



June 24, 2026

To all concerned parties

Company name: ROHM Co., Ltd.
Company representative: Katsumi Azuma
President, Chief Executive Officer
(Code: 6963, TSE Prime Market)
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Notice of Disposal of Treasury Share as Performance Share Restricted Stock Unit Compensation Plan

ROHM Co., Ltd. (hereinafter “Company”) hereby announces that the Board of Directors has decided to dispose treasury shares (hereinafter “disposal of treasury shares” or “disposal”). The details are as follows.

1. Outline of Disposal

(1) Disposal date	July 22, 2026
(2) Class and number of shares to be disposed	8,805 shares of common stock of the Company
(3) Disposal price	5,444 yen per share
(4) Total value of shares to be disposed	47,934,420 yen
(5) Allottees and number thereof, number of shares to be disposed	Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors): 3, 8,805 shares

2. Purposes and reasons of disposal

At the Board of Directors meeting held on May 10, 2022, the Company resolved to introduce a Performance Share Restricted Stock Unit Compensation Plan (hereinafter, the “Plan”) for the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter, the “Eligible Directors”) as a new compensation system. The purpose of the Plan is to provide incentives for achieving performance targets linked to the Company’s medium-term management plan, to enhance medium- to long-term business performance and sustainable corporate value, and to further align value with shareholders.

In addition, at the 64th Ordinary General Meeting of Shareholders held on June 24, 2022, approval was obtained for matters including that, under the Plan, the maximum number of the Company’s shares to be issued or disposed of shall be 200,000 shares per performance evaluation period (The Company conducted a 4 for 1 stock split of its common stock effective October 1, 2023; the above share number reflects adjustment for such stock split), and that the monetary compensation receivables to be granted under the Plan shall be provided in a lump sum after the lapse of a performance evaluation period in order to deliver the Company’s shares constituting compensation for the execution of duties over multiple fiscal years corresponding to such performance evaluation period, with the aggregate amount capped at an amount obtained by multiplying the number of shares (200,000 shares) by the share price at the time of delivery for each performance evaluation period.

On this occasion, at the Board of Directors meeting held on June 24, 2026, the Company resolved to dispose of treasury

shares by having three Eligible Directors make in-kind contributions of the monetary compensation receivables granted to them under the performance-based restricted stock compensation plan, with respect to a performance evaluation period covering the four fiscal years from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2026.

In issuing or disposing of the Company's common stock under the Plan, as well as in granting the monetary compensation receivables serving as the assets for such in-kind contribution, the Company shall enter into a performance-based restricted stock allotment agreement with the Eligible Directors, etc., which includes provisions that (i) prohibit the transfer, creation of security interests, or other disposition of the allotted shares of the Company's common stock for a specified period, and (ii) require the Company to acquire such shares without consideration upon the occurrence of certain events. However, this shall not apply if, at the time of the issuance or disposal of such shares and the grant of the monetary compensation receivables as assets for in-kind contribution, the Eligible Director does not hold the position of Director of the Company or any other specified position.

An outline of the performance-based restricted stock allotment agreement to be entered into between the Company and the Eligible Directors, etc. in connection with the disposal of treasury shares (hereinafter, the "Allotment Agreement") is as set forth in 3. below.

3. Outline of the Allotment Agreement

(1) Transfer Restriction Period

July 22, 2026 to July 22, 2056

(2) Conditions for the Lifting of Transfer Restrictions

The transfer restrictions on all of the allotted shares shall be lifted upon the expiration of the transfer restriction period, on the condition that each Eligible Director has continuously held the position of either Director of the Company or Executive Officer not concurrently serving as a Director during the transfer restriction period.

(3) Treatment in the Event an Eligible Director Retires or Resigns During the Transfer Restriction Period Due to Expiration of Term of Office, Mandatory Retirement Age, or Other Justifiable Reason

If an Eligible Director retires or resigns from either the position of Director of the Company or Executive Officer not concurrently serving as a Director due to the expiration of his or her term of office, mandatory retirement age, or any other justifiable reason (including retirement or resignation due to death), the transfer restrictions shall be lifted immediately after such retirement or resignation.

(4) Acquisition by the Company Without Consideration

If an Eligible Director commits an act in violation of laws or regulations during the transfer restriction period, or falls under any other circumstance specified in the Allotment Agreement, the Company shall automatically acquire, without consideration, all of the allotted shares held by such Eligible Director at that time. In addition, at the time of expiration of the transfer restriction period or at the time when the transfer restrictions are lifted as provided in (3) above, the Company shall automatically acquire, without consideration, any allotted shares for which the transfer restrictions have not been lifted.

(5) Treatment in the Event of Organizational Restructuring, etc.

If, during the transfer restriction period, a merger in which the Company ceases to exist, a share exchange or share transfer by which the Company becomes a wholly owned subsidiary, or any other corporate reorganization transaction is approved at a General Meeting of Shareholders of the Company (or, if such approval by the General Meeting of Shareholders is not required, by a resolution of the Board of Directors of the Company), then, by a resolution of the Board of Directors, the transfer restrictions shall be lifted, as of the time immediately prior to the close of business on the business day preceding the effective date of such corporate reorganization transaction, on the number of allotted shares calculated by multiplying the number of allotted shares held by the Grantee at such time by a fraction obtained by dividing the number of months from the month including the payment date to the month including the date of such approval by 12 (if such number exceeds 1, it shall be deemed to be 1; any fraction of less than 1 share resulting from the calculation shall be rounded down).

In addition, immediately thereafter, the Company shall automatically acquire, without consideration, all of the allotted

shares for which the transfer restrictions have not been lifted.

(6) Management of Shares

In order to ensure that the allotted shares may not be transferred, pledged, or otherwise disposed of during the transfer restriction period, such shares shall be managed during the transfer restriction period in a dedicated account opened by each Eligible Director at Nomura Securities Co., Ltd. In order to ensure the effectiveness of the transfer restrictions, etc. pertaining to the allotted shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. concerning the management of the accounts in which the allotted shares held by each Eligible Director are recorded. Each Eligible Director shall agree to the details of the management of such account.

(7) Treatment of Compensation Forfeiture and Return (Malus and Clawback Provisions)

In the event of certain circumstances such as a breach of duty or the restatement of financial statements, the Company shall, pursuant to a resolution of the Board of Directors, apply (i) provisions for the forfeiture or return of compensation prior to vesting during the transfer restriction period (so-called malus provisions), and (ii) provisions for the return of compensation after vesting and after the lifting of transfer restrictions (so-called clawback provisions).

4. Basis for Calculation of the Payment Amount and Specific Details Thereof

The disposal of treasury shares to the proposed allottees is to be made through in-kind contribution of the monetary compensation receivables granted under the Plan. In order to eliminate arbitrariness, the disposal price has been set at 5,444 yen which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on June 23, 2026 (the business day immediately preceding the date of the resolution of the Board of Directors). The Company considers this price to be reasonable, as it represents the market price immediately prior to the date of the resolution of the Board of Directors, and not to constitute a particularly favorable price.

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 regulations. 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.