



April 28, 2026

To all concerned parties

Company name: ROHM Co., Ltd.  
Name of representative: Katsumi Azuma  
President & Chief Executive Officer  
(Code:6963, TSE Prime Market)  
Contact: Tatsuhide Goto, Division Manager,  
Public and Investor Relations Div.  
(Tel: 075-311-2121)

**(Update on Disclosed Matters) Notice of the End of Consideration of the Proposal  
by DENSO CORPORATION to Acquire Shares of ROHM Co., Ltd.**

As disclosed today by DENSO CORPORATION (“DENSO”), DENSO’s proposal regarding the acquisition of shares of ROHM Co., Ltd. (“the Company”) (the “Proposal”) has been withdrawn. In response, the company hereby announces that it has also ended its consideration of the Proposal.

Following the basic agreement toward the establishment of a strategic partnership in the semiconductor field announced on May 8, 2025 (the “Strategic Partnership with DENSO”), the Company and DENSO have promoted collaboration primarily in analog ICs by combining DENSO’s advanced system integration capabilities in the automotive field with the Company’s state-of-the-art semiconductor technologies cultivated in areas such as the consumer market, thereby complementing lineups of high-quality devices supporting vehicle electrification and intelligence and advancing cooperation in development activities. In addition, in fields within their respective semiconductor businesses that demonstrate a high degree of compatibility, the two companies have engaged in discussions with a view to broader collaboration, thereby building a robust partnership.

Thereafter, as disclosed in “Regarding Recent Media Reports,” dated March 6, 2026, the Company received the Proposal from DENSO. Subsequently, as disclosed in “(Update on Disclosed Matters) Regarding Recent Media Reports,” dated March 17, 2026, in order to determine and assess the Proposal, the Company established a special committee composed of independent outside directors and other members, and has been examining the Proposal carefully and fairly from the perspectives of enhancing the Company’s corporate value and securing the common interests of shareholders. In the course of such considerations, the Company’s Board of Directors and the special committee conducted written Q&A exchanges and held sincere discussions with DENSO on multiple occasions regarding the outline of the Proposal and post-transaction plans. Through these exchanges, the two companies were able to deepen their understanding of the Proposal; however, as of today, the Company has not reached a conclusion to support the Proposal.

Under these circumstances, the Company received notice from DENSO that, after comprehensively reviewing the significance of proceeding with the Proposal, its impact on DENSO’s medium- to long-term corporate value and the optimal form of the relationship between the two companies, DENSO concluded that continuing the Proposal at this time would not necessarily contribute to the enhancement of DENSO’s corporate value, and accordingly decided to withdraw the Proposal.

Meanwhile, through the discussions to date, the Company and DENSO have formed a shared recognition that, toward the realization of next-generation mobility and a carbon-neutral society, they can enhance the added value of products and increase the value provided to customers and the industry as a whole. In particular, the Company and DENSO share the view that the co-creation by combining DENSO’s strengths in embodying the stringent requirements of the automotive sector into semiconductors with the Company’s strength in widely deploying advanced technologies originating from the consumer market across diverse markets can further strengthen competitiveness in both technology and manufacturing and enhance the value provided to customers in both the automotive and consumer and industrial equipment fields, through the expansion of new products via IP sharing and improvements in productivity and quality achieved by the mutual utilization of advanced manufacturing capabilities. Even after the withdrawal of the Proposal, based on the Strategic Partnership with DENSO, the two companies have agreed between themselves to further and more actively advance their co-creation activities than before by promoting collaboration measures centered on analog ICs, including product development and supply, not only in the automotive field but also in the consumer and industrial equipment fields, as well as by enhancing personnel exchanges, and will continue to hold discussions to this end.

Furthermore, toward enhancing corporate value, the Company will vigorously promote its Second Medium-Term Management Plan, “MOVING FORWARD to 2028,” disclosed on November 6, 2025, and will also sincerely engage in the discussions disclosed on March 27, 2026 regarding the business integration with the semiconductor business of Toshiba Electronic Devices & Storage Corporation and the power device business of Mitsubishi Electric Corporation. In addition, by appropriately considering various strategic options, including further deepening of a Strategic Partnership with DENSO, the Company will strive to maximize corporate value for its shareholders and other stakeholders.

Note: This report is a translation of the press release of the company prepared in accordance with the provisions set forth in the securities and exchange law and its related accounting regulation. The original version of this press release is written in Japanese. In the event of any discrepancies in words, accounts, figures or the like between this press release and the original, the original Japanese version shall govern.