

Responding to changes in the operating environment in a flexible and speedy manner, improving competitiveness as a global company and continuously enhancing corporate value are priority management issues for Anritsu. To address them, we are working to build an environment and structure in which corporate governance can function effectively.

Basic Philosophy

Over the medium term, Anritsu is working to strengthen corporate governance from the following perspectives.

1. Greater management transparency
2. Appropriate and timely disclosure of information
3. Stronger check and balance functions
4. Stronger management supervision

Going forward, we will continue to fulfill our corporate mission with sincerity, harmony and enthusiasm as stated in the Anritsu Group's philosophy, by building a corporate culture that respects the rights and interests of all stakeholders, including shareholders, customers and employees, and by maintaining and strengthening internal systems.

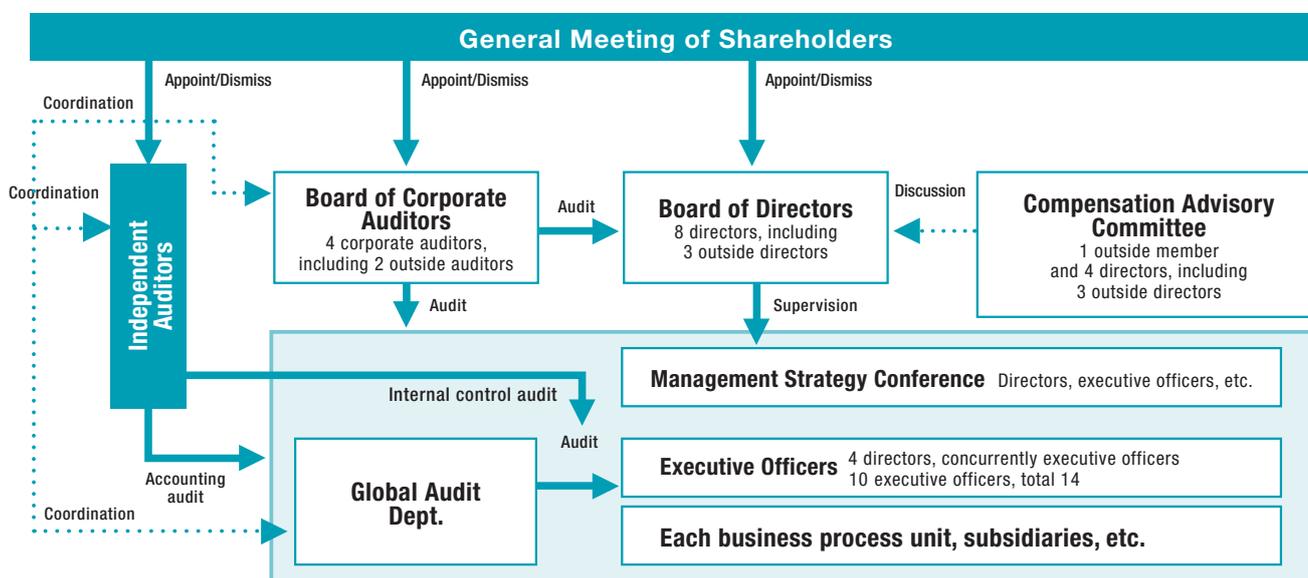
Anritsu's Corporate Governance System

Anritsu is a company with a board of corporate auditors. Its corporate governance system centers on the Board of Directors and Board of Corporate Auditors. Anritsu has also introduced an executive officer system with the aim of promoting prompt execution of duties.

The Company's current management structure consists of 8 directors (including 3 outside directors), 4 corporate auditors (including 2 outside corporate auditors) and 14 executive officers (including 4 who also serve as directors). As part of measures to enhance corporate governance, Anritsu increased the number of outside directors to bring outside perspectives into the Company's management and further strengthen oversight of business execution. After the close of the 85th Ordinary General Meeting of Shareholders held on June 28, 2011, the Company had three outside directors. None of the outside officers, including the two outside corporate auditors, has any personal, equity or business relationships or other vested interests with the Company.

Anritsu's execution and supervision structure is shown in the chart below.

Corporate Governance System



Anritsu has appointed a corporate manager with extensive experience in global business, a university professor and a corporate governance specialist as outside directors with the expectation of utilizing their advice from an outside perspective in areas such as dealing with management issues. The Company believes that this will increase objectivity and fairness in decision-making in Board of Directors' meetings and contribute to further ensuring management transparency.

Internal Control System

Anritsu is taking measures to strengthen its internal control system in order to exhaustively determine and assess impediments (business risks) to the Company's growth and achievement of management targets and conduct company-wide management.

To link the improved internal control system to higher corporate value, Anritsu is conducting activities with a focus on raising awareness as an organization and fostering its corporate culture.

Risk Management

Recognizing that its key risks are (1) risks related to management decision-making and business execution, (2) legal risk, (3) environmental protection risk, (4) product and service quality risk, (5) export control risk, (6) information security risk, and (7) disaster risk, Anritsu clearly identifies who is responsible for risk management for each type of risk. These managers conduct analytical evaluations of risks, deliberate with the Management Strategy Conference when necessary, and report to the Board of Directors. If an event occurs with the potential to have a significant impact on the Company's operations, pursuant to basic risk management rules the president of the Company calls a meeting of those concerned to grasp the situation and take countermeasures, and reports promptly to the Board of Directors and Board of Corporate Auditors.

Compliance

The director in charge of compliance oversees the Anritsu Group's compliance activities to promote sound corporate activities that adhere to ethics and laws. Day-to-day activities are carried out by each department under the leadership of the department manager, with the support of the Corporate Ethics Committee and other committees. Specific measures include extending the Anritsu Group Code of Conduct to subsidiaries, including overseas subsidiaries. We issue case study sheets with commentary and points to consider regarding specific issues, conduct training by employee level and educational programs through compliance events. In addition, Anritsu has established a Help Line and other measures to prevent internal violations of ethics and laws.