[Please note that the followings including Independent Auditors' Reports and Report of the Board of Company Auditors are English translation of the original Japanese version, prepared only for the convenience of shareholders residing outside Japan with certain reference information excerpted from the Company's financial report for the fiscal year ended March 31, 2010. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please be advised that certain expressions in the original document for domestic voting procedures that are not applicable to the aforesaid shareholders are omitted or modified to avoid confusion. Please also be advised that this material will not facilitate your status as a registered shareholder. In order to be authorized to physically attend the ordinary general shareholders meeting, presentation of the original Voting Form in Japanese to the receptionist at the place of the meeting is required.]

May 31, 2010

To Our Shareholders:

ROHM Co.,Ltd.
(Securities Code: 6963)
21, Saiin Mizosaki-cho,
Ukyo-ku, Kyoto, Japan
Satoshi Sawamura
President

NOTICE OF THE 52ND ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders,

You are cordially invited to attend the 52nd Ordinary General Shareholders Meeting of ROHM CO., LTD. ("the Company"). If you are unable to attend the meeting, please kindly take the necessary procedure to exercise your voting rights in connection with the following matters to be resolved. Such matters can be reviewed in the attached "REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS" on page 41. Your vote must be received by the Company no later than Monday June 28, 2010, 5:15 p.m. (JST).

NOTICE OF MEETING

1. Date and Time: Tuesday, June 29, 2010, 10:00 a.m.

2. Place: Hyatt Regency Kyoto 1F The Ball Room
644-2 Sanjusangendo-mawari, Higashiyama-ku, Kyoto, Japan

3. Objectives of the Meeting:

Reporting:

1. Business Report, Consolidated and Non-consolidated Financial Statements, for the 52nd Fiscal Year (from April 1, 2009 to March 31, 2010)
2. Audit Reports on Consolidated Financial Statements from the Independent Auditors and the Board of Company Auditors for the 52nd Fiscal Year (from April 1, 2009 to March 31, 2010)

Resolutions:

Proposal 1: Appropriation of Retained Earnings for the 52nd Fiscal Year

Proposal 2: Election of Two (2) Directors

How to Exercise Your Voting Rights

1. How to Exercise Your Voting Rights via the Internet

If you exercise your voting rights via the Internet, please follow the instructions below:

(1) Designated Voting Website

1) You are able to exercise your voting rights via the Internet by accessing the designated voting website (http://www.evote.jp/) on your personal computer or portable phone (i-mode, EZweb, or Yahoo! Keitai.)* (Operation is adjourned from 2:00 a.m. to 5:00 a.m. everyday)

* I-mode is a registered trademark of NTT DoCoMo, Inc.; EZweb, KDDI Corporation; and Yahoo!, Yahoo! Inc., United States.

2) You may be unable to access the voting website from your personal computer because of your Internet connection conditions, such as when a firewall program or other security programs are installed for Internet security, when antivirus software is installed, or when a proxy server is used.

3) To exercise your voting rights by means of a portable phone, use either i-mode, EZweb, or Yahoo! Keitai service. To ensure security, only those portable phones that are compatible with encrypted (SSL) communication or portable-phone data communication can be used to access the website.

4) Voting from the website can be accepted until 5:15 p.m. (JST), Monday, June 28, 2010. However, exercising your voting rights at an earlier date is recommended. In the event of any problems with voting from the website, please contact the Help Desk below.

(2) How to Exercise Your Voting Rights via the Internet

1) On the voting website (http://www.evote.jp/), enter your login ID and temporary password, both of which can be found on your ballot sheet. Proceed with the instructions that appear on the display and select whether you are voting in the affirmative, or negative for each proposals.

2) To prevent non-shareholders from having unauthorized access to the voting website and casting false votes, shareholders may be requested to change their temporary passwords upon logging into the voting website.

3) You will be informed of your login ID and temporary password each time a shareholders meeting is called.

(3) Expenses Incurred When Accessing the Voting Website

The expenses incurred to enable access to the voting website (internet access fees, phone-line charges, etc.) shall be borne by shareholders. When voting rights are exercised via a portable phone, packet communication fees and other fees incurred shall be borne by shareholders.

2. Treatment of Multiple Exercises of Voting Rights via the Internet

If you exercise your voting rights multiple times via the Internet, only your final votes will be valid. If voting rights are exercised both via your personal computer and via your portable phone, the latest votes will be valid.

3. Treatment of Multiple Exercises of Voting Rights by Writing and via the Internet

If you exercise your voting rights both by writing and via the Internet, only those exercised via the Internet will be valid.

4. Exercising Your Voting Rights by Designating a Shareholder Who Will Attend the General Shareholders Meeting as Your Attorney

You can exercise your voting rights by designating a shareholder who has voting rights and will attend the General Shareholders Meeting as your delegate. In such a case, a Power of Attorney will need to be submitted.

For the e-voting system, please contact:
Help Desk, Securities Business Division

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll free)
Working hours: 9:00 to 21:00

Business Report

For the period from April 1, 2009 to March 31, 2010

1. Present Status of ROHM Group

(1) Business Progress and Results

Overall Review of Results of Operations

During the year ended March 31, 2010, the world economy started to show signs of gradual recovery from the sluggishness that predominated since the autumn of 2008. However, mainly in developed countries, in addition to a continuing slowdown in home sales, the employment environment hasn't improved, holding economies in stagnation. By individual regions, the economic environment in the US showed signs of recovery in personal consumption and capital investment after it passed its worst period, but the resilience of its employment and income environments was not enough and accordingly, therefore the US failed to reach a full fledged recovery. In Europe, thanks to governmental economic measures, the economic slowdown halted and exports increased, showing signs of recovery. However, automobile sales, which were robust in the first half of the year, tended to decrease after the turn of the year as car buying assistance measures promoted by the German government ended. Furthermore, personal consumption remained sluggish and the unemployment rate stayed at a high level. In addition, risks due to deteriorating financial conditions in some south European countries, in particular Greece, were a concern, thus the economy remained in a severe state. Regarding Asian countries, in China, exports recovered and the economy showed a pickup trend triggered by improved personal consumption due to economic stimulus measures as well as investment in infrastructure and real estate. Other Asian regions also enjoyed robust economies as their exports to China increased. In Japan, the economy was supported by various economic measures and exports were on a recovery track centering on those to Asia, while personal consumption also slightly recovered. However, in addition to sluggish corporate capital investment and a deteriorating employment environment, the appreciation of the yen and deflation since the autumn decreased corporate profits, thus the economy did not reach a self-sustaining recovery.

In the electronics industry, large-scale production adjustments in the fields of personal computers, AV equipment, mobile phones ended. Also, measures to encourage consumer spending by individual governments and the shift to digitalization made sales of flat screen TVs favorable, while the sales of mobile phones to emerging countries increased, thus the overall economy showed a tendency toward recovery.

In the electronic component industry, due to a backlash of demand coordination for electronic components in excess of production adjustment of final products, which original equipment manufacturers have instituted since the autumn of 2008, the market was leaning toward recovery. After autumn, the market moved into its usual seasonal adjustment, but flat screen TVs, personal computers, and mobile phones recorded robust sales on a unit basis and accordingly the tumble was less than usual. Moreover, demand for LEDs, including LED TVs and lighting, widely increased.

By individual regions, home appliances such as flat-screen TVs and refrigerators were in strong demand in Japan, owing to the effects of various measures such as the upcoming complete switchover to terrestrial digital media broadcasting in 2011 and eco-point systems for home appliances. Sales of personal computers also remained robust due to the spread of Netbook PCs and the release of a new operating system. On the other hand, the recovery was weak in other consumer products markets, and the mobile phone market also declined due to market saturation and prolonged replacement cycles. The automotive market was weak in this first half of the year, however the market has gone through a recovery phase since the summer centering on hybrid vehicles, thanks to a tax reduction program aimed at promoting purchases of eco-friendly cars. Regarding other Asian regions, production suddenly recovered after the end of inventory adjustments. Exports to the US and European countries, which had been sluggish, have been on a gradual recovery trend since autumn and production of flat screen TVs, laptop PCs and mobile phones such as smartphones trended toward recovery. In China, political measures to disseminate home appliances increased demand, and consumer products such as flat-screen TVs registered robust sales. In the US, the slowdown in the automotive market temporarily halted due to car buying assistance measures promoted by the government, but due to its backlash, the sales decreased compared to the previous fiscal year, and the demand for automotive components also slowed. Demand for electronic components remained stagnant as well. In Europe, the automotive market tended towards recovery owing to supportive measures designed by the governments, but the production of TV sets in Eastern Europe considerably decreased, and thus, as a whole, the economic recovery was not strong.

Under these circumstances, the ROHM Group focused on strengthening product lineups for the automotive and electrical markets, flat-screen TV market, information and telecommunication markets and mobile device market, while exerting itself to enforce the sales divisions related to the automotive and electrical markets and to strengthen the system of sales to overseas customers with its primary focus on personal computers, mobile phones and flat-screen TVs. In this way, the Group continued to make the utmost efforts to improve organizational structure in order to promptly respond to the shift in the global market. In addition, the group focused on the development of eco-devices with the aim to improve the global environment, and sales of energy-saving and advanced “LED lighting” that can contribute to CO2 reduction. Furthermore, while working to improve management at OKI Semiconductor Co., Ltd. and constructing a cooperative system with the LSI division of ROHM, the company finalized the purchase of SiCrystal AG (Germany), a manufacturer of SiC wafers, which are garnering attention as a next-generation material for semiconductors, and Kionix,Inc. (US), which is the world’s third largest supplier of MEMS acceleration sensors (*1), thus pursuing a focus on future product development.

In this situation, net sales in the consolidated statement of income of the year ended March 31, 2010 recorded 335,640 million yen (an increase of 5.8 percent from the previous fiscal year) and operating income in the consolidated statement of income marked 18,809 million yen (an increase of 78.5 percent from the previous fiscal year). This was accompanied by the effects of increased profits as well as a reduction in selling, general and administrative expenses.

Ordinary income in the consolidated statement of income was 17,284 million yen (a decrease of 6.8 percent from the previous fiscal year) as, for example, foreign currency exchange gains in the previous fiscal year had changed to foreign currency exchange losses.

Net income in the consolidated statement of income was 7,134 million yen (a decrease of 27.5 percent from the previous fiscal year) as the result of recognizing impairment loss on fixed assets and business structure improvement expenses.

* 1. MEMS acceleration sensors

Electronic device having an electromechanical structure equipped with a sensor function to measure changes in speed on silicon chips by the use of semiconductor microfabrication technology.

Divisional Review of Results of Operations

<Integrated Circuits>

Net sales in the consolidated statement of income for the year ended March 31, 2010 were 186,898 million yen (an increase of 16.9 percent from the year ended March 31, 2009).

In the category of LSIs, after an abrupt adjustment phase in autumn of 2008, signs of recovery were noticed, but the overall market remained in a severe state. Sales of LSIs for mobile phones including LED drivers for overseas markets were robust, but the sales of analog front-end LSIs (*2), display driver LSIs and audio related LSIs were weak. In the category of audio and visual equipment, sales of power supply LSIs for flat-screen TVs, backlight inverter LSIs, sound amplifiers, and audio DSPs (*3) were strong. Sales of power supply LSIs for car audios and motor driver ICs for audios and DVD players/recorders showed signs of recovery after autumn. And, sound processors also increased sales after the turn of the year, however overall sales stagnated. As for game consoles, although sales of power supply ICs were strong, sales of Voice Generation ADPCM Decoder LSIs (*4) remained weak. With regards to personal computers, sales of motor driver ICs for fan motors and optical disks slowed down. In general-purpose equipment, although sales of LDO regulators (*5), EEPROMs, DC/DC converters and reset ICs showed a healthy trend in the second half of the year, while sales on the whole remained stagnant.

In the area of modular products, sales of AC/DC converters, which were sluggish in the first half of the year, enjoyed robust sales in the second half of the year. Other power modules were on a recovery track after the turn of the year. However, sales of IrDA infrared communication (*6)) modules were sluggish.

At OKI Semiconductor Co., Ltd., sales of the P2ROM (*7) for gaming equipment, which had been strong in the first half of the year, slowed down after summer. Furthermore, LCD driver LSIs were affected by tough price competition, as severe conditions continued.

The ROHM Group continued to focus its efforts on cost reduction and improvement of production efficiency at OKI Semiconductor Co., Ltd., and to work on sharing existing production lines of the ROHM Group with OKI Semiconductor Co., Ltd.

* 2. Analog front-end LSI for mobile phone

An LSI which converts analog signals received with an antenna into digital signals that can be processed within a mobile phone.

* 3. Audio DSP (digital sound processor)

A dedicated processor for audio equipment which digitally processes audio signals.

* 4. Voice Generation ADPCM (Adaptive Differential Pulse Code Modulation) Decoder LSI

An LSI for demodulating voice-compressed data in the form of ADPCM (one of the systems for converting voice into digital data, which, by digitalizing the difference with the data that was most recently digitalized, besides digitalizing voices at regular time intervals, reduces the overall amount of data without a degradation of sound quality) and for reproducing audio via speakers.

* 5. LDO (Low Drop Out) regulator

A circuit for outputting a desired constant voltage from a certain input voltage. LDO stands for Low Drop Out type, which suffers minimal loss in conversion.

* 6. IrDA

Infrared Data Association, a standard for transmitting and receiving data using infrared rays, widely used for laptop computers and mobile phones.

* 7. P2ROM (Production Programmed ROM)

An OKI Semiconductor's unique non-volatile memory, on which customer programs and data are written at the factory before shipment. Used for game consoles and can be shipped in a shorter amount of time as compared to general-use mask ROMs.

<Discrete Semiconductor Devices>

Net sales in the consolidated statement of income for the year ended March 31, 2010 were 108,021 million yen (a decrease of 5.4 percent from the year ended March 31, 2009).

In the transistor and diode product group, fast recovery diodes (*8) and Zener diodes had brisk sales. The sales of other leading products such as bi-polar transistors and small-signal diodes, which were sluggish in the first half of the year, showed soundness after the turn of the year, thus overall sales were on a trend toward recovery.

Concerning the market of LEDs (light emitting diodes), sales of high-intensity full-color LEDs for amusement equipment increased considerably and showed relatively healthy results.

As for laser diodes, sales of dual wavelength lasers for CD/DVD showed a trend toward improvement due to some new product releases. In addition, lasers for CD and DVD slightly trended toward recovery after the turn of the year.

In the area of production systems, production transfers continued to overseas plants of the ROHM Group in Thailand, the Philippines, and Tianjin, China. Furthermore, with the objective of enhancing the group's ability to respond to cost concerns, the ROHM Group strived for improved production efficiency.

* 8. Fast recovery diode

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

<Passive Components>

Net sales in the consolidated statement of income for the year ended March 31, 2010 were 18,034 million yen (a decrease of 6.0 percent from the year ended March 31, 2009).

In the resistors product family, the recovery continued to be slow, however in the second half of the year, the market was on a readjustment path centering on resistors for automobile component markets.

Within our tantalum capacitors, bottom-surface electrodes for laptop PCs experienced a favorable increase in sales, thus moving towards gradual recovery after the turn of the year.

The production system for tantalum capacitors was continuously strengthened at the ROHM Group plant in Thailand and efforts for cost reduction were exerted.

<Displays>

Net sales in the consolidated statement of income for the year ended March 31, 2010 were 22,685 million yen (a decrease of 4.6 percent from the year ended March 31, 2009).

In the printhead product family, small-size thermal printheads for miniaturized printers enjoyed robust sales after the turn of the year, but overall sales decreased mainly in the fields of image sensor heads for facsimile machines and multifunction printers. Regarding LED displays, sales of LED display modules such as eight-character numeric displays, which had been stagnant, started to recover. In addition, sales of dot matrix-type LED display modules enjoyed brisk sales growth.

LED lighting, which is expected to be an energy-saving light source of the next generation and contributor to CO2 reduction, is gradually growing its sales figures as commercial facilities and office buildings have started to adopt this illumination system.

As for production systems, enforcement of a production control processes and improvement of production efficiency at the plant of the ROHM Group in Dalian, China progressed with efforts to reduce cost.

(2) Capital Expenditures

In this period, the Group invested 30,216 million yen in total in facilities to pursue the improvement and expansion of the development and manufacturing system as well as drastic streamlining. The breakdown of the investment is as follows:

Facilities for Integrated Circuits Division	12,659	million yen
Facilities for Discrete Semiconductor Devices Division	9,062	million yen
Facilities for Passive Components Division	1,356	million yen
Facilities for Displays Division	1,620	million yen
Others (including buildings and other assets shared by divisions)	5,516	million yen

(3) Financing

The capital expenditures and others during this period were funded through internal funding. No financing through stock issuance, bond issuance and borrowing was carried out.

(4) Priority Issues

The world economy gradually moved toward recovery from the abrupt economic slowdown triggered by the financial crisis in the US in 2008. However, because tough employment environments in individual regions remain, the overall economy has not yet reached full-fledged recovery.

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, worldwide economic deterioration, technological competition and price wars are expected to continuously intensify. 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.

The ROHM Group will do its best with across-the-board efforts to improve business performance through the development of new, value-added products and technologies in anticipation of future customer demands, the improvement in quality and reliability by further enhancing its manufacturing technologies, the reinforcement of production and sales structures, the streamlining of corporate operations, and implementation of cost-cutting measures.

Furthermore, in order to exert a synergetic effect by supplementing each other with OKI Semiconductor Co., Ltd., ROHM will make company-wide efforts to further construct and strengthen partnerships in its LSI business. In the previous fiscal year, the ROHM Group purchased SiCrystal AG (Germany), a manufacturer of SiC wafers, which are garnering attention as a next-generation material for semiconductors, and Kionix,Inc. (US), which is the world’s third largest manufacturer of MEMS acceleration sensors. Accordingly, the ROHM group will make use of the business advantages brought by the purchases of these two companies. The ROHM Group will promote various strategies to focus on development of next generation products and continue to improve its corporate values.

(5) Operating Results and Financial Position of the ROHM Group

(Millions of yen otherwise noted)

Item	Mar-2007	Mar-2008	Mar-2009	(Current period) Mar-2010
Net Sales	395,081	373,405	317,140	335,640
Ordinary Income	77,578	62,796	18,544	17,284
Net Income	47,446	31,931	9,837	7,134
Net Income per Share (yen)	413.56	284.66	89.76	65.09
Total Assets	962,602	870,972	809,185	807,339
Net Assets	817,818	755,872	709,840	707,718

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

(Reference) Operating Results and Financial Position of the Company

(Millions of yen otherwise noted)

Item	Mar-2007	Mar-2008	Mar-2009	(Current Period) Mar-2010
Net Sales	359,802	333,279	247,537	274,247
Ordinary Income	42,392	33,244	21,419	18,526
Net Income	30,284	18,077	3,926	13,851
Net Income per Share (yen)	263.98	161.16	35.83	126.42
Total Assets	602,024	543,393	532,056	557,718
Net Assets	513,235	476,241	453,344	460,842

(Notes) 1. These values are rounded down to the nearest million except for the net income per share for the period, rounded down to two decimal places.

2. Net income per share for the period is calculated based on the average number of shares during the period after deduction of the number of treasury stock.

(6) Main Business

The Group's main operations are the manufacturing and sales of electronic components.
Its major product lines are as follows;

Product Category		Major Products
Electronic Components	Integrated circuits	Monolithic ICs, Power Modules, Photo Link Modules
	Discrete semiconductor devices	Transistors, Diodes, Light Emitting Diodes, Laser Diodes
	Passive components	Resistors, Capacitors
	Displays	Thermal Heads, Image Sensor Heads, LED Displays, Others

(7) Main Business Sites

Name		Location
ROHM CO., LTD.	Head Office/Factory LSI Development Center Yokohama Technology Center Nagoya Design Center Yokohama Business Center Tokyo Business Center Shinagawa Business Center Nishi-Tokyo Business Center Kyoto Business Center Kobe Business Center Nagoya Business Center	Kyoto Kyoto Kanagawa Aichi Kanagawa Tokyo Tokyo Tokyo Kyoto Hyogo Aichi
Manufacturing	ROHM HAMAMATSU CO., LTD. ROHM WAKO DEVICE CO., LTD. ROHM APOLLO DEVICE CO., LTD. ROHM TSUKUBA CO., LTD. ROHM FUKUOKA CO., LTD. ROHM WAKO CO., LTD. ROHM APOLLO CO., LTD. ROHM MECHATECH CO., LTD. OKI SEMICONDUCTOR CO., LTD. OKI SEMICONDUCTOR MIYAGI CO., LTD. OKI SEMICONDUCTOR MIYAZAKI CO., LTD. ROHM KOREA CORPORATION ROHM ELECTRONICS PHILIPPINES, INC. ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD. ROHM SEMICONDUCTOR (CHINA) CO., LTD. ROHM ELECTRONICS DALIAN CO., LTD. ROHM WAKO ELECTRONICS (MALAYSIA) SDN., BHD. KIONIX,INC. SICRYSTAL AG ROHM MECHATECH PHILIPPINES, INC. ROHM MECHATECH THAILAND CO., LTD. OKI (THAILAND) CO., LTD	Shizuoka Okayama Fukuoka Ibaraki Fukuoka Okayama Fukuoka Kyoto Tokyo Miyagi Miyazaki Korea Philippines Thailand China China Malaysia U.S.A. Germany Philippines Thailand Thailand
Sales	ROHM SEMICONDUCTOR U.S.A., LLC ROHM SEMICONDUCTOR GmbH ROHM SEMICONDUCTOR KOREA CORPORATION ROHM SEMICONDUCTOR TRADING DALIAN CO., LTD. ROHM SEMICONDUCTOR (SHANGHAI) CO., LTD. ROHM SEMICONDUCTOR (SHENZHEN) CO., LTD. ROHM SEMICONDUCTOR (H.K.) CO., LTD. ROHM SEMICONDUCTOR TAIWAN CO., LTD. ROHM SEMICONDUCTOR SINGAPORE PTE. LTD. ROHM SEMICONDUCTOR (PHILIPPINES) CORPORATION ROHM SEMICONDUCTOR (THAILAND) CO., LTD. ROHM SEMICONDUCTOR (MALAYSIA) SDN. BHD.	U.S.A Germany Korea China China China China Taiwan Singapore Philippines Thailand Malaysia
Logistics	ROHM LOGISTEC CO., LTD.	Okayama

(8) Employees

Number of Employees	(Change from the Previous Fiscal Year)	Average Service Years
21,005	(Decrease by 1,029 employees)	8.4 years

(Notes) 1. The value of the average service years is rounded down to one decimal place.

2. The number of employees includes, in addition to full-time employees, 514 regular workers based on fixed-term employment contracts, who are excluded from the calculation of the average service years.

(9) Summary of Important Subsidiaries

Company Name	Capital	Voting Right Ratio by ROHM	Main Business
ROHM HAMAMATSU CO., LTD.	Million yen 400	100.00%	Manufacture of electronic components
OKI SEMICONDUCTOR CO., LTD	Million yen 20,000	95.00	Manufacture of electronic components
ROHM ELECTRONICS PHILIPPINES, INC.	Thousand peso 1,221,563	100.00	Manufacture of electronic components
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	Thousand baht 1,115,500	100.00	Manufacture of electronic components
ROHM SEMICONDUCTOR (CHINA) CO., LTD.	Million yen 12,990	100.00	Manufacture of electronic components
ROHM SEMICONDUCTOR (H.K.) CO., LTD.	Thousand HK$ 27,000	100.00	Sales of electronic components
ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.	Thousand S$ 90,630	100.00	Administrative responsibility for subsidiaries in Asia and sales of electronic components
ROHM U.S.A., INC.	Thousand US$ 253,642	100.00	Administrative responsibility for subsidiaries in North and South America

(Notes) 1. Amounts of capital and voting right ratios are rounded down to the nearest million (in yen) or the nearest thousand (in foreign currencies), and to two decimal places, respectively.

2. Voting Right Ratio by ROHM includes indirect holdings through subsidiaries.

(10) Acquisition of Shares in Other Companies (including foreign companies), etc.

1. The Company's subsidiary ROHM ELECTRONICS EUROPE LIMITED acquired 74.487% of the stock of SiCrystal AG, as of July 14, 2009, making it a ROHM subsidiary.
2. The Company's subsidiary ROHM U.S.A., INC. acquired KIONIX,INC. and its three subsidiaries as of November 16, 2009, by reverse triangular merger, making them ROHM subsidiaries.

2. Status of Shares

(1) Total Number of Shares Authorized to be Issued 300,000,000

(2) Total Number of Shares Issued 109,567,800

(Excluding 5,732,200 shares of treasury stock)

(3) Total Number of Shareholders as of March 31, 2010 28,428

(4) Major Shareholders (Top 10 Shareholders)

Name	Number of Shares Held (Thousands of shares)	Ownership
Japan Trustee Service Bank Ltd. (Trust account)	8,354	7.62%
Rohm Music Foundation	8,000	7.30
The Master Trust Bank of Japan, Ltd. (Trust account)	6,773	6.18
State Street Bank and Trust Company 505223	4,587	4.18
State Street Bank and Trust Company	2,910	2.65
Bank of Kyoto Ltd.	2,606	2.37
State Street Bank and Trust Company 505225	2,498	2.28
Ken Sato	2,405	2.19
Japan Trustee Service Bank Ltd. (Trust account 9)	2,342	2.13
The Chase Manhattan Bank, N.A. London Secs Lending Omnibus Account	1,896	1.73

(Notes) 1. The number of shares less than one thousand shares and the percentage of ownership less than two decimal places are rounded down to the nearest unit, respectively.

2. 5,732 thousand shares of treasury stock are excluded from the above calculation.

3. Directors and Company Auditors of the Company

(1) Directors and Company Auditors

(As of March 31, 2010)

Position	Name	Positions at the Company and Important Duties outside the Company
* President	Ken Sato	Chairman of Rohm Music Foundation
* Senior Managing Director	Satoshi Sawamura	
Managing Director	Hidemi Takasu	General Manager of Research and Development Headquarters
Director	Takahisa Yamaha	General Manager of Global Operations Headquarters
Director	Toru Okada	General Manager of Quality Assurance & Environmental Headquarters
Director	Nobuo Hatta	Special Missions
Director	Osamu Hattori	General Manager of Asia Sales Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Tadanobu Fujiwara	General Manager of Eastern Japan Sales Headquarters
Director	Hachiro Kawamoto	
Company Auditor (Full-Time)	Yoshiaki Shibata	
Company Auditor (Full-Time)	Hideo Iwata	
Company Auditor	Yasuhito Tamaki	Attorney at Law
Company Auditor	Shinya Murao	CPA
Company Auditor	Haruo Kitamura	CPA, Outside Company Auditor of Yamaha Corporation

(Notes) 1. * Representative Directors.

2. Hachiro Kawamoto is the outside Director as provided in Article 2, Paragraph 15, of the Companies Act.
3. All five of the Company Auditors are the outside Company Auditors as provided in Article 2, Paragraph 16, of the Companies Act.
4. Company Auditors Shinya Murao and Haruo Kitamura are certified public accountants and are duly informed of finances and accounting.
5. Changes in the membership of the Board of Directors and the Board of Company Auditors during this fiscal year were as specified below.

(1) New appointments

1) Takahisa Yamaha was newly elected and appointed as a Director at the 51st Ordinary General Shareholders Meeting of June 26, 2009.

2) Tadanobu Fujiwara was newly elected and appointed as a Director at the 51st Ordinary General Shareholders Meeting of June 26, 2009.

(2) Retirements

1) Ken Sato retired from the position of the President (Representative Director) as of March 31, 2010.

2) Naotoshi Watanabe retired from the position of Managing Director as of the closing of the 51st Ordinary General Shareholders Meeting of June 26, 2009 due to the expiry of his term of office.

(3) Changes in positions

1) Satoshi Sawamura was appointed as Senior Managing Director (Representative Director) as of October 25, 2009.

2) Hidemi Takasu was appointed as Managing Director as of June 29, 2009.

3) Toru Okada was appointed as Managing Director as of June 29, 2009, and as Director as of October 25, 2009.

(4) Changes in duties

1) Hidemi Takasu's position was changed from General Manager of LSI General Headquarters to General Manager of LSI General Headquarters as well as in charge of Research and Development as of May 11, 2009, and from General Manager of LSI General Headquarters as well as in charge of Research and Development to General Manager of Research and Development Headquarters as of October 25, 2009.

2) Takahisa Yamaha's position was changed from General Manager of LSI Operations Headquarters to General Manager of Global Operations Headquarters as of October 25, 2009.

3) Toru Okada's position was changed from General Manager of Quality Assurance & Environmental Headquarters to General Manager of Discrete Devices / Modules Production Headquarters as well as in charge of Quality Assurance and Environment as of May 11, 2009, and from General Manager of Discrete Devices / Modules Production Headquarters as well as in charge of Quality Assurance and Environment to General Manager of Quality Assurance & Environmental Headquarters as of October 25, 2009.

4) Nobuo Hatta's position was changed from General Manager of Administrative Headquarters to

Special Missions as of December 1, 2009.

5) Osamu Hattori's position was changed from General Manager of Asia Sales Headquarters and China Sales Headquarters to General Manager of Asia Sales Headquarters as of October 25, 2009.

6. The regime of the Board of Directors and the Board of Company Auditors changed as follows as of April 1, 2010.

Position	Name	Positions at the Company and Important Duties outside the Company
* President	Satoshi Sawamura	
Managing Director	Hidemi Takasu	General Manager of Research and Development Headquarters
Managing Director	Takahisa Yamaha	General Manager of Global Operations Headquarters
Director	Toru Okada	General Manager of Quality Assurance & Environmental Headquarters
Director	Nobuo Hatta	Special Missions
Director	Osamu Hattori	General Manager of Asia Sales Headquarters
Director	Eiichi Sasayama	General Manager of Accounting & Finance Headquarters
Director	Tadanobu Fujiwara	General Manager of Japan Sales Headquarters
Director	Hachiro Kawamoto	
Company Auditor (Full-Time)	Yoshiaki Shibata	
Company Auditor (Full-Time)	Hideo Iwata	
Company Auditor	Yasuhito Tamaki	Attorney at Law
Company Auditor	Shinya Murao	CPA
Company Auditor	Haruo Kitamura	CPA, Outside Company Auditor of Yamaha Corporation

(Note) * Representative Director.

(2) Total Remuneration for Directors and Company Auditors

Position	Number of Members	Remuneration
Directors	11	195 million yen
Company Auditors	5	62 million yen
Total	16	258 million yen

(Notes) 1. Directors' remuneration does not include the amount paid as salary for employees to those Directors who are also employees.

2. The total amount of Directors' remuneration is limited to 600 million yen per year based on the resolution of the 48th Ordinary General Shareholders Meeting held on June 29, 2006, and the total amount of Company Auditors' remuneration is limited to 6 million yen per month based on the resolution of the 36th Ordinary General Shareholders Meeting held on June 29, 1994.

3. Directors' remuneration includes the amount of 25 million yen as bonuses for the Directors in the 52nd fiscal year.

4. One Director is an Outside Director and all the Company Auditors are Outside Company Auditors. The total amount of their remuneration is 72 million yen.

(3) Main Activities of Outside Director and Outside Company Auditors

Position	Name	Main Activity
Director	Hachiro Kawamoto	Attended 86% of the 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Provides opinions based on experience and knowledge as a longtime administrator of an incorporated school.
Company Auditor (Full-Time)	Yoshiaki Shibata	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Attended all 15 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position and experience as the full-time Company Auditor.
Company Auditor (Full-Time)	Hideo Iwata	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Attended all 15 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., from a comprehensive point of view, based on his position as the full-time Company Auditor and based on experience and knowledge as a longtime administrator at a financial institution.
Company Auditor	Yasuhito Tamaki	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Attended all 15 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a lawyer.
Company Auditor	Shinya Murao	Attended all 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Attended all 15 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a certified public accountant (CPA).
Company Auditor	Haruo Kitamura	Attended 89% of the 28 meetings of Board of Directors during the fiscal year ended March 31, 2010 (including participation in 13 resolutions deemed to have been made in writing). Attended 93% of the 15 meetings of the Board of Company Auditors. Provides opinions regarding corporate management, etc., principally from a professional point of view as a CPA.

4. Independent Auditor

(1) Name of the Independent Auditor

Deloitte Touche Tohmatsu LLC

(2) Remuneration for the Independent Auditor for the 52nd Fiscal Year 90 million yen

The audit engagement between the Company and its independent auditor, Deloitte Touche Tohmatsu LLC, does not and actually cannot distinguish between remuneration based on the Companies Act and remuneration based on the Financial Instruments and Exchange Act. For this reason, the amount above includes the aggregate sum of these amounts.

(3) Policy Regarding Decision to Dismiss or Not to Reappoint Independent Auditor

The Company's Board of Company Auditors may dismiss the Independent Auditor based on a unanimous decision when the Board of Company Auditors has decided that the Independent Auditor has violated or infringed such laws as the Companies Act or the Certified Public Accountants Law or have offended public order or morals.

The Directors may propose not to reappoint the Independent Auditor at the General Shareholders Meeting with an agreement of the Board of Company Auditors or upon request of the Board of Company Auditors when it is deemed difficult for the Independent Auditors to perform audits properly due to an event that may damage their qualification or independence.

(4) Total Remuneration for the Independent Auditors to be Paid by the Company and Its Subsidiaries

177 million yen

(Note) Among ROHM group's significant subsidiaries, financial statements of the six overseas subsidiaries are audited (in compliance with the foreign laws or regulations that correspond to the Companies Act) by certified public accountants or auditing firms (including those who have commensurate licenses in foreign countries) other than the Company's Independent Auditor.

5. Corporate System and Policies of ROHM Group

(1) Corporate System to Ensure the Compliance of the Execution of Duties of the Directors under the Laws, Regulations and the Articles of Incorporation, and to Ensure Proper Operation (Internal Control System)

Regarding the reinforcement of the internal control system as one of the major corporate missions, ROHM group intends to carry out its corporate social responsibilities not only by ensuring the reliability of the Group's financial reports but also by maintaining compliance of the operational processes of the entire Group. The Board of Directors of the Company has resolved the basic policies to build the internal control system and the improvement of the system, as listed below:

1) The system to ensure the compliance of the execution of duties of the Directors under applicable laws as well as the Articles of Incorporation

(a) Directors' violation of applicable laws, regulations, or the Articles of Incorporation should be prevented when they perform their duties, based on the ROHM Group Business Conduct Guidelines and the Basic Rules of the Board of Directors.

(b) The Director or Directors who are highly informed in a specific field should be responsible for the duties related to such field, while all Directors should hold discussions and monitor each other on a daily basis concerning the respective individual fields.

(c) Should a Director be found having committed an illegal act by another Director or a Company Auditor, it should be promptly reported to the Board of Directors or the Board of Company Auditors.

(d) The Compliance Hotline (the internal hotline system) should be created to discover any illegal conduct of a Director and to prevent recurrence thereof.

(e) In addition to one Outside Director, all five Outside Auditors should constantly check that Directors perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation.

2) System to save and control information related to Directors' performance of duties

(a) The minutes of general shareholders meetings and documents related thereto, the minutes of the meetings of the Board of Directors and documents related thereto, executive proposals, and the agreements and other events that may affect Directors' performance of their duties, such as documents used to plan projects for individual fiscal years, should be saved in writing. The documents should be saved and controlled in compliance with all applicable laws and regulations as well as all in-house regulations.

(b) The directions and notices provided to Group companies or in-house divisions concerned shall be issued via email or in writing as a rule. The directions and notices shall be saved so as to be presented at any time when requested by Directors, Company Auditors or other authorized parties.

(c) Information related to Directors' performance of duties should be kept and controlled duly by relevant sections or divisions concerned, and insider information should be disclosed properly at the right time through the Company's public relations operations under the control of the Information Disclosure Committee.

3) Rules and other systems to control the risk of loss

(a) To comprehensively control and supervise risks, a Risk Control Committee should be organized and risk control policies should be created based on the risk control rules established by this committee. The Risk Control Committee should identify and analyze all the risks that may occur in the course of the performance of business operations, establish measures against such risks, and control and verify the activities of the sections and divisions which are primarily responsible for controlling such risks.

(b) In-house committees and specialized work groups, such as the Corporate Safety and Health Committee, Fire Prevention Committee and Environmental Conservation Committee, should perform daily activities so as to preclude safety risks and environmental risks and should implement proper actions if any risk actually materializes.

(c) As a corporate effort to eradicate antisocial groups, a Risk Management Office should be established in the Department of General Affairs. The Office should cooperate and exchange information with external specialist organizations such as the police department, promote specific actions and perform them thoroughly, to eradicate antisocial groups. In-house regulations should be established to eradicate antisocial groups and should be strictly observed. All employees should be informed by way of the ROHM Group Action Policy, as distributed to all employees, or by other means, that they must take a firm stand against antisocial groups. Further, the necessity of taking a firm stand against antisocial groups should be communicated to all employees through various in-house training sessions.

4) System to ensure that Directors perform their duties efficiently

(a) The Board of Directors should consist of a small number of Directors authorized to execute business operations to realize prompt executive decision-making.

(b) The Board of Directors should consist of Directors who are highly experienced in different fields. The Board should divide duties to the Director in charge of that certain field and have him/her perform the specific duties of that field.

(c) Issues that may have a considerable influence on corporate management should be examined and resolved by in-house project teams established separately for individual issues. Upon completion of such examination, prompt decisions should be made by way of a meeting of Board of Directors or executive proposals, as appropriate, based on the Articles of Incorporation and internal regulations.

(d) The in-house written standards of in-house control procedures regarding various managerial issues such as risk control and information control should be strictly observed.

(e) To increase the competitiveness of the Group and to ensure a fair amount of profits, business performance targets should be established as part of annual profit-raising projects for the entire company and individual divisions, and business performance should be controlled based on such projects and targets.

5) System to ensure that employees perform their duties in compliance with all applicable laws and regulations as well as the Articles of Incorporation

(a) The Compliance Committee should be organized and across-the-group compliance actions should be taken by implementing the ROHM Group Business Conduct Guidelines. A leader for each division of each Group company should be nominated as a compliance leader to raise the awareness of the importance of compliance and to ensure the ongoing compliance of each division.

(b) To cope with proprietary laws and regulations in an efficient manner, in addition to the Compliance Committee, various additional committees, such as the Information Disclosure Committee, Corporate Safety and Health Committee, and Environmental Conservation Committee, should be committed to such actions as checking the status of the entire Group and performing ongoing educational activities.

(c) Under the control of the Information Disclosure Committee, individual sections and divisions should properly control insider information and educate employees in the interest of and raising awareness of the importance of strict information handling, to prevent insider trading.

(d) An internal control system should be established and reinforced to ensure proper financial reporting is ensured through adherence to the evaluation and audit systems in connection with the internal control of financial reporting.

(e) A Compliance Hotline (internal hotline system) should be deployed to the entire ROHM Group including overseas entities, to uncover any illegal employee conduct and to prevent any recurrence of illegal conduct.

(f) Internal audits should be performed to check the status of business operations, to ensure compliance with laws, regulations, and the Articles of Incorporation, and to make improvements to streamline corporate operations.

6) System to ensure compliance of the Group's corporate operations

(a) Written standards applicable to the entire ROHM group should be established and implemented.

(b) The compliant business operations of Group companies should be monitored by appointing employees of the Company or its subsidiaries to Group companies' Board of Directors or Company Auditors.

(c) A compliance system should be created in each subsidiary, modeled after the system of the Company, thus expanding corporate compliance activities and reinforcing combined efforts between the Company and its subsidiaries.

(d) A system should be operated that requires the Board of Directors' resolution or an executive decision at the Company to settle critical issues at the subsidiary level, thus enabling the Company's relevant divisions to control Group companies comprehensively.

(e) An internal control system that includes the Company and significant subsidiaries should be established and reinforced through a framework that ensures financial reporting compliance and through efforts to conform to the auditing system.

(f) The Company's auditing division should perform internal audits.

7) Employees Hired upon the Request of a Company Auditor to Assist the Auditor's Duties

The Company should, upon Company Auditor's request, appoint staff employees with proper capabilities.

8) Independence of the above employees from Directors

The staff of Company Auditors should be independent of duties related to the execution of corporate business. The employment and transfer of Company Auditors' staff shall acquire the prior approval of the Board of Company Auditors. In the evaluation of their work performance, opinions from the Board of Company Auditors shall be respected.

9) System for Directors and employees to report to Company Auditors, and other systems for reporting to Company Auditors

(a) Each Director should report to Company Auditors, whenever necessary, regarding whether or not there is any illegal conduct in the performance of Directors' duties, any neglect in the obligation of being duly conscious as good Directors, or any fact that may damage the Company considerably, etc.

(b) The meetings of committees, such as the Compliance Committee, Risk Control Committee, and Information Disclosure Committee, should be attended by full-time Company Auditors as observers, and also reported to the Company Auditors periodically by submitting proceedings or by other appropriate means.

(c) A system should be retained whereby the status and results of business operations can be properly reported to Company Auditors through executive proposals and reports.

10) Other systems to ensure that the audits by Company Auditors are performed effectively

(a) Concerning the status of the operation of the internal control system, Directors should report to the Board of Company Auditors where requested.

(b) The internal audit division should consist of enhanced substantially and the cooperation with Company Auditors should be reinforced.

(c) All Company Auditors should be Outside Auditors. The Board of Company Auditors should be a strongly independent group consisting of diversified experts, including legal specialists, accounting specialists, and those who used to work for financial institutions.

(2) Basic Policies Related to the Company's Ownership Control

1) Basic Policies

The Company's Mission has been to contribute to the advancement and progress of our culture through a consistent supply, under all circumstances, of high quality products in large volumes to the global market. We believe that fulfilling this mission creates and enhances total long-term corporate value, and at the same time promotes the common interests of all of our stakeholders including our shareholders. We understand that the Board of Directors, delegated by the shareholders, is responsible for further enhancing corporate value by fulfilling the above mission and making consistent managerial efforts for sustainable growth.

As for so-called takeover defenses, the Company believes that the best strategy is to achieve a higher stock price as well as to gain, to the fullest extent, the confidence of its shareholders by mutual communications through ongoing and comprehensive investor relations activities. And if a takeover proposal is put forward, we consider that the ultimate decision as to whether or not to accept the takeover proposal should be made by the shareholders of that time. The Company considers that, in the process of the ultimate decision making, it is not acceptable that the Board of Directors make random judgments in order to protect their own interests, for instance. Moreover, the Company has determined that it is one of the duties of the Board of Directors for securing and improving the corporate value and the common interests of the shareholders is to adopt fair and appropriate measures beforehand, so that the Company's shareholders can make an informed decision based on sufficient information and within a reasonable time period.

2) Specific Measures

Based on the above basic policies, ROHM decided at the meeting of the Board of Directors held on May 11, 2006 to adopt the "Fair Rules for the Acquisition of Substantial Shareholdings" (the "Plan"), which was designed to enable the shareholders to make informed decisions in accordance with a fair and highly transparent procedure.

On the other hand, after the adoption of the Plan, the amended Financial Instruments and Exchange Law (the "Law") provided that (1) the "Special reporting system" should not be applied to the case where a person who acquired shares intends to make a "significant proposal concerning involvement in management" and requires such person to submit the "Large Shareholdings Report" within 5 business days of such an acquisition and that (2) a target company can make a request for extension of a tender offer period and to ask questions to the tender offeror. As such, there has been, to a certain extent, some progress in the laws in order to ensure that sufficient information and a reasonable time period are given to enable shareholders to make an informed decision. ROHM believes that the management environment surrounding us has significantly changed since ROHM adopted the Plan three years ago, to the point where the threat of an abusive hostile takeover which might damage the corporate value and the common interests of the shareholders of ROHM has relatively decreased.

Taking into account the above, ROHM has reaffirmed its resolution that it is of the highest priority to commit itself to enhance corporate value and the common interests of shareholders through sustainable growth by developing high-value-added products, continuously implementing measures to reduce costs which can suitably reflect changes in the management environment, and continuing the steady implementation of shareholder return measures, etc. Therefore, ROHM decided, at the meeting of the Board of Directors held on May 11, 2009, to terminate the Plan.

In the event that ROHM intends to reintroduce takeover defense measures similar to the Plan, it will, as a general rule, submit a proposed plan to a general meeting of the shareholders and obtain the shareholders' approval in advance. However, the Board of Directors will continue to monitor the trading of the company's stock and any change in its shareholders, and, if a party who intends to acquire substantial shareholdings of the company emerges, the Board of Directors will, based upon prudent consideration and on the opinions of the outside Director, outside Company Auditors and outside experts, evaluate any offer made by such acquirer and, if it deems it appropriate, negotiate with such offeror. In the event where it is reasonably concluded that, if prompt measures are not adopted, the company's corporate value and common interests of shareholders may be damaged, the Board of Directors will promptly determine, as part of the duties entrusted to management by shareholders, whether or not any appropriate measures, to the extent permitted by the Companies Act and other applicable laws and regulations, shall be taken and the content of such measures, and establish the procedure to implement such measures, based upon prudent consideration and on opinions of the outside Director, outside Company Auditors and outside experts.

Consolidated Balance Sheet

As of March 31, 2010

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**462,434**	**Current liabilities**	**68,849**
Cash and time deposits	271,224	Notes and accounts payable-trade	20,995
Notes and accounts receivable-trade	78,258	Accounts payable-other	28,697
Securities	8,802	Accrued income taxes	4,003
Merchandise and finished products	22,063	Deferred tax liabilities	1,110
Work in process	39,691	Provision for business structure improvement	437
Raw materials and supplies	23,602	Other	13,606
Prepaid pension cost	2,614		
Deferred tax assets	10,516		
Refundable income taxes	661	**Long-term liabilities**	**30,770**
Other	5,327	Deferred tax liabilities	18,336
Allowance for doubtful notes and accounts	△ 329	Liability for employees' retirement benefits	10,210
		Other	2,223
Fixed assets	**344,904**	**Total liabilities**	**99,620**
Tangible fixed assets	**260,697**		
Buildings and structures	92,900	(Net assets)	
Machinery, equipment and vehicles	61,940		
Tools and furniture	5,515	**Shareholders' equity**	**770,267**
Land	85,501	Common stock	86,969
Construction in progress	14,838	Capital surplus	102,403
		Retained earnings	637,999
Intangible fixed assets	**37,929**	Treasury stock	△ 57,105
Goodwill	27,453		
Other	10,475	**Valuation and translation adjustments**	**△ 64,738**
		Net unrealized gain on available-for-sale securities	8,121
Investments and other assets	**46,278**		
Investment securities	38,693	Foreign currency translation adjustments	△ 72,860
Deferred tax assets	2,206		
Other	5,991		
Allowance for doubtful accounts	△ 612	**Minority interests**	**2,189**
		Total net assets	**707,718**
Total assets	**807,339**	**Total liabilities and net assets**	**807,339**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Consolidated Statement of Income

From April 1, 2009 to March 31, 2010

(Millions of yen)

Accounts	Amount	
Net sales		335,640
Cost of sales		229,831
Gross profit		**105,809**
Selling, general and administrative expenses		86,999
Operating income		**18,809**
Non-operating income		
Interest income	1,181	
Equity in earnings of unconsolidated subsidiaries and associated companies	185	
Other	1,129	2,496
Non-operating expenses		
Foreign currency exchange loss	3,565	
Other	455	4,021
Ordinary income		**17,284**
Extraordinary gains		
Gain on sale of fixed assets	76	
Gain on sale of stocks of subsidiaries and associated companies	133	
Gain on reversal of allowance for doubtful accounts	222	432
Extraordinary losses		
Loss on change in equity	77	
Loss on sale/disposal of fixed assets	711	
Impairment loss on fixed assets	1,737	
Loss on sale of stocks of subsidiaries and associated companies	52	
Loss on valuation of investment securities	23	
Loss on valuation of stocks of unconsolidated subsidiaries and associated companies	175	
Provision of allowance for doubtful accounts for investments in unconsolidated subsidiaries and associated companies	420	
Special retirement expense	213	
Business structure improvement expenses	2,998	
Settlement package	470	6,880
Income before income taxes and minority interests		**10,836**
Income taxes - current	7,271	
Income taxes - deferred	△ 3,270	4,001
Minority interests in net loss		299
Net income		**7,134**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

ROHM SEMICONDUCTOR

Consolidated Statement of Changes in Net Assets

From April 1, 2009 to March 31, 2010

(Millions of yen)

	Shareholders' Equity					Valuation and Translation Adjustments			Minority Interests	Total Net Assets
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity	Net Unrealized Gain on Available-for-Sale Securities	Foreign Currency Translation Adjustments	Total Valuation and Translation Adjustments		
Balance as of March 31, 2009	86,969	102,403	679,996	△ 91,973	**777,395**	168	△ 69,756	**△ 69,587**	**2,033**	**709,840**
Changes in the year										
Dividends			△ 14,244		**△ 14,244**					**△ 14,244**
Net income			7,134		**7,134**					**7,134**
Purchase of treasury stock				△ 18	**△ 18**					**△ 18**
Retirement of treasury stock		△ 34,886		34,886	**-**					**-**
Transfer to capital surplus from retained earnings		34,886	△ 34,886		**-**					**-**
Net changes in items other than shareholders' equity						7,953	△ 3,104	**4,849**	**156**	**5,006**
Total changes in the year	-	-	△ 41,996	34,868	**△ 7,128**	7,953	△ 3,104	**4,849**	**156**	**△ 2,122**
Balance as of March 31, 2010	86,969	102,403	637,999	△ 57,105	**770,267**	8,121	△ 72,680	**△ 64,738**	**2,189**	**707,718**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Notes to Consolidated Financial Statements

Notes to Basis in Preparing Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries 54

(2) Names of significant consolidated subsidiaries

ROHM HAMAMATSU CO., LTD.
OKI SEMICONDUCTOR CO., LTD.
ROHM ELECTRONICS PHILIPPINES, INC.
ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.
ROHM SEMICONDUCTOR (CHINA) CO., LTD.
ROHM SEMICONDUCTOR (H.K.) CO., LTD.
ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.
ROHM U.S.A., INC.

5 subsidiaries were added into and 4 subsidiaries were removed from the scope of consolidation for the fiscal year ended March 31, 2010.

Increase (5 companies)

SICRYSTAL AG (Acquired the stock as of July 14, 2009)

KIONIX,INC. and its three subsidiaries

(Made KIONIX,INC. a wholly owned subsidiary as of November 16, 2009, by reverse triangular merger)

Decrease (4 companies)

OKI ENVIRONMENT TECHNOLOGY INC.

(Merged with OKI SEMICONDUCTOR CO., LTD. as of May 11, 2009)

OKI SEMICONDUCTOR TAMA CO., LTD. (Sold the stock as of June 11, 2009)

OKI SEMICONDUCTOR KOREA CO., LTD. (Finished liquidation as of December 18, 2009)

OKI SEMICONDUCTOR AMERICA INC. (Finished liquidation as of March 26, 2010)

(3) Name of significant unconsolidated subsidiary

NARITAGIKEN CO., LTD.

(The unconsolidated subsidiary is small in terms of total assets, net sales, net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership), and others, and it has no material impact as a whole on the consolidated financial statements. It is thus removed from the scope of consolidation.)

2. Application of Equity Method

(1) Number of unconsolidated subsidiaries accounted for by the equity method 0

(2) Number of associated companies accounted for by the equity method 0

NORSTEL AB, which was an associated company accounted for by the equity method in the fiscal year ended March 31, 2009, became an unassociated company, because the voting right ratio by ROHM CO., LTD. (the “Company”) declined during the fiscal year ended March 31, 2010.

(3) Names of significant unconsolidated subsidiaries and associated companies not accounted for by the equity method

(Unconsolidated subsidiary)

NARITAGIKEN CO., LTD

(Associated company)

Lumiotec Inc.

The unconsolidated subsidiaries and associated companies not accounted for by the equity method are small in terms of net income or loss (amount corresponding to equity ownership), retained earnings (amount corresponding to equity ownership) and others, and they have no material impact as a whole on the consolidated financial statements. They were thus removed from the scope of application of the equity method.

3. Fiscal Year of the Consolidated Subsidiaries

The fiscal year end dates of thirteen consolidated subsidiaries are different from that of the consolidated balance sheet date, March 31. One of them is dated September 30, and twelve of them are dated December 31.

The financial statements of these subsidiaries as of the provisional closing date of March 31 were used for consolidation purposes.

4. Accounting Policies

(1) Valuation basis and method for significant assets

1) Securities

Marketable securities classified as available-for-sale securities are reported at fair value (based on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of net assets. The cost of available-for-sale securities sold is principally determined based on the moving average method. Non-marketable securities are stated at cost determined by the moving average method.

2) Inventories

Merchandise, finished products, work in process, and raw materials are stated principally at cost determined by the moving average method, and supplies are stated principally at cost determined by the last purchase cost method.

(The amounts recorded on the balance sheet are written down based on the decrease of profitability.)

(2) Depreciation of significant fixed assets

1) Tangible fixed assets excluding leased assets

Depreciation of tangible fixed assets is computed principally by the declining-balance method, while the straight-line method is applied to buildings (excluding fixtures) acquired by the Company or its domestic subsidiaries on and after April 1, 1998.

The estimated useful life of buildings and structures is 3 to 50 years, and that of machinery, equipment and vehicles is 2 to 10 years.

2) Intangible fixed assets excluding leased assets

Depreciation of intangible fixed assets is computed by the straight-line method.

3) Leased assets

Lease assets are depreciated on a straight-line method, over the leased periods as their useful lives and with no residual value.

If the inception date of a finance lease transaction without transfer of ownership is on or before March 31, 2008, such transaction will continue to be accounted for as an operating lease.

(3) Accounting for significant allowances

1) Allowance for doubtful notes and accounts

In order to provide for doubtful notes and accounts, an allowance for ordinary receivables is provided based on past actual bad debt ratio, and allowance for certain identified doubtful receivables is provided based on individually estimated collectability.

2) Liability for employees' retirement benefits

Liability for employees' retirement benefits is stated based on the projected benefit obligations and plan assets at the balance sheet date.

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 to 14 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

3) 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.

(4) Translation of foreign currencies

All monetary receivables and payables denominated in foreign currencies, unless hedged by forward exchange contracts, are translated into Japanese yen at the exchange rates at the balance sheet date, and the foreign exchange gains and losses from translation are recognized in the consolidated income statement.

The balance sheet accounts of foreign subsidiaries are translated into Japanese yen at the current exchange rate as of the balance sheet date except for shareholders' equity, which is translated at the historical rate. Differences arising from such translation were shown as "Foreign currency translation adjustments" and “Minority interest” in a separate component of net assets.

Revenue and expense accounts of foreign subsidiaries are translated into Japanese yen at the average exchange rate.

(5) Hedge accounting

1) Hedge accounting

Accounts receivables denominated in foreign currencies for which foreign exchange forward contracts are used to hedge the foreign currency fluctuations are translated at the contracted rate.

2) Hedging instruments and hedged assets/liabilities

Hedging instruments and hedged assets/liabilities are as follows:

(Hedging instruments)	(Hedged assets/liabilities)
Foreign exchange forward contracts	Accounts receivables in foreign currencies

3) Hedging policy

The Company and consolidated subsidiaries (the “Group”) use derivative financial instruments only as a means to hedge foreign currency exchange risks.

4) Assessment of hedge effectiveness

The Group confirms that hedging instruments meet the criteria for the hedge accounting described in "1) Hedge accounting."

(6) Other significant conditions in preparing consolidated financial statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

5. Evaluation of Assets and Liabilities of Consolidated Subsidiaries on the Day of Acquiring Control Thereof

Fair market value method is used to evaluate all assets and liabilities of acquired subsidiaries.

6. Amortization of Goodwill and Negative Goodwill

Both goodwill and negative goodwill are amortized over a period of five years, unless deemed immaterial.

7. Changes in Basis in Preparing Consolidated Financial Statements

(Accounting Standard for Retirement Benefits)

Effective from the year ended March 31, 2010, the Group applied the ”Partial Amendments to Accounting Standards for Retirement Benefits (Part 3)” (Accounting Standards Board of Japan (“ASBJ”), July 31, 2008, ASBJ Statement No. 19.)
There was no effect of this change on income.

Changes in Presentation

(Consolidated Statement of Income)

1) "Gain on sale of stocks of subsidiaries and associated companies", which was previously included in "Gain on sale of investment securities" in extraordinary gains until the fiscal year ended March 31, 2009 was independently presented for the fiscal year ended March 31, 2010 due to its quantitative materiality. The amount of "Gain on sale of stocks of subsidiaries and associated companies", which was included in "Gain on sale of investment securities" for the fiscal year ended March 31, 2009 was 56 million yen.
2) "Loss on valuation of stocks of subsidiaries and associated companies", which was previously included in "Loss on valuation of investment securities" in extraordinary loss until the fiscal year ended March 31, 2009 was independently presented for the fiscal year ended March 31, 2010 due to its quantitative materiality.
   The amount of "Loss on valuation of stocks of subsidiaries and associated companies", which was included in "Loss on valuation of investment securities" for the fiscal year ended March 31, 2009 was 3 million yen.

Notes to Consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

568,819 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 662 million yen received as fire insurance benefits and other and 902 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings and structures	515 million yen
Machinery, equipment and vehicles	770
Tools and furniture	0
Land	277

3. Guarantee Liabilities

The Group guarantee employees' loans from banks.

Employees (housing loans)	217 million yen

4. Assets to Unconsolidated Subsidiaries and Associated Companies

Investment securities (stock)	1,221 million yen
Investment securities (bond)	225

Notes to Consolidated Statement of Changes in Net Assets

1. Number of Outstanding Shares as of March 31, 2010

Common stock 115,300,000 shares

2. Dividends

(1) Dividends paid

(Resolution)	Class of Stock	Total Amount of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 26, 2009	Common stock	7,122 million yen	65.00 yen	March 31, 2009	June 29, 2009
Meeting of the Board of Directors held on November 9, 2009	Common stock	7,122 million yen	65.00 yen	September 30, 2009	December 4, 2009

(2) Dividends for the fiscal year ended March 31, 2010, to be distributed after the end of the year

(Scheduled Resolution)	Class of Stock	Total Amount of Dividends	Source of Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Shareholders Meeting held on June 29, 2010	Common stock	7,121 million yen	Retained earnings	65.00 yen	March 31, 2010	June 30, 2010

Notes to Financial Instruments

1. Matters Relating to Financial Instruments

(1) Policy for financial instruments

The Group manages surplus funds with high-security financial assets and uses derivatives only as a means to hedge the foreign exchange risk of trade receivables. The Group does not practice any speculative transactions.

(2) Nature and extent of risks arising from financial instruments and risk management

Receivables such as trade notes and trade accounts are exposed to customer credit risk. Regarding the relevant risks, the Group controls due dates and balances of receivables to customers pursuant to the internal rules of the Group, and, at the same time, promotes the early identification and reduction of bad debts risk due to financial deterioration. Foreign currency trade receivables are exposed to market risk resulting from fluctuations in foreign currency exchange rates. Such foreign exchange risk is partially hedged by forward foreign currency contracts.

Securities and investment securities such as stocks and bonds are exposed to the risk of market price fluctuations. The Group continually reviews the status of possessing such securities, monitoring fair value, the financial positions of issuers and others on a regular basis. The Group purchases only highly-rated bonds pursuant to the internal policy approved by the Board of Directors, thereby just involving minimum credit risks.

Payment terms of payables, such as trade notes and trade accounts, are primarily less than one year. These payables are exposed to liquidity risk and the Group manages the risk by preparing and updating financing plans as appropriate.

The Group enters into derivative transactions pursuant to the internal policy approved by the Board of Directors and reports the status of the derivative transactions once or more every half year to the Board of Directors. Furthermore, in order to reduce credit risks, the Group only conducts derivative transactions with highly-rated financial institutions.

(3) Supplemental to fair value of financial instruments

Fair value of financial instruments includes not only values based on quoted market prices but also those calculated by other rational valuation techniques in case a quoted price is not available. Since variation factors are incorporated to calculate this value, the use of different preconditions may change this value.

2. Fair Values of Financial Instruments

Carrying amounts of financial instruments in the consolidated balance sheet, their fair values, and differences as of March 31, 2010 are as listed in the table below. Any financial instruments, whose fair values cannot be reliably determined, are not included (see Note 2).

(Millions of Yen)

	Carrying Amount	Fair Value	Difference
(1) Cash and time deposits	271,224	271,224	-
(2) Notes and accounts receivable-trade	78,258	78,258	-
(3) Securities and investment securities			
Available-for-sale securities	44,810	44,810	-
(4) Refundable income taxes	661	661	-
Total Assets	394,955	394,955	-
(1) Notes and accounts payable-trade	20,995	20,995	-
(2) Accounts payable-other	28,697	28,697	-
(3) Accrued income taxes	4,003	4,003	-
Total Liabilities	53,696	53,696	-
Derivatives*	(96)	(96)	-

***** Net credits and debits arising from derivative transactions were offset, and items that are recognized as debits as a result of offsetting are presented in parentheses.

(Note)

1. Methods for calculating fair values

Assets

(1) Cash and time deposits, (2) Notes and accounts receivable-trade, (4) Refundable income taxes

The carrying values of these assets approximate fair value because of their short maturities.

(3) Securities and investment securities

The fair value of securities and investment securities are measured at the quoted market price of the stock exchange for equity instruments, and at the quoted price obtained from the financial institution for certain debt instruments.

Liabilities

(1) Notes and accounts payable-trade, (2) Accounts payable-other, (3) Accrued income taxes

The carrying values of these liabilities approximate fair value because of their short maturities.

Derivatives

The fair value of derivatives is measured at the quoted price obtained from the financial institution.

2. Financial instruments whose fair values cannot be reliably determined

(Millions of Yen)

Category	Carrying Amount
Unlisted stock	1,142
Rights under limited partnership agreement for investment	96
Stocks of unconsolidated subsidiaries and associated companies, etc	1,446

These financial instruments are expected to have no quoted market price, and thereby their fair values cannot be reliably determined. As a result, these financial instruments are not included in the “Assets (3) ’Securities and investment securities’.”

3. Maturity analysis for financial assets and securities with contractual maturities

(Millions of yen)

	Due in One Year	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years
Cash and time deposits	271,224	-	-	-
Notes and accounts receivable-trade	78,258	-	-	-
Securities and investment securities				
Available for-sale securities with contractual maturities (Japanese Government Bonds, Local Government Bonds, etc.)	-	0	0	-
Available for-sale securities with contractual maturities (Corporate bonds)	2,900	2,700	2,000	-
Available for-sale securities with contractual maturities (Other)	5,900	744	709	1,336
Refundable income taxes	661	-	-	-
Total	358,944	3,445	2,710	1,336

(Additional Information)

Effective from the year ended March 31, 2010, the Group applied “Accounting Standard for Financial Instruments” (ASBJ, March 10, 2008, ASBJ Statement No. 10) and “Guidance on Disclosures about Fair Value of Financial Instruments” (ASBJ, March 10, 2008, ASBJ Guidance No. 19.)

Notes to Per Share Information

Net assets per share	6,439.18 yen
Net income per share	65.09 yen

Notes to Employees' Retirement Plans

1. Summary of Retirement Plans

The Company and certain consolidated domestic subsidiaries have defined benefit pension plans, namely, non-contributory funded defined benefit pension plans, contributory funded defined benefit pension plan and lump-sum payment plans, as well as defined contribution pension plans.

Some consolidated overseas subsidiaries have defined contribution pension plans in addition to defined benefit pension plans.

2. Net Liability for Retirement Benefits (As of March 31, 2010)

(1) Projected benefit obligation	△	36,201 million yen
(2) Fair value of plan assets		26,941
(3) Unfunded benefit obligation [(1) + (2)]	△	9,260
(4) Unrecognized actuarial loss		1,664
(5) Net liability [(3) + (4)]	△	7,595
(6) Prepaid pension cost		2,614
(7) Liability for retirement benefits [(5) - (6)]	△	10,210

3. Net Periodic Pension Costs (For the fiscal year ended March 31, 2010)

(1) Service cost		1,948 million yen
(2) Interest cost		855
(3) Expected return on plan assets	△	354
(4) Recognized actuarial loss		787
(5) Other		334
(6) Net periodic pension costs [(1) + (2) + (3) + (4) + (5)]		3,571

(Notes) 1. The amount of "(5) Other" consists mainly of payments to the defined contribution pension plans.

2. In addition to the net periodic pension costs stated above, the Group recorded "Special retirement expense" in the amount of 213 million yen, and "Business structure improvement expenses" in the amount of 2,648 million yen as special retirement expenses.

4. Assumptions for Calculating Projected Benefit Obligations and Other

(1) Allocation method of the retirement benefits expected to be paid at the retirement date	Straight-line method or Point method
(2) Discount rate	2.0 ~ 2.1%
(3) Expected rate of return on plan assets	1.0 ~2.0%
(4) Recognition period of actuarial gain/loss (Straight-line method beginning in the year following the year when they occur)	10 ~ 14 years

Notes to Impairment Loss on Fixed Assets

The Group recognized impairment loss for the following asset group for the fiscal year ended March 31, 2010.

Use of Asset	Location	Account	Impairment Loss (Millions of yen)
Idle assets	Fukuoka Prefecture	Machinery, equipment and vehicles	503
		Tools and furniture	160
	Shizuoka Prefecture	Machinery, equipment and vehicles	569
	Okayama Prefecture	Machinery, equipment and vehicles	240
	Kyoto Prefecture, and others	Machinery, equipment and vehicles	264
Total			1,737

To determine impairment loss on fixed assets, the Group classifies operating assets according to the groupings used in management accounting, by which income and expenditure are controlled continually, while counting each of the individual idle assets as a stand-alone asset group.

It was judged that the idle assets listed above are unlikely to be used in the future, their book values were reduced to the recoverable amounts, and the reduced amounts were recorded as “Impairment loss on fixed assets” in extraordinary losses.

The recoverable amounts were measured at their net selling prices, which were calculated based on reasonable estimation in consideration of market value.

Notes to Business Structure Improvement Expenses

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

Independent Auditors' Report on Consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2010

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yoshifumi Tsutsumi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of March 31, 2010 of ROHM CO., LTD. (the "Company") and consolidated subsidiaries, and the related statements of income and changes in net assets, and the related notes for the fiscal year from April 1, 2009 to March 31, 2010. 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 audit.

We conducted our audit 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 consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and consolidated subsidiaries as of March 31, 2010, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

ROHM SEMICONDUCTOR

Non-consolidated Balance Sheet

As of March 31, 2010

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	**211,860**	**Current liabilities**	**69,367**
Cash and time deposits	71,739	Accounts payable-trade	45,096
Notes receivable-trade	997	Accounts payable-other	16,578
Accounts receivable-trade	70,220	Accrued expenses	5,039
Securities	2,902	Accrued income taxes	1,637
Merchandise and finished products	10,266	Deposits received	908
Work in process	3,017	Other	106
Raw materials and supplies	3,547		
Prepaid expenses	216	**Long-term liabilities**	**27,509**
Prepaid pension cost	493	Long-term loans payable	26,051
Deferred tax assets	6,819	Other long-term liabilities	953
Short-term loans receivable	18,561	Deferred tax liabilities	505
Accounts receivable-other	21,715		
Other	1,368		
Allowance for doubtful notes and accounts	△ 5	**Total liabilities**	**96,876**
Fixed assets	**345,857**	(Net assets)	
Tangible fixed assets	**72,261**		
Buildings	18,346	**Shareholders' equity**	**452,733**
Structures	663	Common stock	86,969
Machinery and equipment	5,929	Capital surplus	97,253
Vehicles	1	Additional paid-in capital	97,253
Tools and furniture	852	Retained earnings	325,615
Land	42,195	Legal reserve	2,464
Construction in progress	4,273	Other retained earnings	323,150
Intangible fixed assets	**3,144**	Reserve for research and development	1,500
Patent	3,099		
Other	45	Reserve for losses of overseas investments	51
Investments and other assets	**270,451**		
Investment securities	37,014	Other reserve	303,500
Stocks of subsidiaries and associated companies	157,179	Retained earnings carried forward	18,099
		Treasury stock	△ 57,105
Bonds of subsidiaries and associated companies	225	**Valuation and translation adjustments**	**8,108**
Long-term loans receivable	80,314	Net unrealized gain on available-for-sale securities	8,108
Long-term prepaid expenses	65		
Other	1,061		
Allowance for doubtful accounts	△ 5,409		
		Total net assets	**460,842**
Total assets	**557,718**	**Total liabilities and net assets**	**557,718**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

ROHM SEMICONDUCTOR

Non-consolidated Statement of Income

From April 1, 2009 to March 31, 2010

(Millions of yen)

Accounts	Amount	
Net sales		274,247
Cost of sales		220,531
Gross profit		**53,716**
Selling, general and administrative expenses		48,184
Operating income		**5,531**
Non-operating income		
Interest and dividends income	11,522	
Technical advisory fee	2,348	
Other	2,029	15,900
Non-operating expenses		
Interest expenses	1,174	
Foreign currency exchange loss	582	
Commission fee	1,077	
Other	71	2,904
Ordinary income		**18,526**
Extraordinary gain		
Gain on sale of fixed assets	271	271
Extraordinary losses		
Loss on sale/disposal of fixed assets	383	
Impairment loss on fixed assets	129	
Loss on valuation of investment securities	244	
Loss on valuation of stocks of subsidiaries and associated companies	175	
Provision for doubtful accounts of subsidiaries and associated companies	29	
Settlement package	470	1,432
Income before income taxes		**17,366**
Income taxes - current	2,324	
Income taxes - deferred	1,189	3,514
Net income		**13,851**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Non-consolidated Statement of Changes in Net Assets

From April 1, 2009 to March 31, 2010

(Millions of yen)

	Shareholder's Equity											
		Capital Surplus			Retained Earnings						Treasury Stock	
						Other Retained Earnings						
	Common Stock	Additional Paid-in Capital	Other Capital Surplus	Total Capital Surplus	Legal Reserve	Reserve for Research and Development	Reserve for Losses of Overseas Investments	Other Reserve	Retained Earnings Carried Forward	Total Retained Earnings		Total Shareholders' Equity
Balance as of March 31, 2009	86,969	97,253	-	97,253	2,464	1,500	55	353,500	3,374	360,894	△ 91,973	**453,143**
Changes in the year												
Reversal of reserve for losses of overseas investments							△ 4		4	-		**-**
Reversal of other reserve								△ 50,000	50,000	-		**-**
Dividends									△ 14,244	△ 14,244		**△ 14,244**
Net income									13,851	13,851		**13,851**
Purchase of treasury stock											△ 18	**△ 18**
Retirement of treasury stock			△ 34,886	△ 34,886							34,886	**-**
Transfer to capital surplus from retained earnings			34,886	34,886					△ 34,886	△ 34,886		**-**
Net changes in items other than shareholders' equity												
Total changes in the year	-	-	-	-	-	-	△ 4	△ 50,000	14,725	△ 35,279	34,868	**△ 410**
Balance as of March 31, 2010	86,969	97,253	-	97,253	2,464	1,500	51	303,500	18,099	325,615	△ 57,105	**452,733**

	Valuation and Translation Adjustments		Total Net Assets
	Net Unrealized Gain on Available-for-Sale Securities	Total Valuation and Translation Adjustments	
Balance as of March 31, 2009	200	**200**	**453,344**
Changes in the year			
Reversal of reserve for losses of overseas investments			**-**
Reversal of other reserve			**-**
Dividends			**△ 14,244**
Net income			**13,851**
Purchase of treasury stock			**△ 18**
Retirement of treasury stock			**-**
Transfer to capital surplus from retained earnings			**-**
Net changes in items other than shareholders' equity	7,908	**7,908**	**7,908**
Total changes in the year	7,908	**7,908**	**7,497**
Balance as of March 31, 2010	8,108	**8,108**	**460,842**

(Note) In the figures above, amounts less than one million yen are rounded down to the nearest unit.

Notes to Non-consolidated Financial Statements

Notes to Significant Accounting Policies

1. Valuation Basis and Method for Securities

Investment securities in subsidiaries and associated companies are stated at cost determined by the moving average method. Marketable securities classified as available-for-sale securities are reported at fair value (on market prices, etc., at the balance sheet date), with unrealized gains and losses reported as a separate component of net assets. The cost of available-for-sale securities sold is principally determined based on the moving average method. Non-marketable securities are stated at cost determined by the moving average method.

2. Valuation Basis and Method for Inventories

Merchandise, finished products, work in process and raw materials are stated at cost determined by the moving average method, and supplies are stated at cost determined by the last purchase cost method.

(The amounts recorded in the balance sheet are written down based on the decrease of profitability.)

3. Depreciation of Fixed Assets

(1) Tangible fixed assets excluding leased assets

Depreciation of tangible fixed assets is computed by the declining-balance method, while the straight-line method is applied to buildings (excluding fixtures) acquired on and after April 1, 1998.

The estimated useful life of buildings is 3 to 50 years, and that of machinery and equipment is 2 to 8 years.

(2) Intangible fixed assets excluding leased assets

Depreciation of intangible fixed assets is computed by the straight-line method.

(3) Leased assets

There are no lease assets related to finance lease transactions without transfer of ownership, of which the inception dates are after April 1, 2008.

If the inception date of a finance lease transaction without transfer of ownership is on or before March 31, 2008, such transaction will continue to be accounted for as an operating lease.

4. Translation of Foreign Currencies

All monetary receivables and payables denominated in foreign currencies, unless hedged by forward exchange contracts, are translated into Japanese yen at the exchange rates at the balance sheet date, and the foreign exchange gains and losses from translation are recognized in the non-consolidated income statement.

5. Accounting for Significant Allowances

(1) Allowance for doubtful notes and accounts

In order to provide for doubtful notes and accounts, an allowance for ordinary receivables is provided based on past actual bad debt ratio, and allowance for doubtful notes and accounts is provided based on individually estimated collectability.

(2) Liability for employees' retirement benefits

Liability for employees' retirement benefits is stated based on the projected benefit obligations and plan assets at the balance sheet date.

Actuarial gains and losses are amortized by the straight-line method over a fixed number of years (10 years) within the average remaining service period of employees at the time of their occurrence in each fiscal year. Amortization of such gains and losses begins in the year following the year when they occur.

However, because the fair value of the plan assets exceeded the projected benefit obligations as of the balance sheet date, the excess is presented as "Prepaid pension cost", resulting in the balance of "Liability for employees' retirement benefits" being zero.

ROHM SEMICONDUCTOR

6. Hedge Accounting

(1) Hedge accounting

Accounts receivables denominated in foreign currencies for which foreign exchange forward contracts are used to hedge the foreign currency fluctuations are translated at the contracted rate.

(2) Hedging instruments and hedged assets / liabilities

Hedging instruments and hedged assets / liabilities are as follows:

(Hedging instruments)	(Hedged assets / liabilities)
Foreign exchange forward contracts	Accounts receivables in foreign currencies

(3) Hedging policy

ROHM CO., LTD. (the “Company”) uses derivative financial instruments only as a means to hedge foreign currency exchange risks.

(4) Assessment of hedge effectiveness

The Company confirms that hedging instruments meet the criteria for the hedge accounting described in "(1) Hedge accounting."

7. Other Significant Conditions in Preparing Financial Statements

Accounting for consumption taxes

Transactions subject to consumption taxes are stated by the tax excluded method.

Notes to Changes in Significant Accounting Policies

(Accounting Standard for Retirement Benefits)

Effective from the year ended March 31, 2010, the Company applied ”Partial Amendments to Accounting Standards for Retirement Benefits (Part 3)” (Accounting Standards Board of Japan, July 31, 2008, ASBJ Statement No. 19.)

There was no effect of this change on income.

Changes in Presentation

(Non-consolidated Balance Sheet)

“Patent”, which was previously included in “Patent rights and other” until the fiscal year ended March 31, 2009 was independently presented for the fiscal year ended March 31, 2010 due to its quantitative materiality.

The amount of “Patent”, which was included in “Patent rights and other” for the fiscal year ended March 31, 2009 was 2,054 million yen.

Notes to Non-consolidated Balance Sheet

1. Accumulated Depreciation of Tangible Fixed Assets

110,008 million yen

2. Accumulated Condensed Booking of Tangible Fixed Assets

The accumulated condensed booking deducted from the acquisition cost of tangible fixed assets consists of 419 million yen received as fire insurance benefits and other, and 283 million yen received as governmental subsidies and other.

The breakdown of the accumulated condensed booking deducted from the acquisition cost of tangible fixed assets is as follows:

Buildings	180 million yen
Machinery and equipment	256
Tools and furniture	0
Land	265

3. Receivables from and Payables to Subsidiaries and Associated Companies

Short-term receivables from subsidiaries and associated companies	71,638 million yen
Long-term receivables from subsidiaries and associated companies	80,555
Short-term payables to subsidiaries and associated companies	37,844
Long-term payables to subsidiaries and associated companies	26,051

Notes to Non-consolidated Statement of Income

Transactions with subsidiaries and associated companies

Operating transactions	Net sales	164,853 million yen
	Purchase and subcontract processing	180,970
	Other operating expenses	5,442
Non-operating transactions	Interest income	1,070
	Technical advisory fee	2,348
	Other non-operating income	1,601
	Interest expenses	1,174
	Commission fee	1,060
	Other non-operating expenses	0
	Sale of assets	6,349
	Purchase of assets	903

Notes to Non-consolidated Statement of Changes in Net Assets

Type and number of treasury stock as of March 31, 2010

Common stock	5,732,200 shares

ROHM SEMICONDUCTOR

Notes to Tax Effect Accounting

Breakdown of the tax effects of significant temporary differences that resulted in deferred tax assets and liabilities

Deferred tax assets		
Securities		2,567 million yen
Inventories		4,982
Depreciation		3,442
Accrued enterprise tax		233
Accrued expenses		1,166
Allowance for doubtful accounts		2,098
Foreign tax credit		395
Impairment loss on fixed assets		429
Other		810
Subtotal		16,127
Valuation allowance	△	4,744
Total		11,382
Deferred tax liabilities		
Prepaid pension cost	△	200
Net unrealized gain on available-for-sale securities	△	4,838
Other	△	28
Total	△	5,067
Net deferred tax assets		6,314

Notes to Leased Fixed Assets

The followings are finance lease transactions without transfer of ownership accounted for as operating leases, of which the inception date is on or before March 31, 2008.

1. Acquisition Cost Equivalent, Accumulated Depreciation Equivalent and Book Value Equivalent of Leased Fixed Assets

(Millions of yen)

	Acquisition Cost Equivalent	Accumulated Depreciation Equivalent	Year End Book Value Equivalent
Vehicles	10	9	1
Total	10	9	1

The acquisition cost equivalent includes interest expense since the balance of future lease payments accounts for only a small percentage of tangible fixed assets as of the balance sheet date.

2. Year-end Future Lease Payments Equivalents

Due within 1 year	1 million yen
Due after 1 year	-
Total	1

The year-end future lease payments equivalent includes interest expense since the balance of future lease payments accounts for only a small percentage of tangible fixed assets as of the balance sheet date.

3. Lease Expenses Paid and Accumulated Depreciation Equivalent

Lease expenses paid	5 million yen
Accumulated depreciation equivalent	5

ROHM SEMICONDUCTOR

4. Accumulated Depreciation Equivalent Calculation Method

Assumed depreciation charges are computed using the straight-line method over lease terms assuming no residual value.

Notes to Related Party Transactions

Subsidiaries

Type	Company Name	Voting Right Ratio by ROHM	Relationship	Transaction	Amount of Transaction (Millions of yen)	Account	Year-End Balance (Millions of yen)
Subsidiaries	ROHM HAMAMATSU CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	-	Short-term loans receivable Long-term loans receivable	8,400 29,910
	ROHM TSUKUBA CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	-	Long-term loans receivable *5	11,300
	OKI SEMICONDUCTOR CO., LTD.	95%	Products supplier for ROHM	Purchase of products, and others *2	33,052	Accounts receivable -other Accounts payable -trade Other accounts payable	1,472 4,502 50
				Capital loan *1	10,000	Short-term loans receivable Long-term loans receivable	7,200 27,200
	ROHM ELECTRONICS PHILIPPINES, INC.	100%	Processing subcontractor for ROHM	Product processing by contract *3	26,020	Accounts receivable -other Accounts payable -trade Other accounts payable	3,471 6,813 42
	ROHM INTEGRATED SYSTEMS (THAILAND) CO., LTD.	100%	Processing subcontractor for ROHM	Product processing by contract *3	31,036	Accounts receivable -other Accounts payable -trade Other accounts payable	4,242 8,260 11
	ROHM SEMICONDUCTOR (CHINA) CO., LTD.	100%	Processing subcontractor for ROHM	Capital loan *1	2,500	Short-term loans receivable Long-term loans receivable	1,248 10,042
	ROHM SEMICONDUCTOR (H.K.) CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	46,163	Accounts receivable -trade	7,900
	ROHM SEMICONDUCTOR TAIWAN CO., LTD.	100%	Wholesaler of ROHM products	Product sales *4	26,185	Accounts receivable -trade	6,129
	ROHM SEMICONDUCTOR SINGAPORE PTE. LTD.	100%	Administrative responsibility for subsidiaries in Asia Wholesaler of ROHM products	Borrowing of funds *1	-	Long-term loans payable	26,051
	ROHM U.S.A. INC.	100%	Administrative responsibility for subsidiaries in North and South America	Underwriting of capital increase	10,825	-	-

Terms and conditions of transactions and decision policies for them

(Notes) * Voting right ratio by subsidiaries mentioned above is 0%.

*1. Economically reasonable interest rates based on market interest rates are used for the loan receivables and loan payables.

*2. Purchase prices are determined in consideration of fair value of products.

*3. Purchase prices are determined in consideration of fair value of products and process cost of the subsidiaries.

*4. Terms and conditions for product sales are determined based on those generally used for transactions with third parties.

*5. Regarding the long-term loan receivable to ROHM TSUKUBA CO., LTD., 4,925 million yen is recorded as "Allowance for doubtful accounts". The allowance for doubtful accounts was reversed by 391 million yen for the fiscal year ended March 31, 2010.

Notes to Per Share Information

Net assets per share	4,205.99 yen
Net income per share	126.42 yen

Notes to Impairment Loss on Fixed Assets

The Company recognized an impairment loss for the following asset group for the fiscal year ended March 31, 2010.

Use of Asset	Location	Account	Impairment loss (Millions of yen)
Idle Assets	Kyoto Prefecture	Machinery and equipment	129
Total			129

To determine impairment loss on fixed assets, the Company classifies operating assets according to the groupings used in management accounting, by which income and expenditure are controlled continually, while counting each of the individual idle assets as a stand-alone asset group.

It was judged that the idle assets listed above are unlikely to be used in the future. Accordingly, their book values were reduced to the recoverable amounts, and the reduced amounts were recorded as "Impairment loss on fixed assets" in extraordinary losses.

The recoverable amounts of idle assets were measured at their net selling prices, which were calculated based on reasonable estimation in consideration of market value.

Independent Auditors' Report on Non-consolidated Financial Statements

(TRANSLATION)

INDEPENDENT AUDITORS' REPORT

May 5, 2010

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

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yoshifumi Tsutsumi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Yasuhiro Onishi

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Tomoyuki Suzuki

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the non-consolidated balance sheet as of March 31, 2010 of ROHM CO., LTD. (the "Company"), and the related non-consolidated statements of income and changes in net assets, and the related notes for the 52nd fiscal year from April 1, 2009 to March 31, 2010, and the accompanying supplemental schedules. These financial statements and the accompanying supplemental schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit.

We conducted our audit 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 and the accompanying supplemental schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the accompanying supplemental schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement and the accompanying supplemental schedules presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2010, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "the accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

Certified Copy of the Board of Company Auditors Report (Translation)

Report of the Board of Company Auditors

The Board of Company Auditors, based on the audit reports prepared by and the discussions held with each of the Company Auditors regarding the execution of their duties as Directors of the Company for the 52nd fiscal year from April 1, 2009 to March 31, 2010, has prepared this audit report and hereby reports as follows;

1. Auditing Methods and Contents of the Company Auditors and the Board of Company Auditors

The Board of Company Auditors has established the auditing policies, allocation of duties and other relevant matters, and received reports from each Company Auditor regarding their execution of audits and results thereof, as well as reports from the Directors and other officers, and the independent auditors of the Company regarding the execution of their duties, and requested necessary explanations.

Each Company Auditor has complied with the auditing standards for Company Auditors established by the Board of Company Auditors, followed the auditing policies, allocation of duties and other relevant matters, communicated with the Directors, the internal auditing division of the Company and other officers, made efforts to establish the environment for collecting information and auditing, and attended meetings of the Board of Directors and other important meetings, received reports from the Directors and other officers regarding the execution of their duties as Directors and officers of the Company, requested necessary explanations, examined important internal documents with appropriate approvals, made reviews of operations and conditions of assets of the head office and major business offices. In addition, as well as the resolution of the Board of Directors regarding the organization of the following systems, the Company Auditors have audited the systems established to ensure that the execution of duties of the Directors shall be in compliance with laws and regulations and the Articles of Incorporation, and the systems established to ensure that the operations shall be conducted appropriately (Internal Control System). With respect to the Basic Policies related to the Company's Ownership Control in the Business Report, the Company Auditors have reviewed the discussions of the Board of Directors and examined the contents. The Company Auditors have also communicated and exchanged information with the Directors and the company auditors of the Company's subsidiaries, received the business reports regarding their operations and conditions of assets. Based on the above methods, the Company Auditors have examined the Business Report and the accompanying supplemental schedules for this fiscal year.

In addition, the Company Auditors have audited whether the independent auditors of the Company have maintained their independence and carried out their audits in an appropriate manner, and received reports regarding the execution of their duties from and requested necessary explanations of the independent auditors of the Company. The Company Auditors have also received notification from the independent auditors of the Company that they have taken steps to improve the "System for ensuring that duties are performed properly" (matters set forth in each item of Article 131 of the Company Accounting Regulations) in compliance with the "Quality Management Standards Regarding Audits" (Business Accounting Council, October 28, 2005) and other relevant standards, and have requested necessary explanations. Based on the above methods, the Company Auditors have examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and the accompanying supplemental schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this fiscal year.

2. Results of Audit

(1) Results of Audit of Business Report

1) The Business Report and the supplemental schedules are recognized as being in accordance with laws and regulations and the Articles of Incorporation and as properly indicating the conditions of the Company.

2) With respect to the execution of the duties of the Directors, no misconduct or material facts that violate laws and regulations or the Articles of Incorporation are recognized.

3) The content of the resolution by the Board of Directors regarding Internal Control Systems is appropriate, and, in this connection, there are no matters that ought to be pointed out with respect to the execution of duties of the Directors.

4) With respect to the Basic Policies related to the Company's Ownership Control in the Business Report, there are no matters that ought to be pointed out.

(2) Results of Audit of Non-consolidated Financial Statements and the Accompanying Supplemental Schedules

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu LLC, are recognized as being adequate.

(3) Results of Audit of Consolidated Financial Statements

The auditing methods and results of the independent auditors, Deloitte Touche Tohmatsu LLC, are recognized as being adequate.

May11, 2010

Board of Company Auditors
ROHM CO., LTD.

Company Auditor (Full-time)	Yoshiaki Shibata (Seal)
Company Auditor (Full-time)	Hideo Iwata (Seal)
Company Auditor	Yasuhito Tamaki (Seal)
Company Auditor	Shinya Murao (Seal)
Company Auditor	Haruo Kitamura (Seal)

Note: All of the five Company Auditors are the outside Company Auditors as provided in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.

REFERENCE MATERIALS FOR THE EXERCISE OF VOTING RIGHTS

Proposal 1: Appropriation of Retained Earnings for the 52nd Fiscal Year

Concerning the year-end distribution of retained earnings, ROHM plans to pay out as specified below, in thorough consideration of relevant factors, including the results of the year ended March 31, 2010, financial forecasts, and future fund demands for investment in business to improve our corporate value. Accordingly, the total dividend for the year is 130 yen per share, including the interim dividend of 65 yen.

(1) Type of assets distributed: Cash

(2) Distribution of retained earnings and total distributed amount

Distribution of each common share of the Company 65 yen

Total amount distributed 7,121,907,000 yen

(3) Date when the distribution takes effect: June 30, 2010

Proposal 2: Election of Two (2) Directors

Toru Okada will be resigning from the position of Director as of the closing of this 52nd Ordinary General Shareholders Meeting. Taking this into consideration, in order to maintain and reinforce the corporate management system, it is proposed that two (2) directors be elected.

The new candidates for the directors are as follows:

No.	Name (Date of Birth)	Profile, Experienced Positions and Duties, at the Company, and Important Duties outside the Company	Number of ROHM Shares Held
1	Toshiki Takano (Aug. 31, 1954)	Jan. 1984 Joined the Company Oct. 2009 General Manager of LSI Development Headquarters (Current position)	576
2	Masahiko Yamazaki (Jul. 27, 1959)	Mar. 1982 Joined the Company Dec. 2009 Deputy General Manager of Administrative Headquarters (Current position)	3,719

(Note) There are no special relationships of interest between the candidates and the Company.

For further information, please visit: http://www.rohm.com/financial/index.html

— End —