

Compliance and Corporate Ethics Activities



ROHM believes that employing those with high ethical standards is part of fulfilling its participation in social responsibility. In today's society of diverse human values, appropriate actions taken by each officer and employee is the key to good business practice. Placing great importance on the issue, ROHM revised its employee activity policies in January 1999 and issued the ROHM Group Rules of Conduct for Employees as the ethical standard.

Compliance with the law and corporate ethics

When carrying out operations, we comply with all laws as well as corporate ethics, which is often referred to as the rules of business. Compliance with the law and corporate ethics in all aspects of operations-in Japan and abroad-is not only the foundation of the management in our company and as a member of society; it is the main premise of ROHM's existence. In order to emphasize its importance, the ROHM Group established a suitable compliance system and has instituted a Compliance Committee to instruct, support and promote the system.

(1) Fair conduct

ROHM is aware of its social responsibility and will remain open, truthful and fair based on the community standards of sound judgment.

(2) Compliance with corporate ethics

We faithfully execute our business activities in the spirit of compliance with ethical values. We take a firm stand against antisocial forces and organizations. In addition, we do not provide illegal benefits to government officials and their employees, in Japan and abroad.

(3) Strict internal compliance with applicable laws and regulations

We actively collect and manage information relating to applicable laws and regulations in Japan and abroad that are necessary for everyday business operations and strive to understand them. In addition to preparing internal regulations to ensure compliance with the law, we take advantage of every opportunity to observe the law throughout the company.

(4) Rigorous approach and early correction of violations

If a violation of the law or corporate ethics is in question

during everyday business activity, it should be reported to management or an appropriate division such as Legal Affairs. In addition, a Compliance Hotline has been established to protect employees who report these actions as well as provide an immediate source of information. If any act occurs in violation of a law, strict measures will be taken immediately to correct the infraction and preventative measures will be taken to ensure it does not recur.

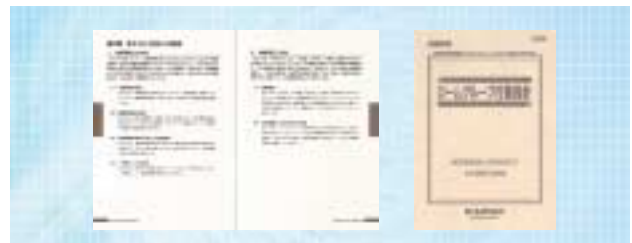
ROHM Group Conduct Policy

[Objectives of the Rules]

ROHM Group's Conduct Policy relates directly to the ethical rules that officers and employees must observe when implementing the company mission (which is ROHM's management concept) and the Basic Management Policy as well as clarifies the items that must be observed. By following these guidelines, employees will instill public confidence in the company's business activities.

[Contents of the rules]

The Rules consist of three parts: promotion of business activities, relationship between ROHM and society, and relationship between the company and its employees. Each part specifies the appropriate mental preparation and daily conduct expected of ROHM officers and employees.



Rules of Conduct for Employees distributed to all employees

The effort to take advantage of individual initiative

(1) Respecting humanity and individuality

1. We work hard to cultivate values in human resources which bring richness in expertise and creativity, which results in competitive personalities. Furthermore, we carry out our business activities with a sense of unity and shared ambitions between individuals and the company.
2. We respect the humanity and individuality of each and every employee and aim at creating a liberal, rich and diverse personnel and employment system as well as work hard at maintaining and improving work conditions.
3. We try to ensure a safe and comfortable work environment and provide a promotional system based on the well being of the mind and body.

(2) Respecting human rights and prohibiting discriminatory acts.

1. ROHM respects the human rights of every individual and prohibits discrimination of gender, age, nationality, ethnicity, race, creed, religion, social status or physical disability.
2. We work hard to achieve a fair and productive workplace free from sexual harassment.

(3) Respecting privacy

We respect the privacy of every individual and make the effort to manage personal information appropriately and with confidentiality.

Compliance and Corporate Ethics Activities

Information management

Confidential information obtained through business activities, third-party information acquired through suppliers and private information of all concerned parties is always managed carefully.

(1) Appropriate information management

Proper information management is something we continually work hard at improving. We have established internal regulations and provide periodic internal training on how to deal with confidential information such as administrative data and its retention, prevention of information leaks, and eradication of unfair usage or acquisition. Rules of conduct have also been established regarding stock dealings and other affairs in order to prevent insider trading before it occurs.

(2) Responding to an advancing information society

In response to our rapidly advancing information society, we are exchanging information effectively and efficiently by using a network system. With regard to the use of our network system, we are focusing our attention toward the prevention of theft, falsification and/or leaking of third-party information because of the damaging affects these incidents can cause.

Information disclosure and publicity / investor relations activities

We work hard to provide pertinent information in an efficient and timely manner through our administration whenever required by our stockholders, customers, suppliers or other concerned parties. In addition, we collect data from the entire company and utilize it in our management policy in order to provide a transparent and open environment.

(1) Information disclosure

The ROHM Group actively discloses fair and accurate information in a timely manner for disclosures based on law and regulations for stockholders, customers, suppliers and other concerned parties as well as



Financial statement briefing for financial analysts and institutional investors

provides information regarding management principles, managerial policies, business activities and social contributions.

(2) Creating a dialogue through PR activities

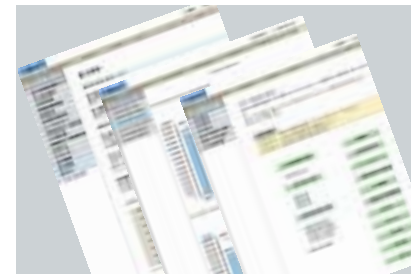
We take into consideration the opinions and suggestions from society and reflect them in our daily operations. We intend to gain the trust of society by disclosing our management details and procedures openly.



View of an overseas investor seminar

(3) Investor relations activities

We work hard to disclose information actively in order to ensure the fairness and transparency of our operating information. ROHM holds briefing sessions for institutional investors such as research analysts and fund managers and makes every effort to openly disclose a wide range of information through other channels such as via the Internet.



Web site for investor relations activities (Japanese / English)

Risk management

ROHM responds to risks in a timely and appropriate manner. Should specialized methods or knowledge be required, various committees are established and chaired by board members in order to minimize and, if possible, prevent risks before they occur.



Study meetings for preventive risk occurrence