

Basic Policy for Establishing Internal Control System

ANRITSU CORPORATION

Established: May 31, 2006

Amended: April 1, 2016

1. Systems for ensuring the compliance of the performance of the duties of Directors and Employees of Anritsu Corporation and its subsidiaries (the Anritsu Group) with laws and articles of incorporation

(Paragraph 13-1-1-viii, Article 399 of the Company Act ; Paragraphs 4-2-4 and 5-ii, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Anritsu, driven by its company philosophy of “sincerity, harmony and enthusiasm”, has declared “contribution to society as a good citizen” in its company commitment. Further, aimed at becoming a “company of integrity”, the Anritsu Group has established the Anritsu Group Charter of Corporate Behavior and Anritsu Group Code of Conduct, and believes the observation of laws and corporate ethics is the starting point of all corporate activities.
- (2) All Directors and Executive Officers of Anritsu, fully recognizing that it is their responsibility to implement this Basic Policy, shall take the initiative and set an example to develop an effective internal system for the Anritsu Group and to ensure every employee becomes fully aware of the corporate ethics.
- (3) The Corporate Ethics Promotion Committee of Anritsu as subordinate one of Management Strategy Conference chaired by the President of Anritsu shall, in accordance with the “Basic Rules for Ethical and Legal Compliance”, develop and improve the Anritsu Group’s compliance system in cooperation with other compliance-related committees (including such committees as Information Control, Fair Trade Promotion, Export-Import Control, Environment Control) and related divisions of subsidiaries. Corporate Ethics Promotion Committee shall periodically report compliance-related issues to the Board of Directors of Anritsu, which will endeavor to solve such issues.
- (4) Corporate Ethics Promotion Committee shall implement education and training programs for Anritsu Group employees in cooperation with compliance-related committees and related divisions of subsidiaries, and shall, further, keep monitoring the effects of such programs. Anritsu’s Internal Auditing Center is responsible for following internal audit rules in auditing the activities of compliance-related committees as well as the promotional activities by the Legal Department concerning corporate ethics.
- (5) If an Anritsu Group Employee or other party becomes aware of any possible violation of the Anritsu Group Code of Conduct, the employee has access to channels of communicating or notifying, either by him/herself or through his/her supervisor, to internal or external contact points. In such a case, the fact that such employee has made such communication or notification shall be kept

confidential, and in no event the employee shall be treated unfavorably because of such communication or notification. Anritsu shall clarify the rules for handling such cases and assiduously disseminate these rules throughout the Anritsu Group.

- (6) In order to secure proper financial reporting and its reliability for the Anritsu Group, the Anritsu Group will develop its organization systems and conduct solid operation of internal control with continuous improvement to it in accordance with the "Basic Rules for Internal Control System".
- (7) The Anritsu Group will take resolute attitudes and actions against antisocial forces and organizations that threaten social order and safety, avoid any relationship, and in no way support antisocial forces and organizations. Moreover, Anritsu cooperates closely with external parties, including specialized law enforcement agencies and legal counsel, in handling inappropriate demands and other situations potentially involving antisocial forces.
- (8) Transactions among Anritsu Group companies shall be appropriate in view of laws, accounting principles, tax laws and other social norms.

2. Systems for the preservation and management of information in relation with the Directors' performance of their duties

(Paragraph 4-2-1, Article 110 of the Implementing Ordinances of the Company Act)

- (1) As for the information on the business, Anritsu shall maintain and operate the system managed rigidly and adequately based on Information Management Basic Rule.
- (2) With respect to the documents for decision making and execution of duties by Directors and Executive Officers (including but not limited to minutes of the General Meetings of Shareholders and related materials of the same, minutes of meetings of the Board of Directors and related materials of the same, and minutes of Management Strategy Conferences and related materials of the same), Anritsu shall prescribe persons in charge, duration and methods for the preservation of the said documents so as to practice management in accordance with the laws and Trade Secret Management Rule and maintain the system that the Directors can promptly inspect the said documents.
- (3) Anritsu shall manage trade secret and individual information rigidly and adequately based on the law, Trade Secret Management Rule and Individual Information Protection Rule.

3. Rules and systems for Risk Management for Anritsu and subsidiaries

(Paragraphs 4-2-2 and 5-b, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Anritsu recognizes that the Anritsu Group is exposed to the following major risks: (i) risk relating decision making and execution of duties, (ii) risk of non-compliance with the laws, (iii) risk in preserving the environment, (iv) risk to product/service quality, (v) risk associated with export/import control, (vi) risk to information security, and (vii) risk of hazards. Against each of these risks, Anritsu shall appoint a risk manager and develop a risk management system. Anritsu's Risk Management Promotion Department shall establish rules and guidelines and implement education/training programs in order to upgrade standards of risk management practice and to assure sustained business development.
- (2) In the planning process of the Anritsu Group's Mid-term Business Plan, every risk of the Anritsu Group shall be reviewed taking changes in management environment into consideration and anti-risk measures shall be implemented to achieve business objectives. Anritsu's monthly Management Strategy Conference constituted by the full-time Anritsu Directors and Executive Officers and presided over by the President shall, as occasion demands, analyze and discuss the risks and progress of implementation of anti-risk measures, and shall subsequently report the result to Anritsu's Board of Directors.
- (3) In order to systemize and integrate all these risk management efforts on an Anritsu Group basis, "Risk Management Basic Rule" shall be established, which shall be utilized for further enhancement of corporate value and sustained business development.
- (4) When an event that might give material influence on Anritsu Group management has occurred, Anritsu's President convenes parties concerned, grasps the situation and executes measures, and reports to Anritsu's Board of Directors promptly based on Risk Management Basic Rule.
- (5) When a serious accident and a disaster has occurred, Anritsu sets up the crisis task force that makes Anritsu's President a general manager based on Risk Management Basic Rule and Disaster and Emergency Plan Basic Rule, and makes an effort to minimize the damage and to recover the business early.

4. Systems for ensuring that the duties of Directors of Anritsu and its subsidiaries are performed efficiently

(Paragraphs 4-2-3 and 5-viii, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Aimed at flexibly and quickly responding to changes in management environment, so as to enhance competitiveness as a global enterprise and to continuously enhance corporate value, Anritsu has been adopting the Executive Officer system and shall clarify the assignment of duties of Directors and Executive Officers of Anritsu and subsidiaries. With respect to the execution of such duties, Anritsu shall establish an Organizational Responsibilities Rule which defines the scope of functions and responsibilities of each organizational unit

and appoint persons in charge of such units so as to structure a system that ensures adequate and efficient execution of the business.

- (2) Anritsu holds a scheduled of its Board of Directors meeting once a month, also holds extraordinary meeting if necessary, to execute the decision making promptly and adequately.
- (3) Anritsu's Board of Directors discusses, approves the Anritsu Group's Mid-term Business Plan and a single-year corporate budget linked such plan that the Management Strategy Conference has compiled, and oversees the progress status of the plan and budget.
- (4) Anritsu's President shall formulate its own mission and the objectives for a year based on the Anritsu Group's Mid-term Business Plan and a single-year corporate budget, and take the leadership to achieve the corporate goal. Anritsu's Executive Officers receive it, and they shall formulate their own missions and objectives for the year based on their duties and powers, and work on the achievement.
- (5) The Anritsu Group shall establish global business guidelines for each Business Group for smooth global business development, and shall raise the efficiency of the operations that Group companies share and integrate IT systems through shared services and introduce a cash management system and other initiatives.

5. Systems for reporting information to Anritsu regarding performance of the duties of the Directors and other officers of subsidiaries

(Paragraph 4-2-5-a, Article 110 of the Implementing Ordinances of the Company Act)

- (1) In order to smoothly implement Group management, Anritsu's President shall designate the Presidents of subsidiaries and other officers to attend Management Strategy Conferences, Business Development Strategy Conferences and Budget Formulation Conferences, and shall obtain information on key issues including the operating results and financial position of subsidiaries.
- (2) Anritsu's Directors and Executive Officers shall obtain regular and emergency reports from their assigned subsidiaries regarding key issues including operating results and financial position.

6. System for ensuring proper business operations within the Anritsu Group

(Paragraph 4-2-5-1, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Anritsu's Directors and Executive Officers shall provide guidance to subsidiaries for the development of appropriate internal control systems in accordance with their assigned duties.

(2) Anritsu's Internal Auditing Center shall cooperate with subsidiary auditing centers etc. in conducting audits of the propriety of subsidiary operations.

7. Provisions concerning the individuals assisting the Audit Committee

(Paragraph 4-1-1, Article 110 of the Implementing Ordinances of the Company Act)

(1) Anritsu shall establish a Management Auditing Center staffed with full-time employees to assist the Audit Committee.

(2) The Audit Committee shall be entitled to request the Internal Auditing Center to support their duties. Anritsu shall clarify it with a segregation of duties rule concerning the Internal Auditing Center.

(3) The Audit Committee shall be entitled to be rendered cooperation and clerical support from knowledgeable staff of the Corporate Administration Department as occasion demands.

8. Provisions concerning the independence from Directors of the individuals assisting the Audit Committee in performing its duties (excluding Directors on the Audit Committee) and for ensuring the effectiveness of guidance for the individuals assisting the Audit Committee

(Paragraphs 4-1-2 and 4-1-3, Article 110 of the Implementing Ordinances of the Company Act)

(1) Individuals assigned to the Management Auditing Center to assist the Audit Committee in its duties follow the directions and instructions of the Audit Committee. In addition, personnel changes involving these individuals shall be subject to the prior consent of the Audit Committee.

(2) Staff of the Internal Auditing Center and the Corporate Administration Department rendering support and cooperation at the request of the Audit Committee shall directly receive guidance from Directors, Executive Officers, supervisors, etc. with respect to such request.

(3) Staff of the Internal Auditing Center and the Corporate Administration Department rendering support and cooperation at the request of the Audit Committee shall be subject to the directions and orders of the Audit Committee with respect to such request and shall not be subject to any direction or order given by any Director, Executive Officer, supervisor, etc. (excluding Directors on the Audit Committee).

(4) Change of the Head of Internal Auditing Center shall be subject to the prior consent of the Audit Committee.

9. Systems for Directors and Employees of Anritsu Corporation and its subsidiaries reporting to the Audit Committee, the people receiving such reports, and other forms of reporting to the Audit Committee

(Paragraph 4-1-4, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Audit Committee Members selected by the Audit Committee are entitled to attend, in addition to Board of Directors meetings, important conferences such as Management Strategy Conference, Anritsu Group Mid-term Business Plan Review Panel, and other conferences which they consider necessary to attend for the purpose of their being acquainted with critical decision processes and execution of business.
- (2) Audit Committee Members selected by the Audit Committee are entitled not only to inspect important documents, including request for managerial decision, relating to execution of business but also to require, if they consider it necessary, Director, Executive Officer and/or Employees to present or explain relative documents.
- (3) A Director, Executive Officer or Employee of Anritsu or its subsidiaries, or a person receiving reports from them, shall report to the Audit Committee without delay if he/she recognizes any matter threatened to cause significant loss to Anritsu Group, fraud, material violation of law, or violation of Articles of Incorporation. Furthermore, a Director, Executive Officer or Employee is required to report speedily to the Audit Committee about status of implementation of internal audit, progress of development of internal control system, material accounting policy/standard or revisions of the same, and other material matters in accordance with the provisions of the laws and the rules for the Audit Committee, the reporting system and communication route to the Audit Committee shall be defined as internal rules and shall be implemented throughout the company.
- (4) Anritsu's Legal Department will periodically and as needed report plans for compliance activities and their outcomes to the Audit Committee (including reports over which it has jurisdiction, helpline reports, and the details of consultation).

10. Systems to ensure that people are not treated unfavorably for submitting reports

(Paragraph 4-1-5, Article 110 of the Implementing Ordinances of the Company Act)

- (1) The fact that an employee reported to the Audit Committee and the content of that report shall be kept confidential, and in no event the employee shall be treated unfavorably because of such communication or notification. Anritsu shall clarify the rules for handling such cases and assiduously disseminate these rules throughout the Anritsu Group.
- (2) The Anritsu Executive Officer responsible for compliance is responsible for supervision and monitoring to ensure that the work environment does not

become unfavorable for people who have made reports, and shall immediately take remedial action if unfavorable treatment is recognized.

11. Matters related to policies for procedures for prepayment or refund of costs and other costs and obligations incurred when the Audit Committee executes its duties

(Paragraph 4-1-6, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Anritsu quickly addresses costs and obligations when the Audit Committee requests prepayment of expenses, etc. associated with the execution of their duties in accordance with Paragraph 2-4, Article 399 of the Company Act , excluding instances in which the cost or obligation associated with the request is deemed unnecessary for the execution of the duties of the Audit Committee.
- (2) The Audit Committee is able to incur corporate expenses for external specialists such as attorneys and certified public accountants, excluding instances in which the cost or obligation associated with the request is deemed unnecessary for the implementation of an audit.
- (3) Anritsu provides for expenses, etc. that the Audit Committee will incur in executing their duties by calculating an annual budget projecting the amount that will be required.

12. Other systems for ensuring that the audits of the Audit Committee are conducted effectively

(Paragraph 4-1-7, Article 110 of the Implementing Ordinances of the Company Act)

- (1) Anritsu's Representative Directors shall periodically and as needed meet the Audit Committee to discuss issues that the Company should address and other material audit issues, thereby ensuring good communication with each other.
- (2) Anritsu's Internal Auditing Center shall report internal audit plans and the results thereof to the Audit Committee periodically and from time to time as necessary and aim at mutual cooperation. The Audit Committee shall be entitled to, as occasion demands, request investigation to the Internal Auditing Center and/or administrative departments concerned with internal audits.
- (3) To enable effective and adequate auditing by the Audit Committee of the entire Anritsu Group on a consolidated basis, a system to provide information to the Audit committee and a system to ensure collaboration between the Internal Auditing Center and the Audit Committee shall be developed.
- (4) In order to implement auditing by the Audit Committee more effectively, Anritsu's Directors and Executive Officers shall endeavor to improve internal

auditing system and to reinforce collaborative system with the Internal Auditing Center.

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