventing other companies from easy emulation. The group is conducting company-wide efforts to enhance its corporate value through investment in each cash reserve and generated cash flow carefully and effectively, with the plants and equipment required to enhance its developmental and technological expertise. Technology expertise is the source of ROHM's competitiveness, and strategic business projects, such as joint ventures and acquisition of other companies, will result in synergy effects and ensure attractive returns. By implementing such schemes, ROHM will improve its net income per share (EPS) and return on equity (ROE).

(2) Retirement of Treasury Share

The ROHM Group, with consideration that our shareholders are significant stakeholders in the company, continues to acquire treasury share under the basic principles described above. The maximum for possessing treasury shares is to be 5 percent of the total of shares outstanding, and as a principle, the amount beyond this limit shall be retired at the end of every fiscal year. The group continuously possesses treasury shares at hand in order to secure flexibility of management by utilizing them for merger and acquisition activity and others as required.

Business Results

1. Analysis of the business results

(Business results for the year ended March 31, 2008)

Overall condition on business performance

During the year ended March 31, 2009, the global economy deteriorated as worldwide financial uncertainty due to bankruptcy of a major U.S. securities company triggered by the subprime loan problem in the U.S. depressed the real economy and negatively influenced employment and consumption in various locations. Furthermore, after the autumn, the condition of the economy declined with turmoil in various industries including the U.S. automobile industry. In addition, after January, deflation became a matter of concern because of the effects of the worldwide deterioration of the economy and decrease in oil prices, thus deepening the disarray of the economy. In the U.S., the economy rapidly slowed down due to the effects of decrease in the value of personal assets, deterioration of the employment environment, and growing financial uneasiness as well as a drastic decrease in new housing construction especially after the summer. In Europe, in addition to slowdown in personal consumption, employment conditions worsened and exports also considerably decreased in the second half. In Asia too, the economic environment rapidly deteriorated due to a drastic decrease in exports to the U.S. and European countries that saw a serious business slump; economic growth, therefore, slowed to a large extent. The Japanese economy also showed a downturn due to slow capital and housing investment, a slowdown in the growth of mining and manufacturing production, deterioration of employment conditions, progressing appreciation of the yen, and a more severe situation of export to the U.S. and European countries as well as Asia.

In the electronics industry, during the first half, the production of major equipment including personal computers, mobile phones, and flat-

screen TVs continued to be robust in terms of volume, supported by growing demand in emerging countries. However, in the second half, in addition to a slowdown in consumption in developed countries, demand in emerging countries dropped, and after the turn of the year, the automobile industry experienced a further decline and thus the economy remained extremely weak.

Despite a seasonal recovery in the electronic component industry during the first half, the market experienced an unprecedented downturn due to drastic cooling of supply-demand relations accompanied by a massive slowdown in business sentiment in the second half and competition caused by low-priced equipment including mobile phones, personal computers, and flat-screen TVs.

Within individual regions, in Japan, the production of AV equipment such as flat-screen TVs and digital still cameras, which was robust in the first half, was considerably adjusted in the second half in order to reduce excess inventory. The mobile phone market also showed continued sluggish demand, and the automotive market showed a drastic decrease in production in the second half. As a result, markets suffered severe deterioration. In the Asian region, as the world's manufacturing base of electronic equipment, the production of digital AV equipment, mobile phones, and low-priced personal computers was strong in the first half. However, the worldwide downturn in consumption after November put the brakes on the production of electronic equipment. In Europe, the production of flat-screen TVs in Eastern Europe decreased and the automobile industry was also sluggish. Furthermore, in the U.S., a considerable decrease was seen mainly centered on the automotive market and flat-screen TV production also entered a large-scale adjustment phase in second half.

Under these circumstances, the ROHM Group, from the viewpoint that the market would continue to expand in the medium to long term, focused on strengthening sales in the fields of the automotive, electrical, and flat-screen TV markets, as well as increasing sales to overseas customers, thus exerting itself to enforce the structure of sales divisions related to the automotive and electrical markets, as well as the sales structure for overseas customers focusing on the personal computer, mobile phone, and flat-screen TV markets. Furthermore, the Group focused on the promotion of Information Technology aspects by starting the operation of a network system with which sales, development, and production divisions can share business information on global customers and the contents of business negotiations on a real-time basis. Through the expansion of the IT network, these divisions can also share and access information on the development of eco-devices aiming to improve the global environment, and on entry into the biotechnological field. In addition, the Group continuously promoted policies for developing the status of an integrated device manufacturer (IDM)^(*) having stronger competitiveness in the long term with a company-wide effort to improve the management of OKI Semiconductor Co., Ltd., which ROHM purchased on October 1, 2008 and to construct a cooperative system with the LSI division of ROHM. Furthermore, in order to respond to drastic changes in the management environment after the autumn of 2008, as all-out efforts toward business reconstruction, ROHM proceeded with restructuring production by closing ROHM Amagi Co., Ltd., which produced module products and provided technical support to affiliate companies, and with cost reduction by soliciting voluntary retirement and cutting employees' wages.

Although ROHM boldly proceeded with these countermeasures, the company was unable to beat the sluggish market. The business results of

the year ended March 31, 2009 were net sales of 317,141 million yen (a decrease of 15.1 percent from the year ended March 31 of the previous fiscal year), operating income of 10,540 million yen (a decrease of 84.4 percent from the year ended March 31 of the previous fiscal year), ordinary income of 18,545 million yen (a decrease of 70.5 percent from the year ended March 31 of the previous fiscal year). In addition, by posting impairment loss, special severance payments for early retired employees and restructuring expenses to extraordinary losses, income before income taxes and minority interests marked negative 25,520 million yen. Net income recorded 9,837 million yen (a decrease of 69.2 percent from the year ended March 31 of the previous fiscal year) as the result of reversal of the tax expense that was posted in the previous fiscal year, with introduction of the system of excluding gain from dividends of overseas subsidiaries

*1 Integrated device manufacturer (IDM)

A form of semiconductor business in which the company integrates design, manufacture, sales, and support as a whole

Overview of performance in each division

<Integrated circuits>

Net sales for the year ended March 31, 2009 were 159,925 million yen (a decrease of 1.9 percent from the year ended March 31, 2008).

In the category of LSIs, the sales of ICs for mobile phones including LED drivers and ambient light sensor ICs were robust; however, sales of LCD drivers, audio integrated LSIs for the domestic mobile phone market, analog front-end LSIs, and power management LSIs were considerably sluggish. For audio equipment, sales of motor drivers for car audio systems and sound processors showed weakness, and "Voice Generation ADPCM Decoder LSIs"^{(*)2} and DC/DC converters^{(*)3} for car AVs, which were in high demand in the first half, also suffered stagnation after the start of the new year. As for flat-screen TVs, although sales of audio-related LSIs experienced aggressive growth, sales of OverDrive processors for LCD panels decreased following the effects of inventory adjustment. Sales of timing controllers also decreased and those of power supply LSIs for panels, which were strong in the first half, deteriorated in the second half. In the game console segment, power management LSIs and motor driver LSIs marked strong sales in the first half; however, this segment entered the phase of seasonal adjustment after the turn of the year too. As for personal computers, sales of driver ICs for fan motors and driver ICs for optical disks were sluggish and in addition, sales of secondary power supplies, which were in high demand in the first half, drastically decreased in the second half. Regarding general-purpose equipment, LSIs for various power supplies, motor drivers, DC/DC converters, and EEPROMs experienced lower sales drastically.

In the area of module products, power modules for automobiles recorded brisk activity; however, sales of IrDA^{(*)4} modules decreased, and sales of AC/DC converters^{(*)5} and DC/DC converters, which were robust in the first half, became sluggish in the second half.

OKI Semiconductor Co., Ltd. received robust orders for P2ROM for amusement equipment. However, sales of LCD drivers remained weak.

ROHM continued to focus its efforts on improving its production system efficiency and also undertook to share a production line with OKI Semiconductor while introducing the process using new technology such as nonvolatile logic LSIs^{(*)6}.

*2 "Voice Generation ADPCM Decoder LSI"

An LSI for demodulating voice-compressed data in the form of ADPCM and for reproducing the sound on a speaker

*3 DC/DC converter

A circuit that converts the voltage value of the direct current

***4 AC/DC converter**

A circuit that converts the DC voltage into different voltage levels

***5 IrDA**

A standard for transmitting and receiving data using infrared rays
Widely used for laptop computers and mobile phones

***6 Nonvolatile logic LSI**

An LSI that embeds a nonvolatile logic circuit into a data storage area called the "Register" located inside the LSI that ROHM has developed

<Discrete semiconductor devices>

Net sales for the year ended March 31, 2009 were 114,233 million yen (a decrease of 26.5 percent from the year ended March 31, 2008).

In the transistor and diode category, fast recovery diodes^(*) for digital AV equipment enjoyed brisk sales. On the other hand, sales of small signals, power bipolar transistors, and switching diodes for small signals were sluggish, and in addition, robust first half sales figures of MOSFET for power equipment deteriorated after the autumn. Thus, sales considerably decreased affected by a sharp cooling of the market.

LEDs (light-emitting diodes) enjoyed increased sales with a focus on small-profile products including the world's smallest and thinnest LED, "PICOLEDTM," as well as a white LED, but sales of other LEDs were sluggish.

As for laser diodes, sales greatly decreased due to the slowdown in sales in the optical pickup market.

In the areas of production systems, production transfer to overseas plants in Thailand, the Philippines, and Tianjin, China, achieved further progress, while conversion to highly efficient production lines continued with the objective of enhancing the capability to respond to cost concerns.

***7 Fast recovery diode**

A diode that is equipped with features with faster reverse recovery than a normal diode

<Passive components>

Net sales for the year ended March 31, 2009 were 19,193 million yen (a decrease of 18.1 percent from the year ended March 31, 2008).

In resistors, ultra-small-size and ultra-low-ohmic resistance-type products recorded strong sales in the first half; however, on top of the impacts of intensifying price competition, drastic market deterioration forced severe conditions on sales.

Sales of tantalum capacitors in the first half continuously experienced a favorable increase in bottom-surface electrodes. In addition, strengthening the line-up of compact products resulted in strong sales. Nonetheless, in the second half, sales stagnated caused by overall deterioration of the market.

The production system for tantalum capacitors was strengthened at the plant in Thailand, and as a response to the price increase in raw materials, ROHM did its utmost to bring the cost down by constructing a start-to-finish production process for all elements.

<Displays>

Net sales for the year ended March 31, 2009 were 23,790 million yen (a decrease of 24.6 percent from the year ended March 31, 2008).

In the printhead category, although those related to multifunction printers were firm in sales, image sensor heads for facsimile machines saw sluggish sales, and sales of small-size thermal printheads for miniaturized printers, which were robust during the first half, also decreased in the second half.

LED displays lost sales including a decrease in sales of LED display

modules such as eight-character numeric displays. As for dot matrix-type LED display modules, sales in the first half were sluggish, although order acceptance has been rebounding since January 2009.

Regarding production systems, in accordance with the closing of ROHM Amagi Co., Ltd., which manufactured module products and supported the technologies of affiliate companies, production was integrated into the factory in Dalian, and ROHM did its utmost towards stabilization and efficiency improvement of production as well as cost reduction. The company also started practical application and sales of LED lighting, which is expected to be the next-generation lighting for energy saving that contributes to CO₂ reduction.

2. Financial Analysis

Analysis on status of assets, liabilities, net assets and cash flow

During the fiscal year ended March 31, 2009, total assets decreased by 61,787 million yen from the previous fiscal year and amounted to 809,185 million yen.

Liabilities decreased by 15,755 million yen from the previous fiscal year and amounted to 99,344 million yen.

Net assets decreased by 46,032 million yen from the previous fiscal year and amounted to 709,841 million yen.

Consequently, the shareholder's equity ratio increased from 86.7 percent of the previous fiscal year to 87.5 percent.

The cash flow status is as follows:

Cash flow from operating activities increased by 65,971 million yen (an increase of 136,191 million yen in the previous fiscal year). This is mainly attributable to the increased factor of depreciation and amortization and decrease in notes and accounts receivable, and the decreased factor of loss before income taxes and minority interests.

Cash flow from investment activities decreased by 90,407 million yen (a decrease of 33,337 million yen in the previous fiscal year). This was caused by the decreased factors of purchases of subsidiary's share accompanying revision on the extent of consolidation and the balance of acquisition and sales of tangible fixed assets, and the increased factor of the balance of acquisition and sales of securities and investment securities.

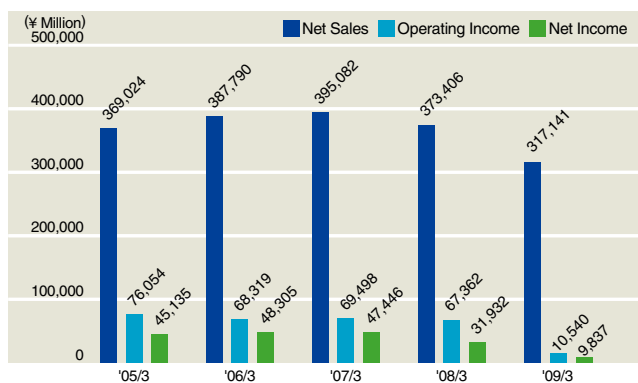
Cash flow from financial activities decreased by 27,719 million yen (a decrease of 53,118 million yen in the previous fiscal year). This results from the decreased factor of the payment of dividends.

Consequently, cash and cash equivalents decreased by 63,346 million yen. In addition, affected by 158 million yen accompanying revision on the extent of consolidation, the balance is 262,211 million yen as of March 31, 2009.

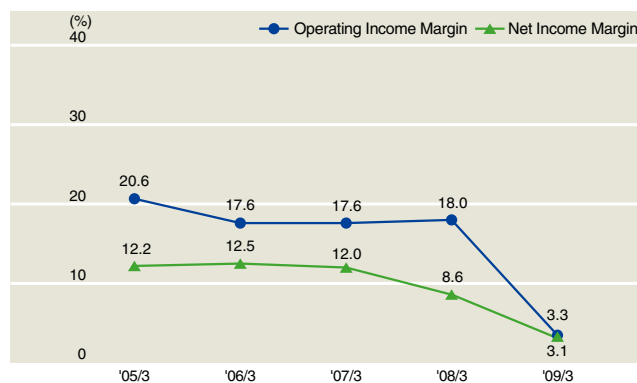
Five-Year Summary

Results of Operations

1. Results of Operations



2. Income Margin

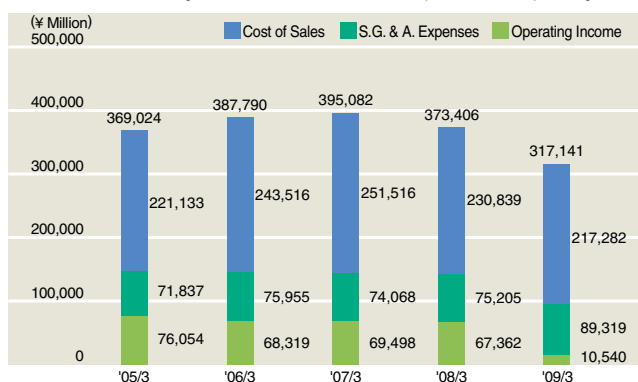


In the current period, the market for main equipment such as mobile phones, personal computers, and flat-screen TVs was subject to sudden degradation of the supply-demand relationship resulting from greatly worsened business confidence after autumn in addition to severe price-reduction, and the markets plunged into unprecedented recession. The profits were subject to the decline and extraordinary loss associated with a drop in sales and posting of loss on the revaluation of investment securities and special severance payments for early retired employees in subsidiaries, and others.

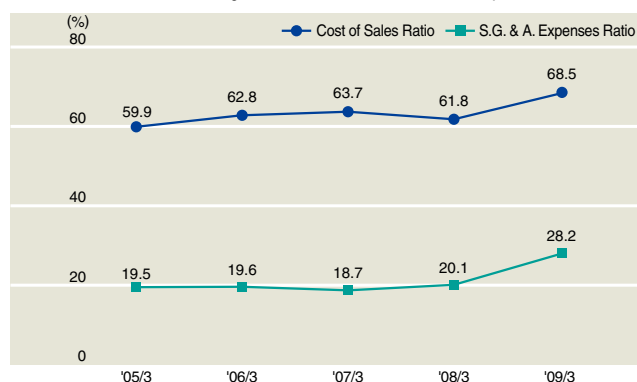
Furthermore, with respect to the OKI Semiconductor Group, which became a consolidated company as of October 1 last year, the business environment was extremely harsh, and due to the occurrence of expenses for improving the profit-earning system, severe business performance resulted.

Cost of Sales, Selling, General and Administrative Expenses, and Operating Income

1. Cost of Sales, Selling, General and Administrative Expenses, and Operating Income

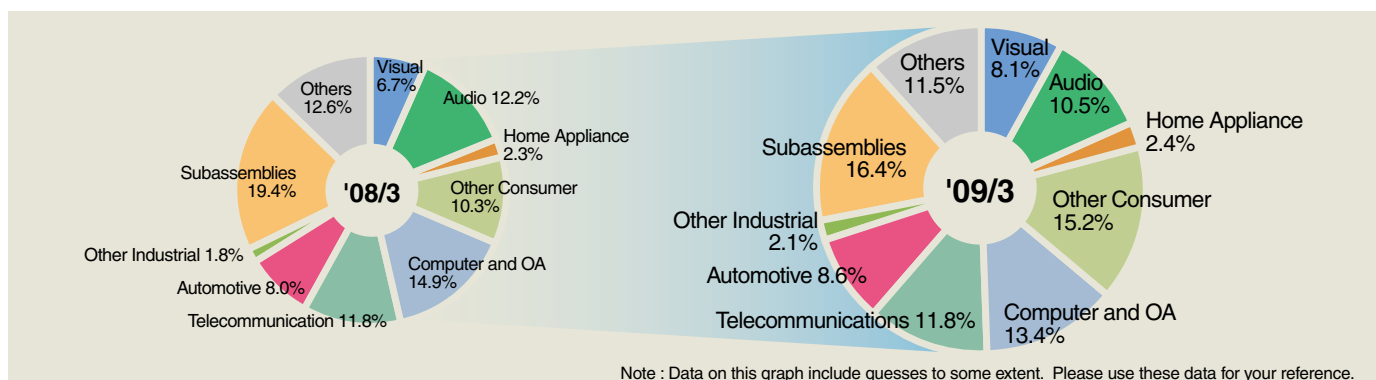


2. Cost of Sales and Selling, General and Administrative Expenses to Net Sales



The acquisition of OKI Semiconductor increased the cost to sales ratio as well as the ratio of selling, general and administrative expenses to net sales.

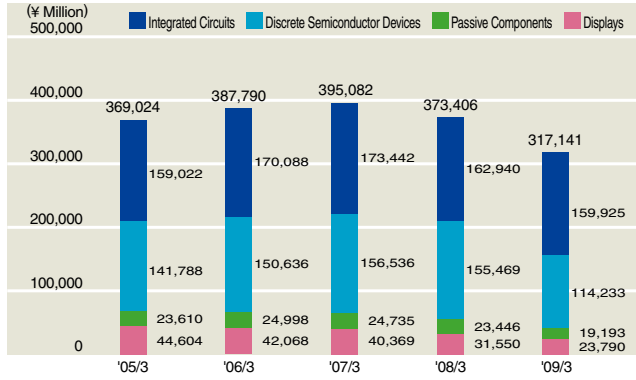
Sales by Application



Note : Data on this graph include guesses to some extent. Please use these data for your reference.

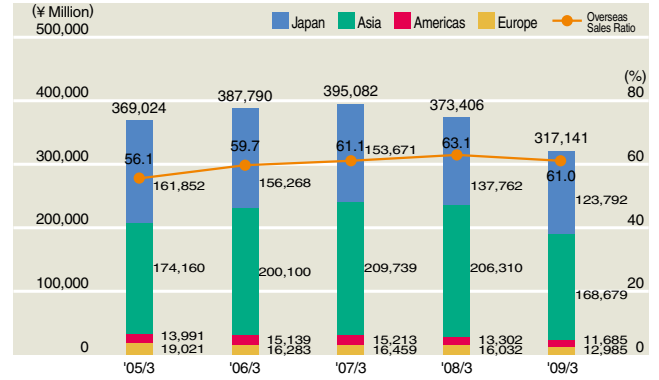
Sales

1. Sales by Product Category



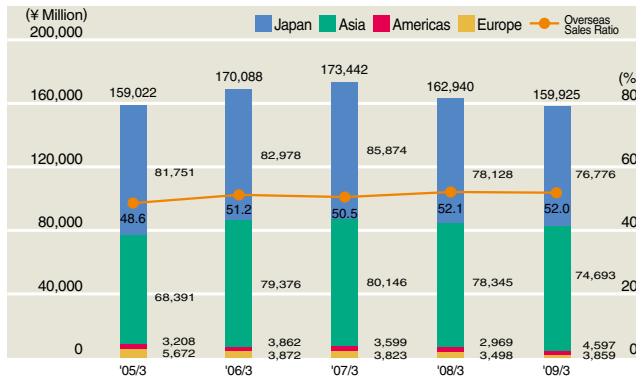
Sales were decreased in all segments, centering around mainstay items such as LSIs, transistors, diodes, and others. LEDs and TCs had a comparatively strong showing because sales of new products steadily increased.

2. Sales by Geographical Region and Overseas Production Ratio

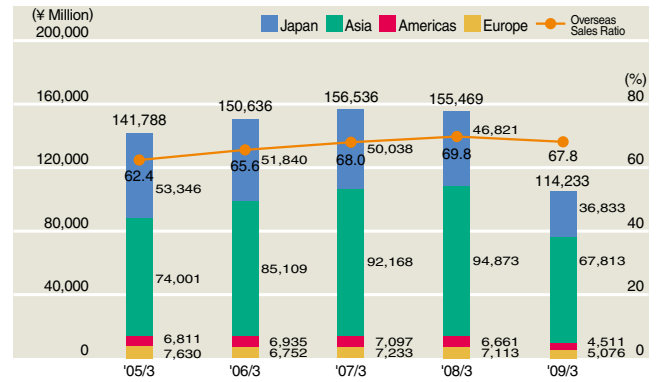


In the first half, in Japan, sales related to digital audio/visual equipment remained firm. In Asia, as the world's electronics production sites, production of digital audio/visual equipment, mobile phones, low-end personal computers, etc. remained steady but in the latter half, electronics production was subject to world consumer stagnation and the brakes were hit hard, with the economy generally hitting a rough patch.

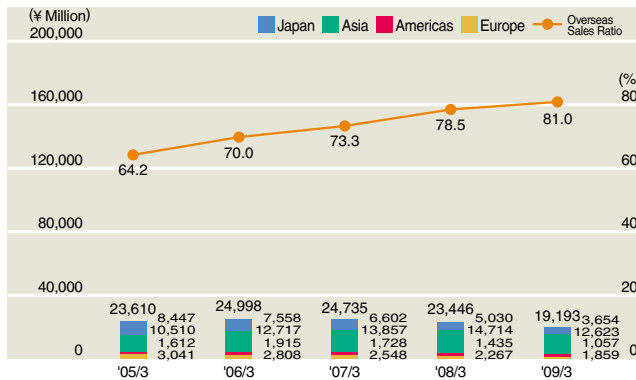
3. Integrated Circuits Sales by Geographical Region



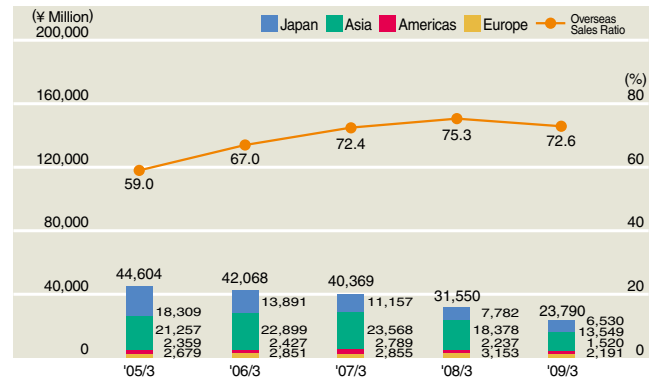
4. Discrete Semiconductor Devices Sales by Geographical Region



5. Passive Components Sales by Geographical Region



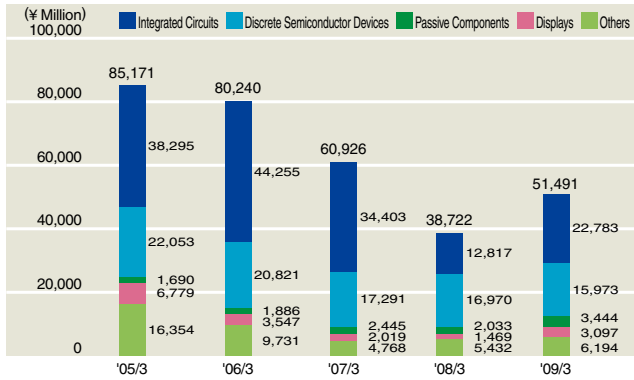
6. Displays Sales by Geographical Region



Five-Year Summary

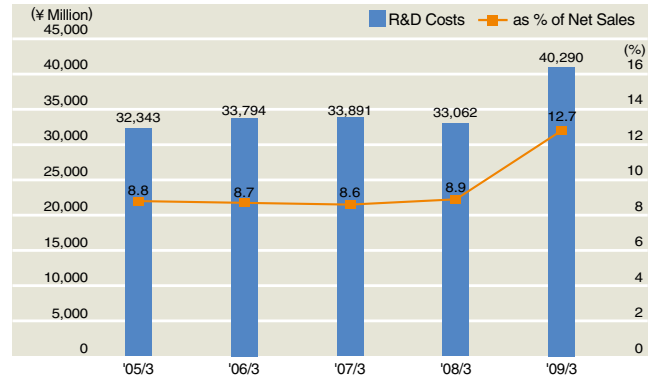
Capital Expenditures and Research and Development Costs

1. Capital Expenditures



While the market was at a low ebb, reinforcement of the production capacity was withheld, but capital investment was increased by purchasing leased and rental properties of OKI Semiconductor.

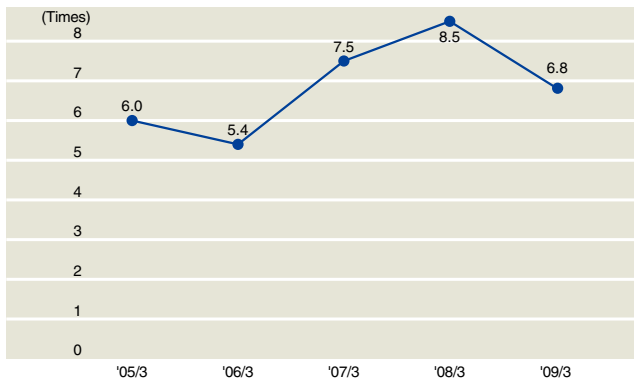
2. Research and Development Costs



Research and development expenses increased because of the acquisition of OKI Semiconductor, in addition to ROHM's efforts to positively undertake research and development for the growth of next-generation business, such as LED devices and organic ELs for the advanced lighting market and silicon carbide devices that can accommodate high voltages and still larger currents for vehicle installation.

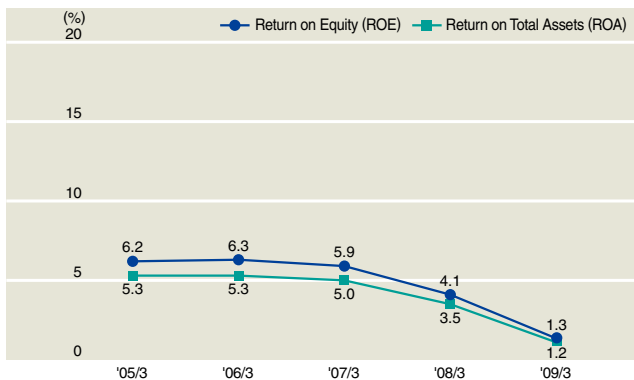
Financial Position

1. Current Ratio



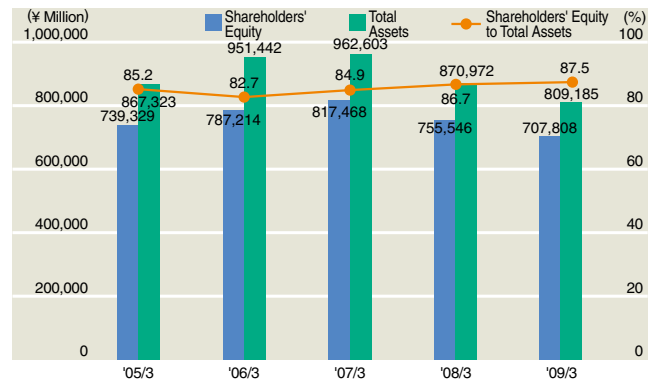
Since in addition to reduced current assets such as cash, time deposits, notes and accounts receivable, current liabilities such as deferred tax liabilities, business structure improvement reserves, etc. were increased, the current ratio became 6.8 times.

3. Return on Equity (ROE) and Return on Total Assets (ROA)



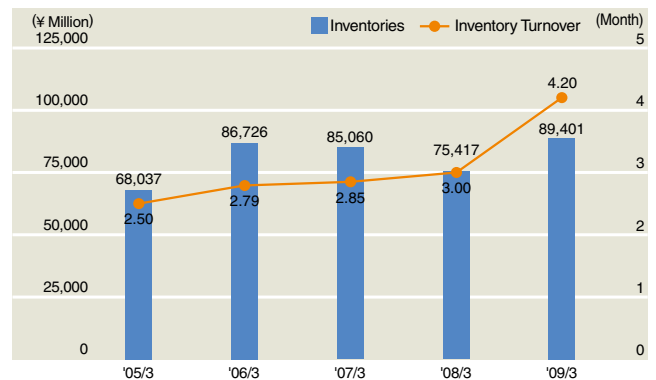
Because the current net income decreased, both the return on equity (ROE) and return on asset (ROA) were deteriorated.

2. Equity Capital and Total Assets



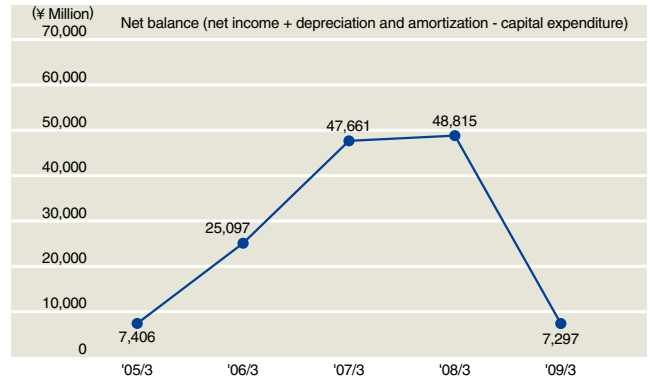
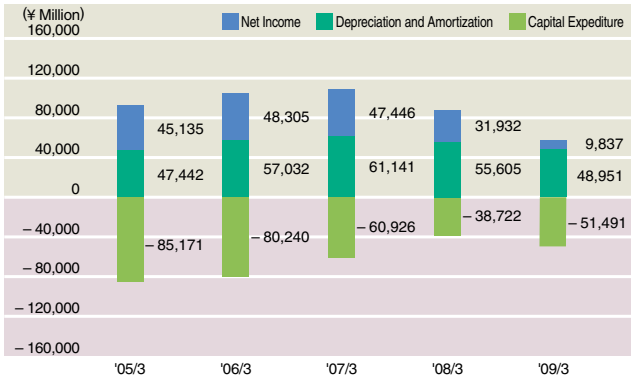
Due to variations of payment of the dividends and foreign exchange adjustment account, the shareholders' equity was decreased, but the liabilities were decreased because of a decrease in deferred tax liabilities, and the shareholder's equity ratio increased.

4. Inventories and Inventory Turnover



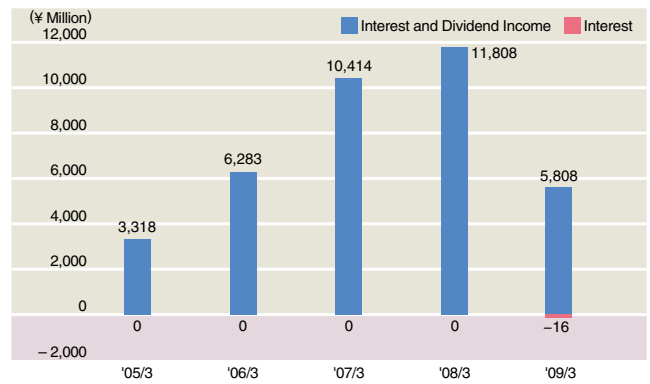
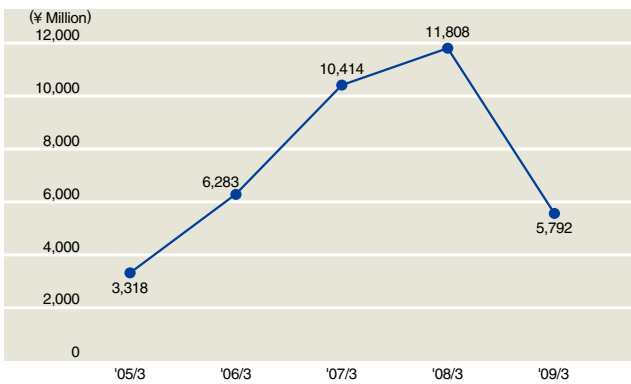
Because inventories of OKI Semiconductor increased and at the same time sales of the fourth quarter hovered at a low level, the month's sales in inventory rose.

Net income, Depreciation, and Capital Expenditure



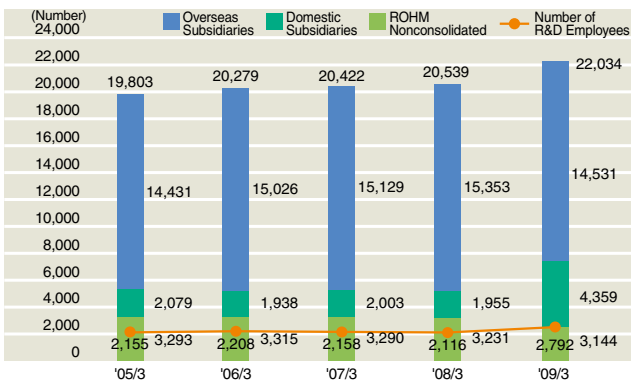
Current net income and depreciation were decreased but conversely, the capital expenditure increased, and the net amount decreased.

Net Financial Revenue



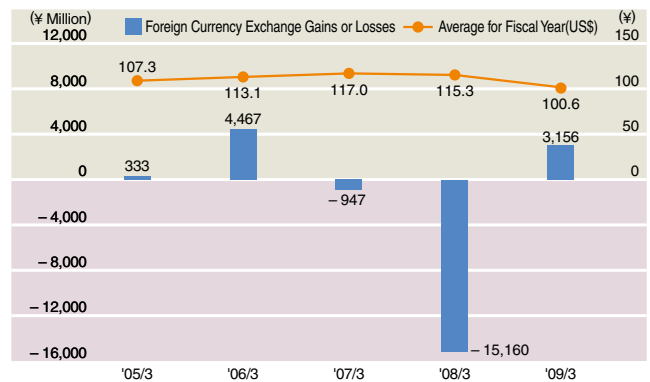
ROHM carries out fund management with the highest priority given to safety. In the current period, lowered investment yield and decreased resources used resulted in reduced interests received.

Number of Employees



Because the OKI Semiconductor Group became a consolidated subsidiary, the number of employees increased but in order to take action against drastic changes in the management environment after autumn, voluntary retirement was solicited in all ROHM Group companies and reorganization of affiliated companies was carried forward.

Exchange Rate and Foreign Currency Exchange Gains or Losses

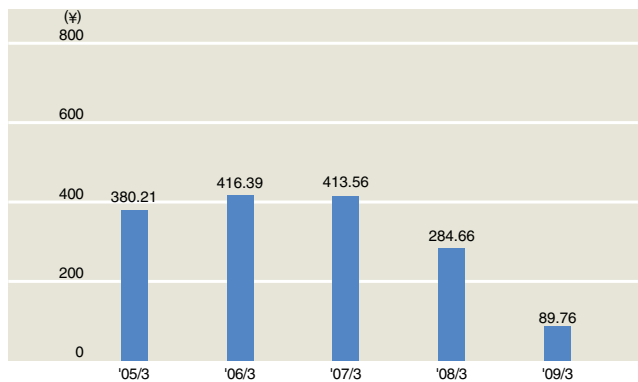


The average exchange rate during the period resulted in the appreciation of the yen but in the latter half of the period, the yen tended to weaken, and an exchange gain resulted.

Five-Year Summary

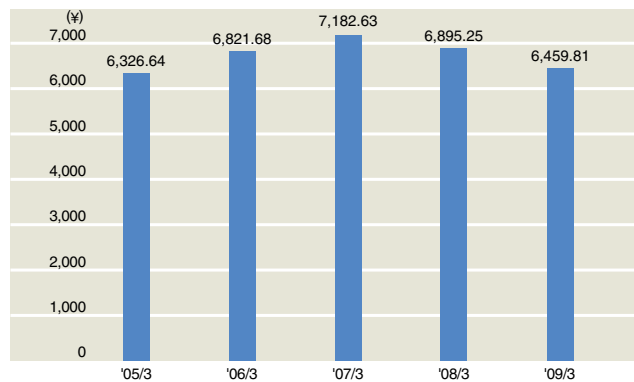
Share-related Information

1. Net Income per Share



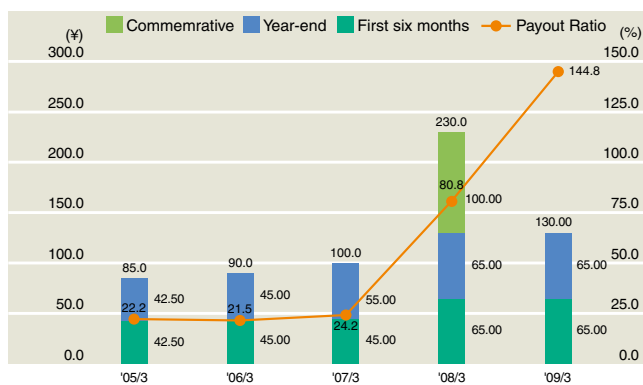
Since net income decreased, the net income per share in the current period decreased by 194.9 yen to 89.76 yen.

2. Net Assets per Share



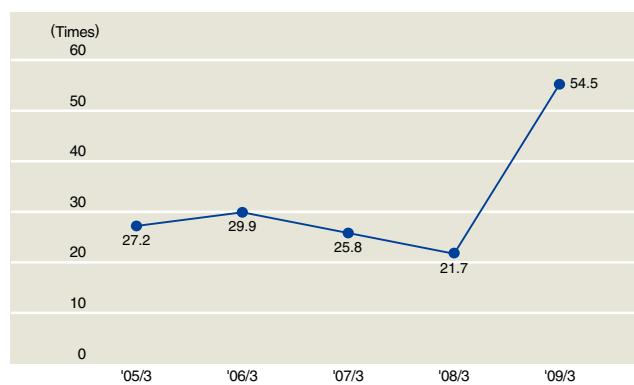
Since net assets decreased due to dividend payment and the influence of exchange rate fluctuations, the net assets per share decreased.

3. Cash Dividends per Share and Payout Ratio

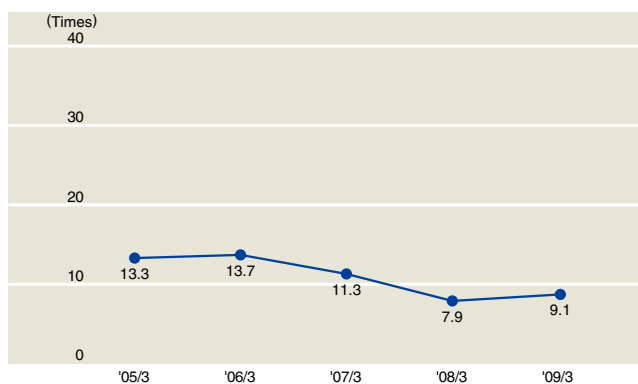


With achievements and financial requirements in the future taken into account, ROHM has declared an annual dividend of 130 yen per share.

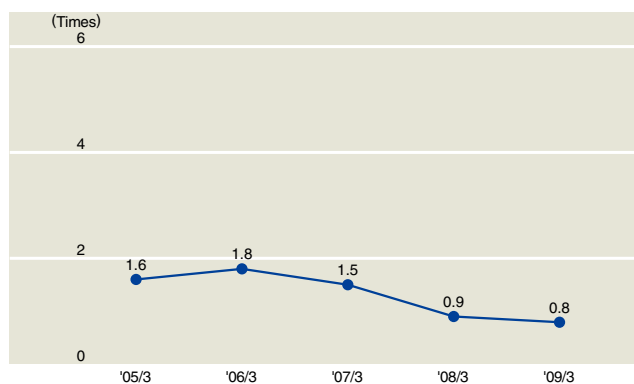
4. Price-earnings Ratio (PER)



5. Price Cash Flow Ratio (PCFR)

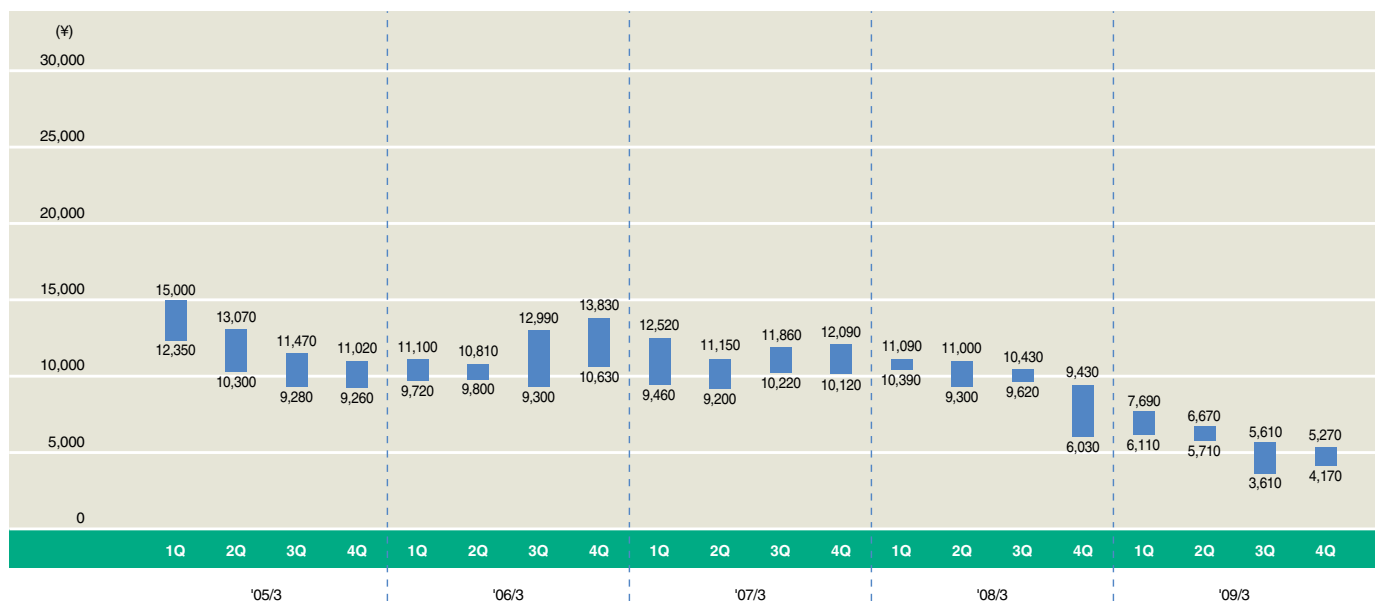


6. Price Book-value Ratio (PBR)



Stock Data

Stock Prices; Quarterly Highs and Lows in Each Year (Osaka Securities Exchange)



(Note) Stock price is stipulated on a closing price basis.

Stock Information (as of March 31, 2009)

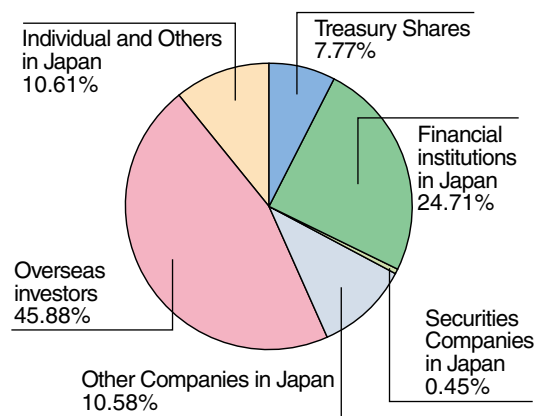
- Authorized Common Stock 300,000,000
- Issued Common Stock 118,801,388
- Number of Shareholders 28,213

• Major Shareholders

Name	Number of Shares Held (in thousands)	Percentage (%)
Rohm Music Foundation	8,000	6.73
Japan Trustee Service Bank, Ltd. (trust account)	7,549	6.36
Japan Trustee Service Bank, Ltd. (trust account 4G)	6,135	5.16
The Master Trust Bank of Japan, Ltd. (trust account)	6,034	5.08
Northern Trust Co. (AVFC) Sub A/C American Clients	4,182	3.52
State Street Bank & Trust Company	3,290	2.77
Bank of Kyoto, Ltd.	2,606	2.19
Ken Sato	2,405	2.02
State Street Bank & Trust Company	2,234	1.88
State Street Bank & Trust Company	2,183	1.84

- (Note) 1. Treasury stock (9,230,546) is excluded from the above list.
 2. Percentage indicates ratio to issued common stock (118,801,388).
 3. The percentages are rounded off the second decimal place.

• Shareholder Mix



Notes (Computation)

- **Price-earnings ratio (PER)** = stock price (year-end closing price at Osaka Securities Exchange) / net income per share
- **Price cash flow ratio (PCFR)** = stock price (year-end closing price at Osaka Securities Exchange) / cash flow per share*
 *Cash flow per share = (net income + depreciation and amortization) / the average number of shares of common stock
- **Price book-value ratio (PBR)** = stock price (year-end closing price at Osaka Securities Exchange) / net assets per share
- **Inventory turnover period** = {(inventories at the beginning of the year + inventories at the end of the year) / 2} / monthly average sales for the most recent three months
- **Payout ratio** = cash dividends per share / net income per share

The computation of net income per share and cash flow per share is based on the average number of shares of common stock outstanding during each year.

The average number of shares of common stock used in the computation for the fiscal year 2009, 2008, 2007, 2006, and 2005 was 109,577 thousand, 112,168 thousand, 114,720 thousand, 115,768 thousand, 118,562 thousand, respectively.

Eleven-Year Summary

ROHM CO., LTD. and Consolidated Subsidiaries
Years ended March 31

	1999	2000	2001	2002
For the Year:				
Net sales	¥ 328,631	¥ 360,080	¥ 409,335	¥ 321,265
Cost of sales	185,175	179,380	215,366	198,631
Selling, general and administrative expenses	53,365	58,358	56,226	56,176
Operating income	90,091	122,342	137,743	66,458
Income (loss) before income taxes and minority interests	93,340	114,902	147,059	68,129
Income taxes	39,706	46,469	60,581	28,829
Net income	52,235	66,727	86,165	39,274
Capital expenditures	49,202	57,997	125,020	43,326
Depreciation and amortization	41,242	38,759	53,082	52,377

Per Share Information (in yen and U.S. dollars):

Basic net income	¥ 443.14	¥ 562.97	¥ 722.68	¥ 328.24
Diluted net income	441.15	561.63	721.47	327.89
Cash dividends applicable to the year	19.00	19.00	19.00	19.00

At Year-End:

Current assets	¥ 341,076	¥ 407,524	¥ 449,684	¥ 445,094
Current liabilities	80,140	98,477	136,765	58,579
Long-term debt	1,172	678	579	
Equity	452,961	509,718	591,409	639,210
Total assets	550,432	648,336	764,495	740,627
Number of employees	12,675	13,659	15,316	15,174

- Notes:
1. U.S. dollar amounts are provided solely for convenience at the rate of ¥98 to US\$1, the approximate exchange rate at March 31, 2009.
 2. Certain reclassifications of previously reported amounts have been made to conform with current classifications.
 3. Effective April 1, 1999, ROHM CO., LTD and its domestic subsidiaries changed their accounting method or adopted a new accounting standard as follows:
 - (1) changed their accounting method for employees' retirement plans. The annual provision for retirement benefits was calculated to state the liability for retirement benefits at the amount of the expected benefits at the retirement date, less the fair value of the plan assets. The cumulative effect of this change, amounting to ¥5,076 million, was charged to income and "Income before income taxes and minority interests" was decreased by ¥2,277 million for the year ended March 31, 2000.
 - (2) adopted a new accounting standard for research and development cost. The cumulative effect of this adoption, amounting to ¥2,146 million, was charged to income and "Operating Income" and "Income before income taxes and minority interests" were decreased by ¥2,193 million and ¥4,339 million, respectively for the year ended March 31, 2000.
 - (3) changed their accounting method for interperiod allocation of income taxes in accordance with new accounting standards which are based on the asset and liability method. The cumulative effect of the change on interperiod tax allocation in prior years in the amount of ¥8,136 million is included as an adjustment to retained earnings as of April 1, 1999. The effect of this change was to decrease "Net Income" by ¥3,021 million for the year ended March 31, 2000.
 4. Diluted net income per share for 2009, 2008, 2007, 2006, 2005 and 2004 is not disclosed because there is no outstanding potentially dilutive securities.
 5. Effective April 1, 2008, ROHM CO., LTD and its consolidated subsidiaries applied new accounting standards as follows:
 - (1) applied a new accounting standard for measurement of inventories. The effect of this change was to decrease "Operating Income" by ¥3,184 million and to increase "Loss before income taxes and minority interests" by ¥3,184 million for the year ended March 31, 2009.
 - (2) applied a new accounting standard for lease transactions. The effect of this change to the consolidated financial statements was immaterial for the year ended March 31, 2009.
 - (3) applied a new accounting standard for unification of accounting policies applied to foreign subsidiaries for the consolidated financial statements. The effect of this change to the consolidated financial statements was immaterial for the year ended March 31, 2009.

Millions of yen							Thousands of U.S. dollars
2003	2004	2005	2006	2007	2008	2009	2009
¥ 350,281	¥ 355,630	¥ 369,024	¥ 387,790	¥ 395,082	¥ 373,406	¥ 317,141	\$ 3,236,133
185,795	194,857	221,133	243,516	251,516	230,839	217,282	2,217,164
68,363	66,266	71,837	75,955	74,068	75,205	89,319	911,418
96,123	94,507	76,054	68,319	69,498	67,362	10,540	107,551
90,476	101,070	70,842	73,858	77,874	57,967	(25,520)	(260,408)
37,479	37,268	25,667	25,490	30,400	26,007	(33,775)	(344,643)
53,003	63,717	45,135	48,305	47,446	31,932	9,837	100,378
40,548	51,958	85,171	80,240	60,926	38,722	51,491	525,418
52,424	45,869	47,442	57,032	61,141	55,605	48,951	499,500
¥ 445.51	¥ 535.62	¥ 380.21	¥ 416.39	¥ 413.56	¥ 284.66	¥ 89.76	\$ 0.92
445.30							
22.00	55.00	85.00	90.00	100.00	230.00	130.00	1.33
¥ 519,996	¥ 530,121	¥ 512,990	¥ 568,112	¥ 602,705	¥ 535,898	¥ 464,187	\$ 4,736,602
83,681	88,321	85,964	105,779	80,383	62,775	68,325	697,194
676,577	715,938	739,329	787,214	817,818	755,873	709,841	7,243,276
805,693	846,800	867,323	951,442	962,603	870,972	809,185	8,256,990
16,841	18,591	19,803	20,279	20,422	20,539	22,034	

Consolidated Balance Sheets

ROHM CO., LTD. and Consolidated Subsidiaries
March 31, 2009 and 2008

ASSETS	Millions of yen		Thousands of U.S. dollars (Note 1)
	2009	2008	2009
Current Assets:			
Cash and cash equivalents	¥ 262,211	¥ 325,715	\$ 2,675,622
Marketable securities (Note 4)	18,894	19,178	192,796
Short-term investments (Note 5)	10,150	16,465	103,571
Notes and accounts receivable:			
Trade	63,992	79,656	652,980
Other	1,833	1,532	18,704
Allowance for doubtful notes and accounts	(498)	(474)	(5,082)
Inventories (Note 6)	89,401	75,417	912,255
Deferred tax assets (Note 13)	7,987	9,963	81,500
Prepaid pension cost (Note 8)	3,409	4,440	34,786
Refundable income taxes	2,434	394	24,837
Prepaid expenses and other	4,374	3,612	44,633
Total current assets	<u>464,187</u>	<u>535,898</u>	<u>4,736,602</u>
Property, Plant and Equipment :			
Land (Note 7)	84,392	62,351	861,143
Buildings and structures (Notes 7 and 15)	210,215	193,271	2,145,051
Machinery and equipment (Notes 7 and 15)	463,467	447,519	4,729,255
Furniture and fixtures (Notes 7 and 15)	43,593	39,018	444,827
Construction in progress (Note 7)	16,412	16,947	167,469
Total	818,079	759,106	8,347,745
Accumulated depreciation	(535,840)	(514,097)	(5,467,755)
Net property, plant and equipment	<u>282,239</u>	<u>245,009</u>	<u>2,879,990</u>
Investments and Other Assets:			
Investment securities (Note 4)	28,113	74,231	286,868
Investments in unconsolidated subsidiaries and associated companies	1,764	1,986	18,000
Goodwill (Note 3)	19,406		198,020
Deferred tax assets (Note 13)	4,092	3,596	41,755
Other	9,384	10,252	95,755
Total investments and other assets	<u>62,759</u>	<u>90,065</u>	<u>640,398</u>
Total	<u>¥ 809,185</u>	<u>¥ 870,972</u>	<u>\$ 8,256,990</u>

See notes to consolidated financial statements.

LIABILITIES AND EQUITY

	Millions of yen		Thousands of U.S. dollars (Note 1)
	2009	2008	2009
Current Liabilities:			
Notes and accounts payable:			
Trade	¥ 15,723	¥ 17,678	\$ 160,439
Construction and other	28,201	25,839	287,765
Accrued income taxes	1,018	6,154	10,388
Deferred tax liabilities (Note 13)	3,704	780	37,796
Provision for business structure improvement	6,011		61,337
Accrued expenses and other	13,668	12,324	139,469
Total current liabilities	<u>68,325</u>	<u>62,775</u>	<u>697,194</u>
Long-term Liabilities:			
Liability for retirement benefits (Notes 2 . (i) and 8)	12,216	838	124,653
Deferred tax liabilities (Note 13)	14,833	49,828	151,357
Other	3,970	1,658	40,510
Total long-term liabilities	<u>31,019</u>	<u>52,324</u>	<u>316,520</u>
Commitments and Contingent Liabilities (Notes 14, 15 and 16)			
Equity (Notes 9 and 17):			
Common stock - authorized, 300,000,000 shares; issued, 118,801,388 shares	86,969	86,969	887,439
Capital surplus	102,404	102,404	1,044,939
Retained earnings	679,996	695,118	6,938,735
Net unrealized gain on available-for-sale securities (Note 4)	168	1,902	1,714
Foreign currency translation adjustments	(69,756)	(38,893)	(711,796)
Treasury stock-at cost 9,230,546 shares in 2009 and 9,226,835 shares in 2008.	(91,973)	(91,954)	(938,500)
Total	707,808	755,546	7,222,531
Minority interests	2,033	327	20,745
Total equity	<u>709,841</u>	<u>755,873</u>	<u>7,243,276</u>
Total	<u>¥ 809,185</u>	<u>¥ 870,972</u>	<u>\$ 8,256,990</u>

Consolidated Statements of Income

ROHM CO., LTD. and Consolidated Subsidiaries
Years ended March 31, 2009, 2008 and 2007

	Millions of yen			Thousands of U.S. dollars (Note 1)
	2009	2008	2007	2009
Net Sales	¥ 317,141	¥ 373,406	¥ 395,082	\$ 3,236,133
Operating Cost and Expenses :				
Cost of sales	217,282	230,839	251,516	2,217,164
Selling, general and administrative expenses (Notes 10 and 11) ..	89,319	75,205	74,068	911,418
Total operating cost and expenses	306,601	306,044	325,584	3,128,582
Operating Income	10,540	67,362	69,498	107,551
Other Income (Expenses):				
Interest and dividend income	5,808	11,808	10,414	59,265
Foreign currency exchange gains (losses) - net	3,156	(15,159)	(947)	32,204
Gain on sale of property, plant and equipment	139	123	2,150	1,418
Loss on sale and disposal of property, plant and equipment	(1,212)	(2,037)	(1,951)	(12,367)
Loss on impairment of long-lived assets (Note 7)	(11,908)	(1,593)		(121,510)
Loss on valuation of investment securities	(6,789)	(2,997)	(32)	(69,276)
Special retirement expenses	(15,001)			(153,071)
Business structure improvement expenses (Note 12)	(9,495)			(96,888)
Other - net	(758)	460	(1,258)	(7,734)
Total other income (expenses) - net	(36,060)	(9,395)	8,376	(367,959)
Income (Loss) before Income Taxes and Minority Interests	(25,520)	57,967	77,874	(260,408)
Income Taxes (Note 13):				
Current	6,156	18,406	17,902	62,816
Deferred	(39,931)	7,601	12,498	(407,459)
Total income taxes	(33,775)	26,007	30,400	(344,643)
Minority Interests in Net Loss (Income)	1,582	(28)	(28)	16,143
Net Income	¥ 9,837	¥ 31,932	¥ 47,446	\$ 100,378
Per Share Information (Note . 2 (s)):		Yen		U.S. dollars
Basic net income	¥ 89.76	¥ 284.66	¥ 413.56	\$ 0.92
Cash dividends applicable to the year	130.00	230.00	100.00	1.33

See notes to consolidated financial statements.

Consolidated Statements of Changes in Equity

ROHM CO., LTD. and Consolidated Subsidiaries
Years ended March 31, 2009, 2008 and 2007

	Number of shares of common stock outstanding	Millions of yen								
		Common stock	Capital surplus	Retained earnings	Net unrealized gain on available- for-sale securities	Foreign currency translation adjustments	Treasury stock	Total	Minority interests	Total equity
Balance at April 1, 2006	115,384,269	¥ 86,969	¥ 102,404	¥ 639,761	¥ 6,525	¥ (13,075)	¥ (35,370)	¥ 787,214		¥ 787,214
Reclassification as of March 31, 2006 (Note 2.(k))									¥ 304	304
Net income				47,446				47,446		47,446
Reserve for employees' welfare fund				(26)				(26)		(26)
Cash dividends, ¥90.00 per share				(10,335)				(10,335)		(10,335)
Bonuses to directors				(96)				(96)		(96)
Purchase of treasury stock	(1,572,770)						(17,031)	(17,031)		(17,031)
Net change in the year					(2,910)	13,206		10,296	46	10,342
Balance at March 31, 2007	113,811,499	86,969	102,404	676,750	3,615	131	(52,401)	817,468	350	817,818
Net income				31,932				31,932		31,932
Cash dividends, ¥120.00 per share				(13,564)				(13,564)		(13,564)
Purchase of treasury stock	(4,236,946)						(39,553)	(39,553)		(39,553)
Net change in the year					(1,713)	(39,024)		(40,737)	(23)	(40,760)
Balance at March 31, 2008	109,574,553	86,969	102,404	695,118	1,902	(38,893)	(91,954)	755,546	327	755,873
Adjustment of retained earnings due to an adoption of PITF No.18 (Note 2.(b))				319				319		319
Net income				9,837				9,837		9,837
Cash dividends, ¥230.00 per share				(25,202)				(25,202)		(25,202)
Purchase of treasury stock	(3,711)						(19)	(19)		(19)
Other				(76)				(76)		(76)
Net change in the year					(1,734)	(30,863)		(32,597)	1,706	(30,891)
Balance at March 31, 2009	<u>109,570,842</u>	<u>¥ 86,969</u>	<u>¥ 102,404</u>	<u>¥ 679,996</u>	<u>¥ 168</u>	<u>¥ (69,756)</u>	<u>¥ (91,973)</u>	<u>¥ 707,808</u>	<u>¥ 2,033</u>	<u>¥ 709,841</u>

	Thousands of U.S. dollars (Note 1)								
	Common stock	Capital surplus	Retained earnings	Net unrealized gain on available- for-sale securities	Foreign currency translation adjustments	Treasury stock	Total	Minority interests	Total equity
Balance at March 31, 2008	\$ 887,439	\$ 1,044,939	\$ 7,093,041	\$ 19,408	\$ (396,867)	\$ (938,306)	\$ 7,709,654	\$ 3,337	\$ 7,712,991
Adjustment of retained earnings due to an adoption of PITF No.18 (Note 2.(b))			3,255				3,255		3,255
Net income			100,378				100,378		100,378
Cash dividends, \$2.35 per share			(257,163)				(257,163)		(257,163)
Purchase of treasury stock						(194)	(194)		(194)
Other			(776)				(776)		(776)
Net change in the year				(17,694)	(314,929)		(332,623)	17,408	(315,215)
Balance at March 31, 2009	<u>\$ 887,439</u>	<u>\$ 1,044,939</u>	<u>\$ 6,938,735</u>	<u>\$ 1,714</u>	<u>\$ (711,796)</u>	<u>\$ (938,500)</u>	<u>\$ 7,222,531</u>	<u>\$ 20,745</u>	<u>\$ 7,243,276</u>

See notes to consolidated financial statements.

Consolidated Statements of Cash Flows

ROHM CO., LTD. and Consolidated Subsidiaries
Years ended March 31, 2009, 2008 and 2007

	Millions of yen			Thousands of U.S. dollars (Note 1)
	2009	2008	2007	2009
Operating Activities:				
Income (loss) before income taxes and minority interests	¥ (25,520)	¥ 57,967	¥ 77,874	\$ (260,408)
Adjustments for:				
Income taxes - paid	(13,331)	(19,374)	(26,104)	(136,031)
Depreciation and amortization	48,951	55,605	61,141	499,500
Amortization of goodwill	2,156			22,000
Foreign currency exchange losses (gains) - net	1,161	12,086	(1,967)	11,847
Increase (decrease) in provision for retirement benefits	(4,195)	8	(76)	(42,806)
Decrease (increase) in prepaid pension costs	1,154	(38)	(522)	11,776
Loss on impairment of long-lived assets	11,908	1,593		121,510
Increase (decrease) in provision for business structure improvement	6,011			61,337
Loss on valuation of investment securities	6,789	2,997	32	69,276
Changes in assets and liabilities:				
Decrease (increase) in notes and accounts receivables - trade	37,349	18,133	562	381,112
Decrease (increase) in inventories	9,095	3,865	4,725	92,806
Increase (decrease) in notes and accounts payables - trade	(15,288)	(5,506)	(5,237)	(156,000)
Other - net	(269)	8,855	(6,499)	(2,746)
Total adjustment	91,491	78,224	26,055	933,581
Net cash provided by operating activities	65,971	136,191	103,929	673,173
Investing Activities:				
Decrease (increase) in time deposits - net	8,444	2,708	8,386	86,163
Purchases of marketable and investment securities	(4,782)	(48,756)	(40,170)	(48,796)
Proceeds from sales and redemption of marketable and investment securities	41,560	65,455	40,055	424,082
Purchases of property, plant and equipment	(53,852)	(51,076)	(68,986)	(549,510)
Proceeds from sale of property, plant and equipment	202	253	11,290	2,061
Acquisition of shares of newly consolidated subsidiaries, net of cash and cash equivalents acquired	(81,460)			(831,224)
Other - net	(519)	(1,921)	(717)	(5,296)
Net cash used in investing activities	(90,407)	(33,337)	(50,142)	(922,520)
Financing Activities:				
Purchase of treasury stock	(20)	(39,553)	(17,031)	(204)
Dividends paid	(25,202)	(13,564)	(10,335)	(257,163)
Repayments of short-term bank loans	(2,381)			(24,296)
Other - net	(116)	(1)	(1)	(1,184)
Net cash used in financing activities	(27,719)	(53,118)	(27,367)	(282,847)
Foreign Currency Translation Adjustments on Cash and Cash Equivalents				
	(11,191)	(36,199)	5,293	(114,194)
Net Increase (Decrease) in Cash and Cash Equivalents	(63,346)	13,537	31,713	(646,388)
Cash and Cash Equivalents at Beginning of Year	325,715	312,178	280,465	3,323,622
Increase (Decrease) in Cash and Cash Equivalents Resulting from Change of Scope of Consolidation	(158)			(1,612)
Cash and Cash Equivalents at End of Year	¥ 262,211	¥ 325,715	¥ 312,178	\$ 2,675,622

(Additional information)

ROHM Co., Ltd. acquired the stock of OKI Semiconductor Co., Ltd. as of October 1, 2008. As a result, OKI Semiconductor Co., Ltd. and its 15 subsidiaries became consolidated subsidiaries of ROHM Co., Ltd. (Note 3)

A reconciliation between assets and liabilities of the newly consolidated subsidiaries at the date of acquisition, cash paid for the capital and payment for acquisition of shares of newly consolidated subsidiaries, net of cash and cash equivalents acquired, were as follows:

	Millions of yen	Thousands of U.S. dollars
	2009	2009
Assets	¥119,383	\$1,218,194
Goodwill	21,563	220,031
Liabilities	(50,684)	(517,184)
Minority interests	(3,435)	(35,051)
Cash paid for the capital	86,827	885,990
Cash and cash equivalents of consolidated subsidiaries	(5,367)	(54,766)
Payment for acquisition of shares of newly consolidated subsidiaries, net of cash and cash equivalents acquired	¥81,460	\$831,224

Notes to Consolidated Financial Statements

ROHM CO., LTD. and Consolidated Subsidiaries

1. Basis of Presenting Consolidated Financial Statements

The accompanying consolidated financial statements have been prepared in accordance with the provisions set forth in the Japanese Financial Instrument and Exchange Act (formerly, the Japanese Securities and Exchange Law) and its related accounting regulations, and in conformity with accounting principles generally accepted in Japan (“Japanese GAAP”), which are different in certain respects as to application and disclosure requirements of International Financial Reporting Standards.

In preparing these consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan.

Certain reclassifications of previously reported amounts have been made to conform with current classifications.

The consolidated financial statements are stated in Japanese yen, the currency of the country in which ROHM CO., LTD. (the “Company”) is incorporated and operates. The translations of Japanese yen amounts into U.S. dollar amounts are included solely for the convenience of readers outside Japan and have been made at the rate of ¥98 to \$1, the approximate rate of exchange at March 31, 2009. Such translations should not be construed as representations that the Japanese yen amounts could be converted into U.S. dollars at that or any other rate.

2. Summary of Significant Accounting Policies

(a) Consolidation

The consolidated financial statements as of March 31, 2009 include the accounts of the Company and its 53 significant (40 in 2008) subsidiaries (together, the “Group”).

Under the control or influence concept, those companies in which the Company, directly or indirectly, is able to exercise control over operations are fully consolidated, and those companies over which the Group has the ability to exercise significant influence are accounted for by the equity method.

Investment in one (five in 2008) associated company is accounted for by the equity method.

Investments in the remaining unconsolidated subsidiaries and associated companies are stated at cost. If the equity method of accounting had been applied to the investments in these companies, the effect on the accompanying consolidated financial statements would not be material.

The significant difference between the equity in net assets acquired at the respective dates of acquisition and the cost of the Company’s investments in subsidiaries and associated companies, is being amortized over a period of five years.

All significant intercompany balances and transactions have been eliminated in consolidation.

All material unrealized profit included in assets resulting from transactions within the Group is eliminated.

The fiscal year end date of eight (seven in 2008) consolidated subsidiaries, including ROHM SEMICONDUCTOR CHINA CO., LTD., is December 31 and is different from the consolidated balance sheet date, March 31. The financial statements of these subsidiaries as of the provisional closing date of March 31 were used for consolidation purposes.

(b) Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements

In May 2006, the Accounting Standards Board of Japan (“ASBJ”) issued ASBJ Practical Issues Task Force (“PITF”) No.18, “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements”. PITF No.18 prescribes: (1) the accounting policies and procedures applied to a parent company and its subsidiaries for similar transactions and events under similar circumstances should in principle be unified for the preparation of the consolidated financial statements, (2) financial statements prepared by foreign subsidiaries in accordance with either International Financial Reporting Standards or the generally accepted accounting principles in the United States of America tentatively may be used for the consolidation process, (3) however, the following items should be adjusted in the consolidation process so that net income is accounted for in accordance with Japanese GAAP unless they are not material: 1) amortization of goodwill; 2) scheduled amortization of actuarial gain or loss of pensions that has been directly recorded in the equity; 3) expensing capitalized development costs of R&D; 4) cancellation of the fair value model accounting for property, plant, and equipment and investment properties and incorporation of the cost model accounting; 5) recording the prior years’ effects of changes in accounting policies in the income statement where retrospective adjustments to financial statements have been incorporated; and 6) exclusion of minority interests from net income, if contained. PITF No.18 was effective for fiscal years beginning on or after April 1, 2008 with early adoption permitted.

The Company applied this accounting standard effective April 1, 2008. The effect of this change to the consolidated financial statements was immaterial for the year ended March 31, 2009.

In addition, the Company adjusted the beginning balance of retained earnings at April 1, 2008 as if this accounting standard had been retrospectively applied.

Notes to Consolidated Financial Statements

ROHM CO., LTD. and Consolidated Subsidiaries

(c) Business combination

In October 2003, the Business Accounting Council issued a Statement of Opinion, "Accounting for Business Combinations", and in December 2005 the ASBJ issued ASBJ Statement No.7, "Accounting Standard for Business Divestitures" and ASBJ Guidance No.10, "Guidance for Accounting Standard for Business Combinations and Business Divestitures". The accounting standard for business combinations allows companies to apply the pooling of interests method of accounting only when certain specific criteria are met such that the business combination is essentially regarded as a uniting-of-interests. For business combinations that do not meet the uniting-of-interests criteria, the business combination is considered to be an acquisition and the purchase method of accounting is required. This standard also prescribes the accounting for combinations of entities under common control and for joint ventures.

The Company acquired 95% of the shares of OKI Semiconductor Co., Ltd. on October 1, 2008 and accounted for it by the purchase method of accounting. The related goodwill is systematically amortized over five years.

(d) Cash equivalents

Cash equivalents are short-term investments that are readily convertible into cash and that are exposed to insignificant risk of changes in value.

Cash equivalents include time deposits and certificates of deposit, all of which mature or become due within three months of the date of acquisition.

(e) Marketable and investment securities

Marketable and investment securities are classified and accounted for, depending on management's intent.

Available-for-sale securities, which are not classified as either trading securities or held-to-maturity debt securities, are reported at fair value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of equity.

The Group classified all marketable and investment securities as available-for-sale securities.

Non-marketable available-for-sale securities are stated at cost principally determined by the moving-average method.

For other than temporary declines in fair value, investment securities are reduced to net realizable value by a charge to income.

(f) Inventories

Prior to April 1, 2008, inventories were stated principally at cost determined by the moving average method. In July 2006, the ASBJ issued ASBJ Statement No.9, "Accounting Standard for Measurement of Inventories". This standard requires that inventories held for sale in the ordinary course of business be measured at the lower of cost or net selling value, which is defined as the selling price less additional estimated manufacturing costs and estimated direct selling expenses. The replacement cost may be used in place of the net selling value, if appropriate. The standard was effective for fiscal years beginning on or after April 1, 2008 with early adoption permitted.

The Group applied this new accounting standard for measurement of inventories effective April 1, 2008. The effect of this change was to increase loss before income taxes and minority interests by ¥ 3,184 million (\$ 32,490 thousand) for the year ended March 31, 2009.

(g) Property, plant and equipment

Property, plant and equipment are stated at cost.

Depreciation of property, plant and equipment of the Company and its consolidated domestic subsidiaries is computed substantially by the declining-balance method based on the estimated useful lives of the assets while the straight-line method is applied to buildings acquired after April 1, 1998. Depreciation of property, plant and equipment of consolidated foreign subsidiaries is computed principally by the declining-balance method based on the estimated useful lives of the assets. Lease assets are depreciated by the straight-line method based on the terms of the respective leases.

Estimated useful lives of the assets are principally as follows:

Buildings and structures 3 to 50 years

Machinery and equipment 2 to 10 years

(h) Long-lived assets

The Group reviews its long-lived assets for impairment whenever events or changes in circumstance indicate the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.

(i) Liability for retirement benefits

The Company and certain consolidated domestic subsidiaries have a pension plans for employees; contributory and non-contributory funded defined benefit pension plans and accounted for the liability for retirement benefits based on the projected benefit obligations and plan assets at the balance sheet date.

The Company and certain consolidated foreign subsidiaries also have defined contribution pension plans.

(j) Provision for business structure improvement

Provision for business structure improvement is provided based on an estimate of future expenses and losses that will incur in the process of business restructuring.

(k) Presentation of Equity

On December 9, 2005, the ASBJ published a new accounting standard for presentation of equity. Under this accounting standard, certain items which were previously presented as liabilities or assets, as the case may be, are now presented as components of equity. Such items include stock acquisition rights, minority interests, and any deferred gain or loss on derivatives accounted for under hedge accounting. This standard was effective for fiscal years ending on or after May 1, 2006. The balances of such items as of March 31, 2006 were reclassified as separate components of equity as of March 31, 2006 in the consolidated statement of changes in equity.

(l) Research and development costs

Research and development costs are charged to “Selling, general and administrative expenses” as incurred.

(m) Leases

In March 2007, the ASBJ issued ASBJ Statement No.13, “Accounting Standard for Lease Transactions”, which revised the previous accounting standard for lease transactions issued in June 1993. The revised accounting standard for lease transactions is effective for fiscal years beginning on or after April 1, 2008 with early adoption permitted for fiscal years beginning on or after April 1, 2007.

Under the previous accounting standard, finance leases that deem to transfer ownership of the leased property to the lessee were to be capitalized. However, other finance leases were permitted to be accounted for as operating lease transactions if certain “as if capitalized” information was disclosed in the note to the lessee’s financial statements. The revised accounting standard requires that all finance lease transactions should be capitalized to recognize lease assets and lease obligations in the balance sheet. In addition, the revised accounting standard permits leases which existed at the transition date and do not transfer ownership of the leased property to the lessee to be accounted for as operating lease transactions.

The Company applied the revised accounting standard effective April 1, 2008. In addition, the Company accounted for leases which existed at the transition date and do not transfer ownership of the leased property to the lessee as operating lease transactions.

The effect of this change to income (loss) was immaterial for the year ended March 31,2009.

All other leases are accounted for as operating leases.

(n) Bonuses to directors and corporate auditors

Bonuses to directors and corporate auditors are accrued at the year end to which such bonuses are attributable.

(o) Income taxes

The provision for income taxes is computed based on the pretax income included in the consolidated statements of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying currently enacted tax laws to the temporary differences.

(p) Foreign currency transactions

All short-term and long-term monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the consolidated statements of income to the extent that they are not hedged by forward exchange contracts.

(q) Foreign currency financial statements

The balance sheet accounts of consolidated foreign subsidiaries are translated into Japanese yen at the current exchange rates as of the balance sheet date except for equity, which is translated at the historical rates. Differences arising from such

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translation were shown as “Foreign currency translation adjustments” in a separate component of equity.

Revenue and expense accounts of consolidated foreign subsidiaries and an associated company are translated into Japanese yen at the average exchange rates.

(r) Derivatives and hedging activities

The Group uses derivative financial instruments to manage its exposures to fluctuations in foreign exchange. Foreign exchange forward contracts are utilized by the Group to reduce foreign currency exchange risk. The Group does not enter into derivatives for trading or speculative purpose.

Monetary receivables and payables denominated in foreign currencies, for which foreign exchange forward contracts are used to hedge the foreign currency fluctuations, are translated at the contracted rate if the forward contracts qualify for hedge accounting.

(s) Per share information

Basic net income per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period, retroactively adjusted for stock splits.

The average number of shares used to compute basic net income per share for the years ended March 31, 2009, 2008 and 2007 were 109,573 thousand shares, 112,168 thousand shares and 114,720 thousand shares, respectively.

Cash dividends per share presented in the accompanying consolidated statements of income are dividends applicable to the respective years including dividends to be paid after the end of the year.

(t) New accounting pronouncements

Business Combinations

On December 26, 2008, the ASBJ issued a revised accounting standard for business combinations, ASBJ Statement No.21, “Accounting Standard for Business Combinations.” Major accounting changes under the revised accounting standard are as follows:

- (1) The current accounting standard for business combinations allows companies to apply the pooling of interests method of accounting when certain specific criteria are met such that the business combination is essentially regarded as a uniting-of-interests. The revised standard requires to account for such business combination by the purchase method and the pooling of interests method of accounting is no longer allowed.
- (2) The current accounting standard accounts for the research and development costs to be charged to income as incurred. Under the revised standard an in-process research and development (IPR&D) acquired by the business combination is capitalized as an intangible asset.
- (3) The current accounting standard accounts for a bargain purchase gain (negative goodwill) to be systematically amortized within 20 years. Under the revised standard, the acquirer recognizes a bargain purchase gain in profit or loss on the acquisition date after reassessing whether it has correctly identified all of the assets acquired and all of the liabilities assumed with a review of such procedures used.

This standard is applicable to business combinations undertaken on or after April 1, 2010 with early adoption permitted for fiscal years beginning on or after April 1, 2009.

Unification of Accounting Policies Applied to Foreign Associated Companies for the Equity Method

The current accounting standard requires to unify accounting policies within the consolidation group. However, the current guidance allows to apply the equity method for the financial statements of its foreign associated company which have been prepared in accordance with generally accepted accounting principles in their respective jurisdictions without unification of accounting policies.

On December 26, 2008, the ASBJ issued ASBJ Statement No.16 (Revised 2008), “Revised Accounting Standard for Equity Method of Accounting for Investments”. The new standard requires adjustments to be made to conform the associate’s accounting policies for similar transactions and events under similar circumstances to those of the parent company when the associate’s financial statements are used in applying the equity method unless it is impracticable to determine adjustments. In addition, financial statements prepared by foreign associated companies in accordance with either International Financial Reporting Standards or the generally accepted accounting principles in the United States tentatively may be used in applying the equity method if the following items are adjusted so that net income is accounted for in accordance with Japanese GAAP unless they are not material: 1) amortization of goodwill; 2) scheduled amortization of actuarial gain or loss of pensions that has been directly recorded in the equity; 3) expensing capitalized development costs of R&D; 4) cancellation of the fair value model accounting for property, plant, and equipment and investment properties and incorporation of the cost model accounting; 5) recording the prior years’ effects of changes in accounting policies in the income statement where retrospective adjustments to the financial statements have been incorporated; and 6) exclusion of minority interests from net income, if contained.

This standard is applicable to equity method of accounting for investments effective on or after April 1, 2010 with early adoption permitted for fiscal years beginning on or after April 1, 2009.

Asset Retirement Obligations

On March 31, 2008, the ASBJ published a new accounting standard for asset retirement obligations, ASBJ Statement No.18 “Accounting Standard for Asset Retirement Obligations” and ASBJ Guidance No.21 “Guidance on Accounting Standard for Asset Retirement Obligations”. Under this accounting standard, an asset retirement obligation is defined as a legal obligation imposed either by law or contract that results from the acquisition, construction, development and the normal operation of a tangible fixed asset and is associated with the retirement of such tangible fixed asset. The asset retirement obligation is recognized as the sum of the discounted cash flows required for the future asset retirement and is recorded in the period in which the obligation is incurred if a reasonable estimate can be made. If a reasonable estimate of the asset retirement obligation cannot be made in the period the asset retirement obligation is incurred, the liability should be recognized when a reasonable estimate of asset retirement obligation can be made. Upon initial recognition of a liability for an asset retirement obligation, an asset retirement cost is capitalized by increasing the carrying amount of the related fixed asset by the amount of the liability.

The asset retirement cost is subsequently allocated to expense through depreciation over the remaining useful life of the asset. Over time, the liability is accreted to its present value each period. Any subsequent revisions to the timing or the amount of the original estimate of undiscounted cash flows are reflected as an increase or a decrease in the carrying amount of the liability and the capitalized amount of the related asset retirement cost.

This standard is effective for fiscal years beginning on or after April 1, 2010 with early adoption permitted for fiscal years beginning on or before March 31, 2010.

3. Business Combination

On October 1, 2008, the Company acquired 95 % of the issued shares of OKI Semiconductor Co., Ltd (“OKI Semiconductor”).

The main business contents of OKI Semiconductor are manufacturing, development and sales of system LSI, logic LSI, memory LSI and devices for high-speed optical communication, and foundry service.

Main reason for business combination is as OKI Semiconductor and ROHM have relatively few overlapping products for semiconductor market, and the synergy effect by mutually cooperating with each other can be expected, thus further improvement of sales and profitability of both companies are being expected. In addition, this combination was for the purpose of enhancing corporate value by developing as an integrated device manufacture (IDM) having a wide ranging product portfolio with strong competitiveness.

The Company accounted for this business combination by the purchase method of accounting.

The acquisition cost was ¥ 86,827 million (\$885,990 thousand) in cash in accordance with the Asset Purchase Agreement dated October 1, 2008.

The total cost of acquisition has been allocated to the assets acquired and the liabilities assumed based on their respective fair values. Goodwill recorded in connection with the acquisition totaled ¥ 21,563 million (\$220,031 thousand).

The estimated fair values of the assets acquired and the liabilities assumed at the acquisition date are as follows:

	Millions of yen	Thousands of U.S. dollars
	2009	2009
Current assets	¥ 56,249	\$ 573,969
Fixed assets	63,134	644,225
Total assets acquired	119,383	1,218,194
Current liabilities	29,648	302,531
Fixed liabilities	21,036	214,653
Total liabilities assumed	50,684	517,184

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The amounts which affect consolidated financial statement of income for the year ended March 31, 2009, assuming that this business combination had been completed as of April 1, 2008, the beginning of the current fiscal year cannot be estimated, because the existing accounting procedures of the acquired company and those of the ROHM group have large differences, and the acquired company is a company which was newly setup and divided during the year ended March 31, 2009.

4. Marketable and Investment Securities

Marketable and investment securities as of March 31, 2009 and 2008 consisted of the following accounts:

	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
Current:			
Government and corporate bonds	¥ 18,894	¥ 19,178	\$ 192,796
Non-current:			
Marketable equity securities	¥ 17,773	¥ 21,617	\$ 181,357
Government and corporate bonds	7,185	48,412	73,317
Other	3,155	4,202	32,194
Total	¥ 28,113	¥ 74,231	\$ 286,868

The carrying amounts and aggregate fair values of marketable and investment securities at March 31, 2009 and 2008 were as follows:

Securities classified as:	Millions of yen			
	2009			
	Cost	Unrealized gains	Unrealized losses	Fair value
Available-for-sale:				
Equity securities	¥ 16,677	¥ 2,385	¥ (1,289)	¥ 17,773
Debt securities	26,652	5	(578)	26,079
Other	2,408		(222)	2,186
Total	¥ 45,737	¥ 2,390	¥ (2,089)	¥ 46,038

Securities classified as:	Millions of yen			
	2008			
	Cost	Unrealized gains	Unrealized losses	Fair value
Available-for-sale:				
Equity securities	¥ 17,691	¥ 4,923	¥ (997)	¥ 21,617
Debt securities	67,607	293	(310)	67,590
Other	3,974		(763)	3,211
Total	¥ 89,272	¥ 5,216	¥ (2,070)	¥ 92,418

Securities classified as:	Thousands of U.S. dollars			
	2009			
	Cost	Unrealized gains	Unrealized losses	Fair value
Available-for-sale:				
Equity securities	\$ 170,173	\$ 24,337	\$ (13,153)	\$ 181,357
Debt securities	271,959	51	(5,897)	266,113
Other	24,572		(2,266)	22,306
Total	\$ 466,704	\$ 24,388	\$ (21,316)	\$ 469,776

Available-for-sale securities whose fair value is not readily determinable as of March 31, 2009 and 2008 were as follows:

	Carrying amount		
	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
Available-for-sale:			
Equity securities	¥ 869	¥ 887	\$ 8,867
Other	100	104	1,020
Total	¥ 969	¥ 991	\$ 9,887

Proceeds from sales of available-for-sale securities for the years ended March 31, 2009 and 2008 were ¥21,088 million (\$215,184 thousand) and ¥11,845 million respectively. Gross realized gains and losses on these sales, principally computed on the moving average cost basis, were ¥127 million (\$1,296 thousand) and ¥6 million (\$61 thousand), respectively, for the year ended March 31, 2009 and ¥1,675 million and ¥9 million, respectively, for the year ended March 31, 2008.

The carrying values of debt securities by contractual maturities for securities classified as available-for-sale at March 31, 2009 were as follows:

	Millions of yen	Thousands of U.S. dollars
	2009	2009
	Due in one year or less	¥ 43,294
Due in one to five years	5,643	57,582
Due in five to ten years	2,576	26,286
Due after ten years	1,152	11,755
Total	¥ 52,665	\$ 537,398

5. Short-term Investments

Short-term investments at March 31, 2009 and 2008 were time deposits.

6. Inventories

Inventories at March 31, 2009 and 2008 consisted of the following:

	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
	Finished products	¥ 22,241	¥ 22,088
Semi-finished products and work in process	44,860	31,850	457,755
Raw materials and supplies	22,300	21,479	227,551
Total	¥ 89,401	¥ 75,417	\$ 912,255

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7. Long-lived assets

The Group reviewed its long-lived assets for impairment during the year ended March 31, 2009 and, as a result, recognized an impairment loss of ¥11,908 million (\$121,510 thousand) as other expense.

The components of impairment loss for the year ended March 31, 2009 were as follows:

- a) The Group recognized an impairment loss of ¥1,231 million (\$12,561 thousand) for the Laser Diodes processing machinery group of the Okayama and China Plants due to a continuous operating loss of that unit and the carrying amount of the relevant machinery was written down to the recoverable amount for the year ended March 31, 2009. The recoverable amount of that machinery group was measured at its value in use and the discount rate used for computation of present value of future cash flows was 8.8%.
- b) The Group recognized an impairment loss of ¥10,677 million (\$108,949 thousand) for idle assets located in Tokyo, Fukuoka, Okayama and other as the Group judged that the idle assets were not likely to be used in the future and the carrying amount of the relevant idle assets were written down to the recoverable amount for the year ended March 31, 2009. The recoverable amounts of idle assets were measured at their net selling prices, which were calculated based on the appraised real-estate value, etc. for land, and based on reasonable estimation in consideration of market value for other assets.

The Group reviewed its long-lived assets for impairment during the year ended March 31, 2008 and, as a result, recognized an impairment loss of ¥1,593 million as other expense for the Laser Diodes processing machinery group of the Kyoto and China Plants due to a continuous operating loss of that unit and the carrying amount of the relevant machinery was written down to the recoverable amount for the year ended March 31, 2008. The recoverable amount of that machinery group was measured at its value in use and the discount rate used for computation of present value of future cash flows was 10%.

8. Retirement Plans

The Company and certain consolidated subsidiaries have retirement plans for employees.

Under non-contributory funded defined benefit pension plan and contributory funded defined benefit pension plan, employees terminating their employment are entitled to lump-sum and annuity payments based on their rate of pay at the time of termination, length of service and certain other factors. If the termination is involuntary, caused by retirement at the mandatory retirement age or caused by death, the employee is entitled to a greater payment than in the case of voluntary termination.

The contributory funded defined benefit pension plan was added when OKI Semiconductor and certain subsidiaries became the Company's consolidated subsidiaries in October, 2008.

The net liability for employees' retirement benefits at March 31, 2009 and 2008 consisted of the following:

	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
Projected benefit obligation	¥ 40,884	¥ 18,290	\$ 417,183
Fair value of plan assets	(25,054)	(20,864)	(255,653)
Unrecognized actuarial loss	(7,023)	(1,028)	(71,663)
Net liability (asset)	8,807	(3,602)	89,867
Prepaid pension cost	3,409	4,440	34,786
Liability for retirement benefits	¥ 12,216	¥ 838	\$ 124,653

The components of net periodic pension costs for the years ended March 31, 2009, 2008 and 2007 were as follows:

	Millions of yen			Thousands of U.S. dollars
	2009	2008	2007	2009
Service cost	¥ 1,940	¥ 1,719	¥ 1,602	\$ 19,796
Interest cost	750	419	375	7,653
Expected return on plan assets	(627)	(519)	(492)	(6,398)
Recognized actuarial loss (gain)	237	(131)	(7)	2,418
Other	376	376	340	3,837
Net periodic benefit costs	¥ 2,676	¥ 1,864	¥ 1,818	\$ 27,306

In addition to the net periodic pension costs stated above, the Group recorded “Special retirement expenses” in the amount of ¥15,001 million (\$153,071 thousand) as other expense. The Group also recorded an estimated amount of special retirement expense of ¥7,500 million (\$76,531 thousand) which was included in “Business structure improvement expenses” in other expenses.

Assumptions used for the years ended March 31, 2009, 2008 and 2007 were as follows:

	2009	2008	2007
Discount rate	2.0~2.1%	2.0%	2.0%
Expected rate of return on plan assets	0.5~2.0%	2.0%	2.0%
Allocation method of the retirement benefits expected to be paid at the retirement date	Straight-line method based on years of service or point method	Straight-line method based on years of service	Straight-line method based on years of service
Amortization period of prior service credit	10 years	10 years	10 years
Recognition period of actuarial gain / loss	10~14 years	10 years	10 years

9. Equity

Since May 1, 2006, Japanese companies have been subject to the Companies Act of Japan (the “Companies Act”), which reformed and replaced the Commercial Code of Japan. The significant provisions in the Companies Act that affect financial and accounting matters are summarized below:

(a) Dividends

Under the Companies Act, companies can pay dividends at any time during the fiscal year in addition to the year-end dividend upon resolution at the general shareholders meeting. For companies that meet certain criteria such as; (1) having the Board of Directors, (2) having independent auditors, (3) having the Board of Corporate Auditors, and (4) the term of service of the directors is prescribed as one year rather than two years of normal term by its articles of incorporation, the Board of Directors may declare dividends (except for dividends in kind) at any time during the fiscal year if the company has prescribed so in its articles of incorporation. However, the Company cannot do so because it does not meet all the above criteria.

Semiannual interim dividends may also be paid once a year upon resolution by the Board of Directors if the articles of incorporation of the company so stipulate. The Companies Act provides certain limitations on the amounts available for dividends or the purchase of treasury stock. The limitation is defined as the amount available for distribution to the shareholders, but the amount of net assets after dividends must be maintained at no less than ¥3 million.

(b) Increases / decreases and transfer of common stock, reserve and surplus

The Companies Act requires that an amount equal to 10% of dividends must be appropriated as a legal reserve (a component of retained earnings) or as additional paid-in capital (a component of capital surplus) depending on the equity account charged upon the payment of such dividends until the total of aggregate amount of legal reserve and additional paid-in capital equals 25% of the common stock. Under the Companies Act, the total amount of additional paid-in capital and legal reserve may be reversed without limitation. The Companies Act also provides that common stock, legal reserve, additional paid-in capital, other capital surplus and retained earnings can be transferred among the accounts under certain conditions upon resolution of the shareholders.

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(c) Treasury stock and treasury stock acquisition rights

The Companies Act also provides for companies to purchase treasury stock and dispose of such treasury stock by resolution of the Board of Directors. The amount of treasury stock purchased cannot exceed the amount available for distribution to the shareholders which is determined by specific formula. Under the Companies Act, stock acquisition right are presented as a separate component of equity. The Companies Act also provides that companies can purchase both treasury stock acquisition rights and treasury stock. Such treasury stock acquisition rights are presented as a separate component of equity or deducted directly from stock acquisition rights.

10. Research and Development Costs

Research and development costs charged to income were ¥40,290 million (\$411,122 thousand), ¥33,062 million and ¥33,891 million for the years ended March 31, 2009, 2008 and 2007, respectively.

11. Amortization of Goodwill

Amortization of goodwill was ¥2,157 million (\$22,011 thousand) for the year ended March 31, 2009.

12. Business Structure Improvement Expenses

Business structure improvement expenses are expenses and losses related to liquidation of a subsidiary and other restructuring activities such as personnel reduction.

13. Income Taxes

The Company and its domestic consolidated subsidiaries are subject to Japanese national and local income taxes which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 40.6% for fiscal 2009, 2008 and 2007. Foreign consolidated subsidiaries are subject to income taxes of the countries in which they operate.

The tax effects of significant temporary differences and tax loss carryforwards that resulted in deferred tax assets and liabilities at March 31, 2009 and 2008 were as follows:

	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
Deferred tax assets:			
Securities	¥ 2,579	¥ 1,610	\$ 26,316
Inventories	5,594	7,243	57,082
Depreciation	12,042	10,796	122,877
Tax loss carryforwards	17,982	3,613	183,490
Accrued expenses	3,881	1,704	39,602
Liability for retirement benefits	1,600	15	16,327
Foreign tax credit	860	1,109	8,775
Loss on impairment of long-lived assets	4,509	647	46,010
Provision for business structure improvement	2,199		22,439
Other	3,307	2,509	33,745
Valuation allowance	(39,519)	(4,363)	(403,255)
Total	15,034	24,883	153,408
Deferred tax liabilities:			
Undistributed earnings of foreign subsidiaries	(15,318)	(58,552)	(156,306)
Prepaid pension cost	(1,621)	(1,773)	(16,541)
Goodwill	(2,322)		(23,694)
Allowance for doubtful accounts for subsidiaries and associated companies	(1,674)		(17,081)
Other	(557)	(1,607)	(5,684)
Total	(21,492)	(61,932)	(219,306)
Net deferred tax liabilities	¥ (6,458)	¥ (37,049)	\$ (65,898)

Deferred tax assets (liabilities) were included in the consolidated balance sheets as follows:

	Millions of yen		Thousands of U.S. dollars
	2009	2008	2009
Current Assets - Deferred tax assets	¥ 7,987	¥ 9,963	\$ 81,500
Investments and Other Assets - Deferred tax assets	4,092	3,596	41,755
Current Liabilities - Deferred tax liabilities	(3,704)	(780)	(37,796)
Long-term Liabilities - Deferred tax liabilities	(14,833)	(49,828)	(151,357)
Net deferred tax liabilities	¥ (6,458)	¥ (37,049)	\$ (65,898)

Prior to the year ended March 31, 2008, the Company recorded income taxes in order to provide for future income taxes on dividends in connection with undistributed earnings of overseas subsidiaries. The revised Corporation Tax Act issued on March 31, 2009 changed tax regulations in Japan to treat a large share of dividends from overseas subsidiaries as non-taxable income. As a result, future income tax payments were expected to decrease, and the Company partially reversed income tax expenses recorded in prior years. The effect of this change was to increase net income by ¥49,578 million (\$505,898 thousand) for the year ended March 31, 2009.

A reconciliation between the normal effective statutory tax rate and the actual effective tax rate reflected in the accompanying consolidated statements of income for the years ended March 31, 2009 and 2008 was as follows:

	2009	2008
Normal effective tax rate	40.6%	40.6%
Reversal of income tax expenses provided for income taxes on undistributed earnings of overseas consolidated subsidiaries	194.4	
Increase (decrease) in valuation allowance	(109.2)	3.3
Lower income tax rates applicable to income in certain foreign countries	6.6	(0.1)
Amortization of goodwill	(3.4)	
Equity in losses of associated companies	(2.3)	(0.0)
Tax credit for research and development expenses	1.9	(2.5)
Other-net	3.7	3.6
Actual effective tax rate	132.3%	44.9%

14. Derivatives

The Group enters into foreign exchange forward contracts to hedge foreign exchange risk associated with certain assets and liabilities denominated in foreign currencies.

All derivative transactions are entered into to hedge foreign currency exposures incorporated within its business. Accordingly, market risk in these derivatives is basically offset by opposite movements in the value of hedged assets or liabilities. The Group does not hold or issue derivatives for trading purposes.

Because the counterparties to these derivatives are limited to major international financial institutions, the Group does not anticipate any losses arising from credit risk.

Derivative transactions entered into by the Group have been made in accordance with internal policies which regulate the authorization and credit limit amounts.

The Group did not disclose market value information about derivative instruments for March 31, 2009 and 2008 because all derivative instruments qualified for hedge accounting at March 31, 2009 and 2008. Such derivative instruments may be omitted from disclosure of market value information under Japanese GAAP.

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15. Leases

The Company and certain consolidated subsidiaries lease certain machinery, computer equipment and other assets. Total lease payments under finance leases were ¥1,881 million (\$19,194 thousand), ¥13 million and ¥15 million for the years ended March 31, 2009, 2008 and 2007, respectively.

Pro forma information for the year ended March 31, 2009

As discussed in Note 2.(m), the Company accounts for leases which existed at the transition date and do not transfer ownership of the leased property to the lessee as operating lease transactions. Pro forma information of such leases existing at the transition date, such as acquisition cost, accumulated depreciation, obligations under finance leases, depreciation expense, on a "as if capitalized" basis for the year ended March 31, 2009 was as follows:

	Millions of yen		
	Buildings and structures	Machinery and Equipment	Furniture and Fixtures
Acquisition cost	¥ 7	¥ 18,247	¥ 287
Accumulated depreciation	6	10,417	202
Net leased Property	¥ 1	¥ 7,830	¥ 85

	Thousands of U.S. dollars		
	Buildings and structures	Machinery and Equipment	Furniture and Fixtures
Acquisition cost	\$ 71	\$ 186,194	\$ 2,929
Accumulated depreciation	61	106,296	2,061
Net leased Property	\$ 10	\$ 79,898	\$ 868

Obligations under finance leases:

	Millions of yen	Thousands of U.S. dollars
Due within one year	¥ 3,466	\$ 35,368
Due after one year	4,450	45,408
Total	¥ 7,916	\$ 80,776

The amount of acquisition cost and obligations under finance leases includes the imputed interest expense portion.

Depreciation expense which is not reflected in the accompanying consolidated statements of income, computed by the straight-line method, is ¥1,881 million (\$19,194 thousand) for the year ended March 31, 2009.

Notes to Consolidated Financial Statements

ROHM CO., LTD. and Consolidated Subsidiaries

- (2) **Class of shares to be retired** Common Stock
 (3) **Number of shares to be retired** 3,501,388 Shares
 (Approximately 2.95% of Issued Number of Shares before retirement)
 (4) **Amount of shares to be retired** ¥34,887 million (\$355,990 thousand)

(b) Appropriation of retained earnings

On May 11, 2009, the Board of Directors resolved to propose the following appropriation of retained earnings of March 31, 2009 at the shareholder's meeting in June 26, 2009.

	Millions of yen	Thousands of U.S. dollars
Year-end cash dividends, ¥65.00 (\$0.66) per share.	¥ 7,122	\$ 72,673

18. Segment Information

Information about industry segments, geographical segments and sales to foreign customers of the Group for the years ended March 31, 2009, 2008 and 2007 was as follows:

(a) Industry segments

The Group's main operations are manufacturing and distributing electronic components. Under Japanese accounting regulations, the Group is not required to disclose industry segment information because its main industry segment represented more than 90% of its total operations.

(b) Geographical segments

The geographical segments of the Group for the years ended March 31, 2009, 2008 and 2007 were summarized as follows:

	Millions of yen					Consolidated
	2009					
	Japan	Asia	Americas	Europe	Eliminations/ Corporate	
Sales to customers	¥ 128,821	¥ 161,121	¥ 13,300	¥ 13,899		¥ 317,141
Interarea transfer	172,765	175,905	742	399	¥ (349,811)	
Total sales	301,586	337,026	14,042	14,298	(349,811)	317,141
Operating expenses	295,230	322,738	14,314	14,903	(340,584)	306,601
Operating income (loss)	¥ 6,356	¥ 14,288	¥ (272)	¥ (605)	¥ (9,227)	¥ 10,540
Total assets	¥ 463,674	¥ 295,433	¥ 10,088	¥ 14,332	¥ 25,658	¥ 809,185

	Millions of yen					
	2008					
	Japan	Asia	Americas	Europe	Eliminations/ Corporate	Consolidated
Sales to customers	¥ 138,134	¥ 205,241	¥ 12,687	¥ 17,344		¥ 373,406
Interarea transfer	208,493	218,901	815	212	¥ (428,421)	
Total sales	346,627	424,142	13,502	17,556	(428,421)	373,406
Operating expenses	298,569	396,361	13,370	16,994	(419,250)	306,044
Operating income	¥ 48,058	¥ 27,781	¥ 132	¥ 562	¥ (9,171)	¥ 67,362
Total assets	¥ 412,242	¥ 318,961	¥ 9,010	¥ 19,160	¥ 111,599	¥ 870,972
	Millions of yen					
	2007					
	Japan	Asia	Americas	Europe	Eliminations/ Corporate	Consolidated
Sales to customers	¥ 154,000	¥ 208,816	¥ 14,139	¥ 18,127		¥ 395,082
Interarea transfer	170,030	192,926	235	49	¥ (363,240)	
Total sales	324,030	401,742	14,374	18,176	(363,240)	395,082
Operating expenses	288,153	358,034	14,723	19,071	(354,397)	325,584
Operating income (loss)	¥ 35,877	¥ 43,708	¥ (349)	¥ (895)	¥ (8,843)	¥ 69,498
Total assets	¥ 440,464	¥ 364,958	¥ 13,409	¥ 18,081	¥ 125,691	¥ 962,603
	Thousands of U.S. dollars					
	2009					
	Japan	Asia	Americas	Europe	Eliminations/ Corporate	Consolidated
Sales to customers	\$ 1,314,500	\$ 1,644,092	\$ 135,714	\$ 141,827		\$ 3,236,133
Interarea transfer	1,762,908	1,794,949	7,572	4,071	\$(3,569,500)	
Total sales	3,077,408	3,439,041	143,286	145,898	(3,569,500)	3,236,133
Operating expenses	3,012,551	3,293,245	146,062	152,071	(3,475,347)	3,128,582
Operating income (loss)	\$ 64,857	\$ 145,796	\$ (2,776)	\$ (6,173)	\$ (94,153)	\$ 107,551
Total assets	\$ 4,731,367	\$ 3,014,623	\$ 102,939	\$ 146,245	\$ 261,816	\$ 8,256,990

Countries and areas are segmented based on their geographical proximity.

The Group has recorded a loss on impairment for the years ended March 31, 2009 and 2008. Therefore, assets in “Japan” decreased ¥10,272 million (\$104,816 thousand), assets in “Asia” decreased ¥1,587 million (\$16,194 thousand), and assets in “Americas” decreased ¥49 million (\$500 thousand), for the year ended March 31, 2009. Assets in “Japan” decreased ¥448 million, and assets in “Asia” decreased ¥1,144 million, for the year ended March 31, 2008.

As discussed in Note 2.(f), effective April 1, 2008, the Company applied ASBJ Statement No.9 “Accounting Standard of Measurement of Inventories”. The effect of this change was to decrease operating income of “Japan” by ¥1,772 million (\$ 18,082 thousand) and operating income of “Asia” by ¥1,412 million (\$ 14,408 thousand), for the year ended March 31, 2009.

As discussed in Note 2.(m), effective April 1, 2008, the Group applied the revised ASBJ Statement No.13, “Accounting Standard for Lease Transactions”. The effect of this change to operating income in the geographical segment information for the year ended March 31, 2009 was immaterial.

Notes to Consolidated Financial Statements

ROHM CO., LTD. and Consolidated Subsidiaries

As discussed in Note 2.(b), effective April 1, 2008, the Company applied PITF No.18, “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements”. The effect of this change to operating income in the geographical segment information for the year ended March 31, 2009 was immaterial.

(c) Sales to foreign customers

Sales to foreign customers for the years ended March 31, 2009, 2008 and 2007 consisted of the following:

	Millions of yen			Thousands of U.S. dollars
	2009	2008	2007	2009
Asia	¥ 168,679	¥ 206,310	¥ 209,739	\$ 1,721,214
Americas	11,685	13,302	15,213	119,235
Europe	12,985	16,032	16,459	132,500
Total sales to foreign customers.....	<u>¥ 193,349</u>	<u>¥ 235,644</u>	<u>¥ 241,411</u>	<u>\$ 1,972,949</u>

Countries and areas are segmented based on their geographical proximity.

Pro forma information for the year ended March 31, 2008

Pro forma information of leased property such as acquisition cost, accumulated depreciation, obligations under finance lease and depreciation expense that do not transfer ownership of the leased property to the lessee on an “as if capitalized” basis for the year ended March 31, 2008 was as follows:

	Millions of yen
	Machinery and Equipment
Acquisition cost	¥ 37
Accumulated depreciation	15
Net leased property	<u>¥ 22</u>
Obligations under finance leases:	
	Millions of yen
Due within one year	¥ 10
Due after one year	12
Total	<u>¥ 22</u>

The amount of acquisition cost and obligations under finance leases includes the imputed interest expense portion.

Depreciation expense which is not reflected in the accompanying consolidated statements of income, computed the straight-line method, is ¥13 million for the year ended March 31, 2008.

The minimum rental commitments under noncancellable operating leases at March 31, 2009 were as follows :

	Millions of yen	Thousands of U.S. dollars
Due within one year	¥ 351	\$ 3,582
Due after one year	808	8,245
Total	<u>¥ 1,159</u>	<u>\$ 11,827</u>

16. Contingent Liabilities

At March 31, 2009, the Group was contingently liable for guarantees of housing loans of employees amounting to ¥530 million (\$5,408 thousand).

17. Subsequent Events

(a) Retirement of treasury stock

On May 11, 2009, the Board of Directors decided to retire a portion of its treasury stock in accordance with article 178 of the Companies Act and retired it on May 29, 2009.

(1) Reasons for retirement

The Company had announced its new Enhanced Shareholder Return Policy (the “Policy”) in April 2007 to return to shareholders not less than 100% of its consolidated free cash flow in each of the three years until the fiscal year ending March 2010, through dividends and share buybacks.

While the Board of Directors, as it recognizes that shareholders are important stakeholders of the Company, plans to continue to repurchase the Company’s shares in line with the Policy, and the balance of treasury stock is expected to increase as a result, the Company considered that it is important to set and disclose its basic policy for holding and utilizing the treasury stock in order to fulfill its accountability to shareholders. Specifically, the Company will retain treasury stock of approximately 5% of issued number of shares at maximum. In principle, treasury stock that will be acquired through future buybacks will be retired at each fiscal year end. Treasury stock will be retained for future M&A opportunities.

Deloitte.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of ROHM CO., LTD.:

We have audited the accompanying consolidated balance sheets of ROHM CO., LTD. (the "Company") and consolidated subsidiaries as of March 31, 2009 and 2008, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended March 31, 2009, all expressed in Japanese yen. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and consolidated subsidiaries as of March 31, 2009 and 2008, and the consolidated results of their operations and their cash flows for each of the three years in the period ended March 31, 2009, in conformity with accounting principles generally accepted in Japan.

Our audits also comprehended the translation of Japanese yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 1. Such U.S. dollar amounts are presented solely for the convenience of readers outside Japan.

Deloitte Touche Tohmatsu

June 23, 2009

Member of
Deloitte Touche Tohmatsu

Principal Subsidiaries (Domestic/Overseas)

Corporate name	Location	Principal business	Capital % owned by ROHM CO., LTD.
ROHM Hamamatsu Co., Ltd.	Shizuoka	Manufacture of ROHM products (monolithic ICs)	¥ 400 million 100.0%
ROHM Wako Device Co., Ltd.	Okayama	Manufacture of ROHM products (monolithic ICs and diodes)	¥ 450 million 75.0% (100.0%)
ROHM Apollo Device Co., Ltd.	Fukuoka	Manufacture of ROHM products (monolithic ICs and transistors)	¥ 492 million 75.0% (100.0%)
ROHM Tsukuba Co., Ltd.	Ibaraki	Manufacture of ROHM products (transistors)	¥ 450 million 100.0%
ROHM Wako Co., Ltd.	Okayama	Manufacture of ROHM products (diodes, LEDs, laser diodes and LED displays)	¥ 450 million 100.0%
ROHM Apollo Co., Ltd.	Fukuoka	Manufacture of ROHM products (transistors, diodes and capacitors)	¥ 450 million 100.0%
ROHM Fukuoka Co., Ltd.	Fukuoka	Manufacture of ROHM products (monolithic ICs)	¥ 385 million 100.0%
ROHM Mechatech Co., Ltd.	Kyoto	Manufacture of molding dies and lead frames	¥ 98 million 100.0%
ROHM Logistec Co., Ltd.	Okayama	Distribution of ROHM products	¥ 20 million 100.0%
Narita Giken Co., Ltd.	Hyogo	Development and design of electronic circuitry	¥ 80 million 93.7%
OKI Semiconductor Co., Ltd.	Tokyo	Development, manufacture and sales of semiconductor	¥ 20,000 million 95.0%
ROHM Korea Corporation	Seoul, Korea	Manufacture of ROHM products (monolithic ICs, transistors, diodes, LEDs, sensors, resistors and LED displays)	Won 9,654 million 0% (100.0%)
ROHM Electronics Philippines, Inc.	Cavite, Philippines	Manufacture of ROHM products (monolithic ICs, transistors, diodes and resistors)	P 1,221,563 thousand 0% (100.0%)
ROHM Integrated Systems (Thailand) Co., Ltd.	Pathumthani, Thailand	Manufacture of ROHM products (monolithic ICs, transistors, diodes, resistors and capacitors)	B 1,115,500 thousand 0% (100.0%)
ROHM Semiconductor (China) Co., Ltd.	Tianjin, China	Manufacture of ROHM products (transistors, diodes, LEDs, laser diodes, LED displays, sensors and resistors)	¥ 12,990 million 0% (100.0%)
ROHM Electronics Dalian Co., Ltd.	Dalian, China	Manufacture of ROHM products (power modules, thermal heads, image sensor heads and photo link modules)	¥ 8,572 million 0% (100.0%)
ROHM-Wako Electronics (Malaysia) Sdn. Bhd.	Kelantan, Malaysia	Manufacture of ROHM products (diodes and LEDs)	MS 53,400 thousand 0% (100.0%)
ROHM Mechatech Philippines, Inc.	Cavite, Philippines	Manufacture of molding dies and lead frames	P 150,000 thousand 25.0% (100.0%)
ROHM Mechatech (Thailand) Co., Ltd.	Pathumthani, Thailand	Manufacture of molding dies and lead frames	B 100,000 thousand 0% (100.0%)
ROHM Semiconductor U.S.A., LLC	California, U. S. A.	Sales of ROHM products	US\$ 27,906 thousand 0% (100.0%)
ROHM Semiconductor GmbH	Willich-Munchheide, Germany	Sales of ROHM products	EURO 512 thousand 0% (100.0%)
ROHM Semiconductor Korea Corporation	Seoul, Korea	Sales of ROHM products	Won 1,000 million 0% (100.0%)
ROHM Semiconductor Trading (Dalian) Co., Ltd.	Dalian, China	Sales of ROHM products	US\$ 200 thousand 0% (100.0%)
ROHM Semiconductor (Shanghai) Co., Ltd.	Shanghai, China	Sales of ROHM products	US\$ 200 thousand 0% (100.0%)
ROHM Semiconductor (Shenzhen) Co., Ltd.	Shenzhen, China	Sales of ROHM products	US\$ 2,156 thousand 0% (100.0%)
ROHM Semiconductor Hong Kong Co., Ltd.	Kowloon, Hong Kong	Sales of ROHM products	HK\$ 27,000 thousand 0% (100.0%)
ROHM Semiconductor Taiwan Co., Ltd.	Taiwan	Sales of ROHM products	NTS 140,500 thousand 0%(100.0%)
ROHM Semiconductor Singapore Pte. Ltd.	Singapore	Sales of ROHM products	S\$ 90,630 thousand 100.0%
ROHM Semiconductor Philippines Corporation	Muntinlupa City, Philippines	Sales of ROHM products	P 13,250 thousand 0% (100.0%)
ROHM Semiconductor (Thailand) Co., Ltd.	Bangkok, Thailand	Sales of ROHM products	B 104,000 thousand 0% (100.0%)
ROHM Semiconductor Malaysia Sdn. Bhd.	Petaling Jaya, Malaysia	Sales of ROHM products	MS 1,000 thousand 0% (70.0%)

Note: The percentages in parenthesis indicate indirect equity ownership by ROHM CO., LTD

(As of March 31, 2009)

Board of Directors

President

Ken Sato

Managing Director

Satoshi Sawamura

Hidemi Takasu

Toru Okada

Directors

*External director

Nobuo Hatta

Osamu Hattori

Eiichi Sasayama

Takahisa Yamaha

Tadanobu Fujiwara

Hachiro Kawamoto*

Corporate Auditors

Yoshiaki Shibata

Hideo Iwata

Yasuhito Tamaki

Shinya Murao

Haruo Kitamura

(As of June 26, 2009)

Corporate Data

ROHM CO., LTD.

Head Office

21 Saiin Mizosaki-cho, Ukyo-ku,
Kyoto 615-8585 Japan
TEL: +81-75-311-2121
FAX: +81-75-315-0172

Date of Establishment

September 17, 1958

Shareholders' Equity

¥707,808 million

Common Stock

Authorized: 300,000,000
Issued: 118,801,388

Number of Employees

22,034

Listing Stock Markets

Tokyo Stock Exchange
Osaka Securities Exchange

Stock Agent

Mitsubishi UFJ Trust and Banking
Corporation
4-5, Marunouchi 1-chome,
Chiyoda-ku, Tokyo 100-0005, Japan

(As of March 31, 2009)

Technology Centers / Design Centers

<Domestic>

LSI Development Center

21 Saiin Mizosaki-cho, Ukyo-ku, Kyoto 615-8585 Japan

Yokohama Technology Center

2-4-8 Shin-Yokohama, Kohoku-ku, Yokohama 222-8575 Japan

Nagoya Design Center

14F Nagoya Prime Central Tower, 2-27-8, Meieki, Nishi-ku, Nagoya 451-0045 Japan

<Overseas>

America Technology Center (San Diego office)

10145 Pacific Heights Boulevard, Suite 1000, San Diego, CA 92121 U.S.A.

America Technology Center (San Jose office)

2001 Gateway Place, Suite 435E, San Jose, CA 95110 U.S.A.

Dusseldorf Technology Center

Karl-Arnold-Straße 15, 47877 Willich-Munchheide Germany

Paris Design Center

12, rue d'Oradour sur Glane, 75015 Paris France

Shanghai Technology Center

2701 UNITED PLAZA, 1468 Nanjing Road West, Shanghai 200040 China

Shenzhen Technology Center

Room 02B-03 5/F Tower Two, Kerry Plaza,
1 Zhongxinsi Road, Futian, Shenzhen 518034 China

Hong Kong Technology Center

Room 1411 Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon,
Hong Kong

Taiwan Technology Center

3F No.6 Sec.3 Min Chuan E. Road, Taipei, Taiwan

Korea Technology Center

371-11 Gasan-Dong, Gumcheon-gu, Seoul 153-803 Korea

(As of August 11, 2009)



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