

Corporate Governance System

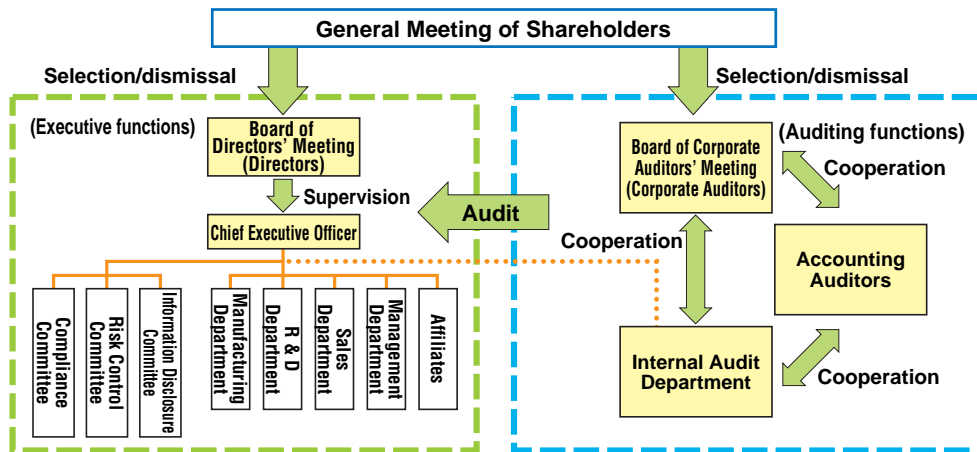
Governance System

Although it is most effective for auditors to monitor the business performance of the directors, ROHM has adopted a new method of auditing in accordance to ROHM's current business operation format.

In addition, we have reduced the number of directors down to eight (effective March 2006) to maintain an appropriate scale that will allow the Board of Directors to make quick, accurate decisions regarding Group operations after thorough deliberation. This has allowed the directors to independently state both their opinions and that of their constituent's explicitly.

In addition, to ensure the transparency and objectivity of its operations, the Board of Auditors is comprised of five external auditors, which include lawyers and accountants, in order to establish an auditing system with diverse perspectives.

Auditors attend board meetings as well as survey operations, assets of the entire ROHM Group, and performance of the Board of Directors. These monitoring functions are constantly evolving in improvement and strength due to ROHM's established internal monitoring division within the company.



Our relationship with those who have stakes in ROHM's performance

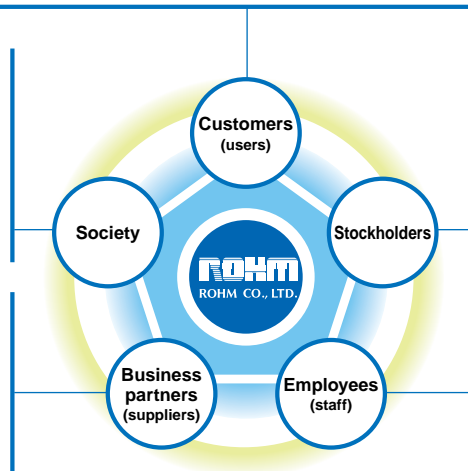
The added value produced at ROHM is appropriately allocated for return to the stockholders, employees, local communities, and all other stakeholders. The retained earnings are earmarked for investment to strengthen our competitive standing. We believe that it is vital to our

corporate well being to improve the creation of lasting and comprehensive corporate values. By doing so, we also position our appeal to investors as an important element of our operations.

ROHM strives to win the satisfaction and trust of our customers by consistently providing superior products and appropriate services. ROHM carries out its daily business activities according to the community standards of corporate ethics. We also strive toward contributing to society through fair and free competition. We value all of our customers and consider each employee a representative of the company.

Along with our social contributions through operations, ROHM also actively supports social programs, artistic, cultural, and sports activities as a good corporate citizen of society

ROHM's business activities require the cooperation and support of many people running operations in each field, including those who supply our materials and partly-finished components. ROHM values the mutual trust we have established with a wide range of suppliers in Japan as well as overseas.



ROHM actively engages in a wide range of investor relations activities such as holding briefing sessions for domestic and overseas investors and providing financial information via the internet, as well as returning profits as appropriated by means of increased stock value and dividends based on our continual growth.

By placing the proper employees in the appropriate jobs, ROHM takes advantage of each employee's expertise as it strives to become a "self-actualizing enterprise."