

The following document is a summarized English translation of the Notice of the 90th Ordinary General Meeting of Shareholders of ANRITSU CORPORATION. We provide this translation for your reference and convenience only and without any warranty as to its accuracy. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. ANRITSU CORPORATION assumes no responsibility for this translation or for direct, indirect, or any other forms of damages arising from the translation.

June 6, 2016

To our shareholders

Hirokazu Hashimoto, Representative Director
ANRITSU CORPORATION
5-1-1 Onna, Atsugi-shi, Kanagawa, Japan

Notice of the 90th Ordinary General Meeting of Shareholders

This is to inform you that the 90th Ordinary General Meeting of Shareholders (the “Meeting”) of ANRITSU CORPORATION will be held as follows:

If you cannot attend the Meeting, you may still exercise your voting rights as a shareholder by completing the attached reference documents or by voting on and through the Internet by 5:00 p.m., Monday, June 27, 2016.

1. Time and Date: Tuesday, June 28, 2016 at 10:00 a.m.

2. Place: Plaza Anritsu of ANRITSU CORPORATION
5-1-1 Onna, Atsugi-shi, Kanagawa, Japan

3. Agenda of the Meeting:

Matters to be reported:

1. Reports on the Business Report, Consolidated Financial Statements for the 90th Business Period (April 1, 2015 through March 31, 2016), and Report on the Results of the Audit Conducted on Consolidated Financial Statements by Independent Auditors and Audit Committee
2. Reports on the Financial Statements for the 90th Business Period (April 1, 2015 through March 31, 2016)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Seven (7) Directors (excluding Directors elected as Audit Committee Members)

Proposal 3: Election of One (1) Substitute Director elected as Audit Committee Member

Proposal 4: Presentation of Bonuses to Directors (excluding Directors elected as Audit Committee Members)

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Reference Documents Concerning Exercise of Voting Rights

Proposal 1: Appropriation of Surplus

The Company's basic policy for returning profits to its shareholders is to distribute profits in accordance with its consolidated performance and by taking into account the total return ratio. With regard to dividends, while taking the basic approach of raising dividend on equity (DOE) in accordance with the increase in consolidated profits for the fiscal year, the Company aims at a consolidated dividend payout ratio of 30% or more. The Company's policy is to make distributions of dividends, twice a year, consisting of a fiscal year-end dividend and interim dividend by resolution of the General Meeting of Shareholders or by approval of the Board of Directors.

Under the Company's Articles of Incorporation, the Company may make distribution of dividends etc. by a resolution of the Board of Directors. At this point, the Company adopts a resolution of the General Meeting of Shareholders.

Management seeks shareholder approval for the proposal concerning appropriation of retained earnings for the 90th Business Period.

Matters concerning Year-end dividends:

Allotment of property for dividends to shareholders and total amount thereof:

12 yen per share of the company common stocks for a total of 1,649,644,620 yen

Accordingly, the aggregate annual amount of the dividends, including the interim dividends, for the 90th Business Period will be 24 yen per share.

Effective date of the dividends from surplus:

June 29, 2016

Transition of dividends

	87 th 2012	88 th 2013	89 th 2014	90 th 2015
Annual amount of the dividends per share (the interim dividends included) (¥)	20 (12.5)	20 (10)	24 (12)	24 (planned) (12) (planned)
Consolidated dividend payout ratio (%)	20.3	30.8	43.1	87.7 (planned)

(Note) As to the 90th Business Period, annual amount of the dividends per share and consolidated dividend payout ratio are based on the assumption that this proposal will be approved as proposed.

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Proposal 2: Election of Seven (7) Directors (excluding Directors elected as Audit Committee Members)

Management seeks shareholders to approve election of the following number of Directors (excluding Directors elected as Audit Committee Members). This proposal was resolved after deliberation by Nominating Committee, whose Chairperson is Outside Director. In addition, there was no particular indication from Audit Committee as a result of its study regarding this proposal.

Number of directors to be elected: 7 (number of insiders: 4, number of outsiders: 3)

	Name (Date of Birth)	Brief personal record, position and responsibilities in the Company and other significant concurrently held positions	Number of the Company's shares held
1	(Reappointed) Hirokazu Hashimoto (Oct. 20, 1949)	Apr. 1973 Joined the Company Apr. 1998 Senior Manager of Accounting & Control Dept. Jun. 2002 Director of the Company Vice President Apr. 2004 Senior Vice President Jun. 2006 Executive Vice President Jun. 2007 Representative Director Apr. 2010 Representative Director, President (Incumbent) Anritsu Group CEO (Incumbent)	41,000 shares
(Reason for appointment as a candidate for Director) Mr. Hirokazu Hashimoto shows strong leadership and has abundant experience and achievements in management of the Company and Anritsu Group, as Representative Director, President of the Company and Anritsu Group CEO. Further, he has a wide knowledge of finance, accounting, and corporate governance. The Company appoints him in the expectation to reflect his insight and experience to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 13 times out of 13 meetings			
2	(Reappointed) Kenji Tanaka (Mar. 13, 1952)	Apr. 1974 Joined the Company Mar. 2002 Senior Manager of Marketing Dept., Wireless Com Div, Measurement Solutions. Apr. 2004 Vice President General Manager of Wireless Measurement Div., Measurement Business Group Apr. 2009 General Manager of Marketing Div. Jun. 2009 Director of the Company Apr. 2010 Executive Vice President Measurement Business Group President (Incumbent) Jun. 2010 Representative Director (Incumbent) Apr. 2012 Senior Executive Vice President (Incumbent)	18,700 shares
(Reason for appointment as a candidate for Director) Mr. Kenji Tanaka has been contributing to advance of measurement business by leading as a top of the major business of the Company, and has abundant experience and achievements as a management. The Company appoints him in the expectation to reflect his insight and experience to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 13 times out of 13 meetings			

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	Name (Date of Birth)	Brief personal record, position and responsibilities in the Company and other significant concurrently held positions	Number of the Company's shares held
3	(Reappointed) Toshisumi Taniyai (Nov. 23, 1957)	Apr. 1981 Joined the Company Jul. 2004 Senior Manager of Sales Support Dept., Sales Div. Apr. 2009 Vice President Senior Manager of Human Resource and Administration Dept. Apr. 2011 Chief Corporate Officer (Incumbent) Jun. 2011 Director of the Company (Incumbent) Apr. 2013 General Manager of Management Strategy Center (Incumbent) Apr. 2015 Senior Vice President of the Company (Incumbent)	11,400 shares
(Reason for appointment as a candidate for Director) Mr. Toshisumi Taniyai has a rich knowledge of and experience in management strategy, corporate governance, and compliance as Chief Corporate Officer besides business experience in the area of sales. The Company appoints him in the expectation to reflect his insight and experience to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 13 times out of 13 meetings			
4	(Reappointed) Akifumi Kubota (Jan. 27, 1960)	Apr. 1983 Joined the Company Apr. 2007 Senior Manager of Accounting & Control Dept. (Incumbent) Apr. 2010 Vice President (Incumbent) Chief Financial Officer(CFO) (Incumbent) Jun. 2013 Director of the Company (Incumbent) Apr. 2015 Senior Manager of Investor Relations Dept. Apr. 2016 Dismissal of Senior Manager of Investor Relations Dept.	10,400 shares
(Reason for appointment as a candidate for Director) Mr. Akifumi Kubota has been in charge of accounting and control and finance of the Company along with its subsidiaries outside of Japan, and currently plays a part of executing finance strategy for Anritsu Group as CFO, and has a wide knowledge of and experience in finance and accounting. The Company appoints him in the expectation to reflect his insight and experience to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 13 times out of 13 meetings			

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	Name (Date of Birth)	Brief personal record, position and responsibilities in the Company and other significant concurrently held positions	Number of the Company's shares held
5	(Reappointed) (Independent, outsider) Teruaki Aoki (Oct. 18, 1941)	<p>Jan. 1970 Joined Sony Corporation Jun. 1989 Director of Sony Corporation Jun. 1996 Managing Director of Sony Corporation Apr. 1998 President & COO of Sony Electronics Inc. (US corporation) Jun. 2003 Senior Executive Vice President of Sony Corporation Apr. 2005 President of Sony University of Sony Corporation Apr. 2006 Executive Alumnus of Sony Corporation (Incumbent) Jun. 2011 Representative Director of Micron Japan, Ltd. Jun. 2014 Director of the Company (Incumbent) Nov. 2014 Resigned Representative Director of Micron Japan, Ltd. Dec. 2015 Resigned President of Sony University of Sony Corporation</p>	10,000 shares
<p>(Reason for appointment as a candidate for Outside Director) The Company appoints Mr. Teruaki Aoki as Outside Director in the expectation to reflect his abundant experience and remarkable insight as a manager of business operation with considerable insight on global business to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 13 times out of 13 meetings</p>			
6	(Reappointed) (Independent, outsider) Sachiko Ichikawa (Jan. 17, 1967)	<p>Apr. 1989 Joined The Dai-Ichi Kangyo Bank, Ltd. (Currently Mizuho Bank, Ltd.) Feb. 1990 Resigned The Dai-Ichi Kangyo Bank, Ltd. Apr. 1997 Registration of Attorney-at-law Jan. 2005 Joined TANABE & PARTNERS Registration of Attorney-at-law (New York, US) Nov. 2009 Auditor of the Board Director Training Institute of Japan Jan. 2011 Partner of TANABE & PARTNERS (Incumbent) Jun. 2015 Director of the Company (Incumbent) Jul. 2015 Director of the Board Director Training Institute of Japan (Incumbent)</p> <p>(Significant Concurrently held Positions) Partner of TANABE & PARTNERS Director of the Board Director Training Institute of Japan</p>	None
<p>(Reason for appointment as a candidate for Outside Director) Ms. Sachiko Ichikawa does not have past experience directly in corporate management. However, the Company appoints her as Outside Director in the expectation to reflect her abundant experience and expertise regarding mainly corporate governance and compliance as an attorney-at-law of Japan and USA to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 10 times out of 10 meetings</p>			

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	Name (Date of Birth)	Brief personal record, position and responsibilities in the Company and other significant concurrently held positions	Number of the Company's shares held
7	(Reappointed) (Independent, outsider) Takashi Sano (Apr. 3, 1948)	Oct. 1973 Joined Arthur Andersen (Currently KPMG AZSA LLC) Feb. 1979 Joined NEMIC-LAMBDA K.K. (Currently TDK-Lambda Corporation) Jun. 1986 President of NEMIC-LAMBDA Singapore PTE. LTD. (Currently TDK-Lambda Singapore Pte. Ltd.) Dec. 1992 Joined Inoue Saito Eiwa Audit Corporation (Currently KPMG AZSA LLC) Jan. 1993 Registration of CPA Aug. 1997 Representative Partner of Asahi Audit Corporation (Currently KPMG AZSA LLC) Nov. 2007 Resigned KPMG AZSA & Co. (Currently KPMG AZSA LLC) Dec. 2007 Established Sano CPA Office (Incumbent) Jun. 2011 Outside Corporate Auditor of Zuken Inc. Jun. 2014 Outside Director of Zuken Inc. (Incumbent) Jun. 2015 Director of the Company (Incumbent) (Significant Concurrently held Positions) President of Sano CPA Office Outside Director of Zuken Inc.	None
(Reason for appointment as a candidate for Outside Director) The Company appoints Mr. Takashi Sano in the expectation to reflect his abundant experience and remarkable insight as a manager of business operation with considerable insight on global business, and his abundant knowledge and remarkable insight on finance and accounting as CPA to its management, decision-making process at the Board of Directors et cetera. (Number of attendance at Board of Directors during this Business Period) 10 times out of 10 meetings			

- (Notes) 1. No special conflicting interest exists between the Company and the candidates.
2. Mr. Teruaki Aoki, Ms. Sachiko Ichikawa and Mr. Takashi Sano are candidates for Outside Directors. Special notes regarding candidates for Outside Directors are as follows:
- (1) At the conclusion of the Meeting, Mr. Teruaki Aoki will have held the position of an Outside Director for two (2) years, and Ms. Sachiko Ichikawa and Mr. Takashi Sano will have held the same for one (1) year.
 - (2) The Company has designated and reported Mr. Teruaki Aoki, Ms. Sachiko Ichikawa, and Mr. Takashi Sano as an independent board member stipulated by Tokyo Stock Exchange, Inc.. In addition, they meet “Criteria for Judging Independence of Outside Officers” set by the Company.
3. The relationship between the Company and the entities other than the Company where the proposed Outside Directors hold a significant position is as follows:
- (1) The Company has, direct or indirect, business transaction of products and services with Sony Corporation of which Mr. Teruaki Aoki is an Executive Alumnus. Those transactions amounts less than 1% of the consolidated sales of the Company during this Business Period.
 - (2) There is no special relationship between the Company and TANABE & PARTNERS or the Board Director Training Institute of Japan where Ms. Sachiko Ichikawa currently holds position.
 - (3) There is no special relationship between the Company and Sano CPA Office or Zuken Inc. where Mr. Takashi Sano currently holds position.
4. The Company has liability agreement in place with Mr. Teruaki Aoki, Ms. Sachiko Ichikawa, and Mr. Takashi Sano respectively, which limit the amount of his/her liability to ten million yen (¥10,000,000) or amount stipulated by laws, whichever is higher. The Company will continue the agreements with them, should they be elected as originally proposed.

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(For your reference)

The Company has set the criteria and procedure regarding appointment of Directors, as well as the standards of judging independence of Outside Directors as follows:

① Criteria and procedure for selection of Directors

The Company has set certain criteria for selecting Directors in order to ensure fullness and real effectiveness of decision-making process at the Board of Directors.

As to the selection of an Internal Director, a candidate should have advanced expertise, be highly capable for business exercise and be expected to contribute to the improvement of business performance of the Company. In addition, he/she is comprehensively evaluated in the light of “Anritsu Value” that summarizes a desirable member of the Group, by taking into consideration several factors such as his/her self-consciousness as a leader of the Company, ability to share the Company’s management philosophy, richness in humanity, ability to take action, conceptual power and a sense of morality.

As to the selection of an Outside Director, a candidate is comprehensively evaluated by taking into consideration a balance of knowledge and experience as well as diversity, etc. among members of the Board of Directors and his/her independence from the Company.

② Criteria for Judging Independence of Outside Officers

When a reasonable examination by the Company finds that an Outside Director (“Outside Officer”) or a candidate for Outside Officer of the Company does not fall under any of the following, the Company judges that such Outside Officer or candidate for Outside Officer is independent from the Company:

1. A person who executes business (*1) for the Company or any of its subsidiaries of the Company (the Company and its subsidiaries are collectively referred to as “Group”)
2. A major shareholder of the Company (*2), or a person who executes business (*1) for such shareholder
3. A person who executes business (*1) for a company, of which the Group is one of major shareholders (*2)
4. A person or entity for whom the Group is a major business partner (*3), or a person who executes business (*1) for such person or entity
5. A major business partner (*3) of the Group, or a person who executes business (*1) for such partner
6. A person or entity receiving donations of a large amount of money or other assets (aids) (*4) from the Group, or a person who executes business (*1) for such person or entity
7. A consultant, an accounting expert such as a certified public accountant, etc. or a legal expert such as an attorney, etc. receiving a large amount of money or other assets (benefits) (*4) from the Group, other than the compensation for officer (when a person receiving such asset is a corporate person or an association such as partnership, this paragraph applies to members who belong to such association.)
8. A person who is a former employee or officer of a company in a cross-directorship arrangement for Outside Directors (*5) with the Group
9. A person who had fallen under any of the preceding paragraphs of 1.~8. in the past (*6)
10. A spouse or a family member within two degrees of kinship of either person described in (a) or (b) below;
 - (a) A key person (*7) among the persons described in the paragraph 1. above (including a director who is, or was, not a person who executes business (*1), when judging the

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independence of an Outside Director who is an Audit Committee member or a candidate for such outside officer), or

(b) A key person (*7) among the persons described in any of the preceding paragraphs of 2.~8.

11. Other than the persons described above, a person who is reasonably determined by the Company that he/she is unable to perform his/her duties as Outside Officer in an independent and neutral position.

(Notes) (*1) “Person who executes business” means a person who executes the business (duties) of director (excluding Outside Director), *shikkoyaku*, employees, etc. (including executive officer), including a person who executes the business (duties) for a corporate or association such as partnership other than a company.

(*2) “Major shareholder” means a shareholder who holds, directly or indirectly, more than 10% of the voting rights of a company.

(*3) “Major business partner” means a partner who falls under the definition of “major business partner” referred to in “Guidelines Concerning Listed Company Compliance, etc. III 5. (3)2”.

(*4) “A large amount of money and other assets” means the total value exceeding ten million yen (¥10,000,000) per business year or one percent (1%) of the total income of the recipient of such assets, whichever is higher.

(*5) “Cross-dictatorship arrangement for outside officers” means a relationship where a former officer or employee of the Group currently serves as an outside officer for another company, and at the same time, a former officer or employee of such another company serves as an outside officer of the Group.

(*6) “Past” means, in cases which fall under the paragraph 1 above, an indefinite past period and in cases which fall under any of the paragraphs 2.~8. above, five (5) years in the past, including the last business year.

(*7) “Key person” in the item (a) includes an employee of importance, such as executive officer, etc. out of the persons who exercises business described in the item (*1) above, but not include an employee who serves as a position similar to department manager or lower position. “Key person” in the item (b) means, in cases which fall under any of the paragraphs 2.~8. above (excluding the paragraph 7) only a person who exercises business as director, *shikkoyaku*, executive officers, etc. and in cases which fall under the paragraph 7 above, only a qualified professional such as certified public accountant or attorney.

(*8) Under the rule set by Tokyo Stock Exchange Inc., a listed company is allowed to stipulate insignificant criteria for determining the person is unlikely to influence on shareholders’ decision on exercise of voting rights for specific items, respectively. In this light, the Company separately stipulates, as necessary, such insignificant criteria on “amount of transaction” and “amount of donation”, respectively, in regard to the items “whether the officer is a business partner or a former employee or officer of such partner of the listed company, or not” and “whether the officer is or was employed by the recipient of donation made by the listed company, or not”.

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Proposal 3: Election of One (1) Substitute Director elected as Audit Committee Member

Due to Mr. Michikazu Aoi's offer to resign, who was elected for a substitute Director elected as Audit Committee Member at the 89th Ordinary General Meeting of Shareholders held on 25th June, 2015, the Company has decided to revoke the election of him on the opening of the Meeting by the resolution of the meeting of the Board of Directors with consent of Audit Committee. Therefore, Management seeks shareholders to approve election of a substitute Director elected as Audit Committee Member.

Number of substitute Director elected as Audit Committee Member to be elected: 1 (number of outsider: 1)

The effect of this election may be rescinded by, with consent of Audit Committee, the resolution of the meeting of the Board of Directors unless the substitute Director elected as Audit Committee Member is appointed.

Further, the prior consent of Audit Committee has been obtained with regard to submission of this proposal on the agenda.

Name (Date of Birth)	Brief personal record, position and responsibilities in the Company and other significant concurrently held positions	Number of the Company's shares held
Norio Igarashi (Jul.16, 1948)	<p>Apr. 1977 Registration of CPA Jul. 1988 Representative Partner of Aoyama Audit Corporation Sep. 2006 Representative Partner of Arata Audit Corporation (Currently PricewaterhouseCoopers Arata) Mar. 2007 Resigned Arata Audit Corporation Apr. 2007 Professor, Graduate School of International Social Sciences, YOKOHAMA National University Jun. 2007 Outside Corporate Auditor of Matsui Securities Co., Ltd. (Incumbent) Apr. 2008 Professor, College of Business Administration, YOKOHAMA National University Mar. 2013 Outside Corporate Auditor of Kao Corporation (Incumbent) Apr. 2014 Visiting Professor, Center for Economic Growth Strategy, YOKOHAMA National University (Incumbent)</p> <p>(Significant Concurrently held Positions) Visiting Professor, Center for Economic Growth Strategy, YOKOHAMA National University Outside Corporate Auditor of Kao Corporation</p>	None

(Reason for appointment as a candidate for Outside Director)

Mr. Norio Igarashi does not have past experience directly in corporate management. However, the Company appoints him as substitute Director elected as Audit Committee Member in the expectation to reflect his expertise and rich experience in finance and accounting as CPA and university professor, and remarkable insight regarding management obtained from experience as an Outside Corporate Auditor to its management, decision-making process at the Board of Directors et cetera.

- (Notes)
1. No special conflicting interest exists between the Company and the candidate.
 2. Mr. Norio Igarashi is a candidate for substitute Outside Director elected as Audit Committee Member.
 3. There is no special relationship between the Company and YOKOHAMA National University or Kao Corporation where Mr. Norio Igarashi currently holds position.
 4. Mr. Norio Igarashi is expected to resign from Outside Corporate Auditor of Matsui Securities Co., Ltd. this coming June 2016.
 5. The Company will be entering into a liability agreement with Mr. Norio Igarashi which limits the amount of his liability to ten million yen (¥10,000,000) or amount stipulated by laws, whichever is higher, should he be Director elected as Audit Committee.
 6. Mr. Norio Igarashi meets "Criteria for Judging Independence of Outside Officers" set by the Company.

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Proposal 4: Presentation of Bonuses to Directors (excluding Directors elected as Audit Committee Members)

Management seeks shareholders to approve presentation of bonuses totaling forty million yen (¥40,000,000) be distributed to the five (5) Internal Directors out of eight (8) current Directors (excluding Directors elected as Audit Committee Members) at the end of the 90th Business Period in accordance with the business results of the fiscal year. Amounts of bonuses of each director shall be left to decision of Board of Directors.

This proposal was resolved after deliberation by Compensation Committee, whose Chairperson is Outside Director. In addition, there was no particular indication from Audit Committee as a result of its study regarding this proposal.

*Outside Directors will not be receiving these Bonuses.