



November 19, 2019

To all concerned parties

Listed company name ROHM Co., Ltd.
Company Representative Tadanobu Fujiwara, President
(Code: 6963)
Contact Person: Kunio Uehara, Director, Accounting &
Financial Headquarters
(Tel: 075-311-2121)

Announcement Regarding the Issuance of Zero Coupon Convertible Bonds due 2024

ROHM Co., Ltd. (“the Company”) hereby announces that it resolved, at its Board of Directors meeting held today, to issue Zero Coupon Convertible Bonds due 2024 (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*) (the “Bonds”).

Background of the Issuance of the Bonds

In order to increase its corporate value and its shareholder value, the Company recognizes that its important business challenges include not only to realize the business growth over medium- to long-term, but also to implement an appropriate capital allocation strategy, such as enhancing the shareholder return and improving the efficiency of its capital including ROE.

The Company has decided to repurchase its shares and concurrently issue the Bonds to fund part of such repurchase, since it has now determined that, after taking into account its financial conditions, capital requirements (including funds needed for the active investments to achieve the business growth), and trends in the stock market, it is desirable for the Company to increase its corporate value and its shareholder value by conducting a share repurchase to some extent which utilizes both cash reserves and debt instruments, while maintaining the solid financial base that can withstand the changes in market conditions, and thereby improving the efficiency of its capital through capital restructuring and also further enhancing the shareholder return.

The Company intends to conduct the share repurchase at a maximum cost of ¥50 billion, which will be funded with approximately ¥10 billion cash reserves and approximately ¥40 billion proceeds of the issuance of the Bonds, taking into account the Company’s liquidity.

The purpose of the share repurchase is to increase its corporate value and its shareholder value by improving the efficiency of its capital through capital restructuring accompanied by further enhancement of the shareholder return. The

maximum number of shares to be repurchased accounts for approximately 9.57% of the issued shares (excluding treasury stock) as of September 30, 2019, and the maximum cost of ¥50 billion accounts for approximately 6.39% of the Company's consolidated share capital as of September 30, 2019.

Issuance of the Bonds

1. Securities Offered	¥40,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds due 2024 (bonds with stock acquisition rights, <i>tenkanshasaigata shinkabu yoyakuken-tsuki shasai</i>)
2. Issue Price	102.5%
3. Closing Date	December 5, 2019
4. Coupon	0%
5. Redemption at Maturity	100%

Note: This press release has been prepared for the sole purpose of publicly announcing the information contained herein, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. This press release is not an offer of securities for sale in the United States and nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities referred to herein have not been, and will not be registered under the Securities Act. If any public offering of securities is made in the United States, it will be by means of a prospectus that may be obtained from the Company that will contain detailed information about the Company and its management, as well as financial statements of the Company. The Company does not intend to register the securities in the United States or to conduct a public offering of the securities in the United States. A prospectus has not been prepared for the securities.