

Corporate Governance

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

■ Basic Philosophy

1. Greater management transparency
2. Appropriate and timely disclosure of information
3. Stronger management supervision
4. Management resources development

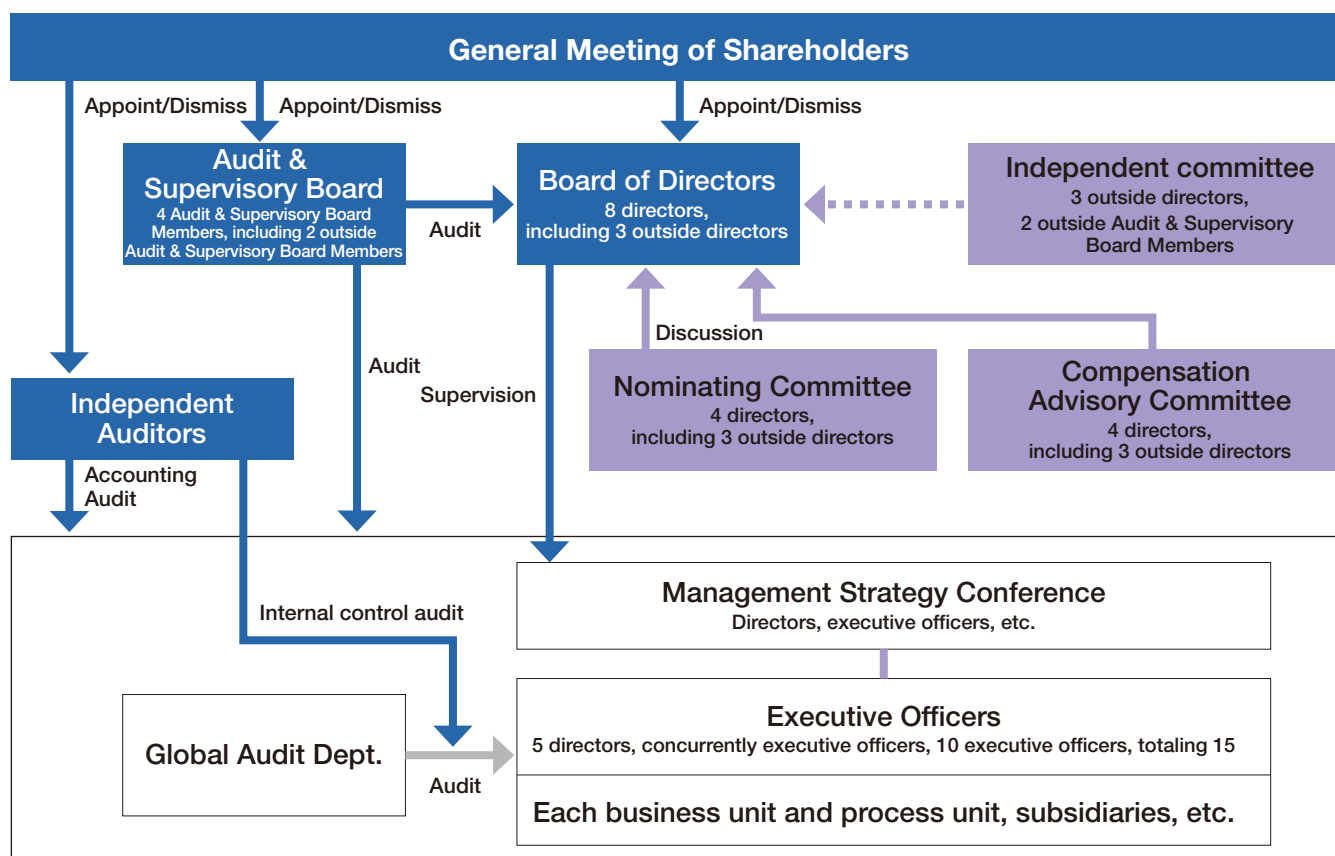
We will continue to fulfill our corporate mission with sincerity, harmony, and enthusiasm as stated in the Anritsu Group's corporate philosophy, by implementing measures needed for the Company to build a corporate culture that respects the rights and interests of all stakeholders, including shareholders, customers, and employees, and maintains and strengthens internal systems.

■ Anritsu's Corporate Governance System

Anritsu is a company with an Audit & Supervisory Board. Its corporate governance system centers on the Board of Directors and the Audit & Supervisory Board. Anritsu has also introduced an executive officer system. The aim of this system is to promote the prompt execution of duties.

Anritsu's current management structure consists of 8 directors (including 3 outside directors), 4 Audit & Supervisory Board Members (including 2 outside Audit & Supervisory Board Members), and 15 executive officers (including 5 who serve concurrently as Directors). As part of its measures for strengthening corporate governance systems, Anritsu moved in June 2011 to increase the number of its outside directors to three, and these outside directors have promoted management activities based on an understanding of external perspectives while also further strengthening supervisory

Corporate Governance System



functions over operational execution activities. Anritsu's Audit & Supervisory Board Members include two outside Audit & Supervisory Board Members, all of whom are independent from the Company in terms of not having a relationship of interest with the Company.

Anritsu appoints outside directors who have extensive professional experience and knowledge, as well as exceptional insight. The Company expects to draw on the Directors' advice based on their outside perspectives in areas such as management issues. The Company also believes that this will enhance objectivity and fairness in the decision-making process at Board of Directors' meetings and will facilitate an increase in management transparency.

In addition, to further clarify director's managerial responsibilities in each fiscal year and build management systems capable of flexibly and quickly responding to changes in the operating environment, Anritsu shortened the terms of its directors from two years to one year as of June 2013.

Anritsu has established the Nominating Committee as an advisory body to the Board of Directors in addition to the Compensation Advisory Committee. The Nominating Committee provides advice and recommendations on regarding the appointment and removal of directors, programs to foster the development of managerial human resources, and other programs in order to increase the transparency, objectivity, and fairness of management.

Activities of Outside Directors and Corporate Auditors

Name	Title	Number of Board Meetings Attended	Activities
Yasushi Hosoda	Outside Director	12/13	Makes remarks based on his experience as a manager with strong insight primarily on global business
Michikazu Aoi	Outside Director	12/13	Makes remarks from his perspective as a university professor with extensive knowledge and strong insight primarily related to management Chairman of the Nominating Committee
Takaya Seki	Outside Director	13/13	Makes remarks based on his extensive knowledge and strong insight primarily as a corporate governance specialist. Chairman of the Compensation Advisory Committee
Nobuyoshi Tanaka	Outside Audit & Supervisory Board Member	13/13 9/9	Makes remarks from a legal standpoint as an attorney who has primarily judicial experience
Kunihiro Kamiya	Outside Audit & Supervisory Board Member	13/13 9/9	Makes remarks based on his extensive experience as a manager and from a financial and accounting perspective

Note: Number of Board meetings attended: The first line shows attendance at the Board of Directors' meetings, and the second line at the Audit & Supervisory Board meetings. Number of meetings attended/Number of meetings held

■ Internal Control System and Compliance

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

With respect to internal auditing, the Global Audit Department conducts operational audits of each business department and business process, and it also provides guidance and assistance to Group companies throughout the world. This department also exchanges information and opinions with the independent auditors regarding audits by the Audit & Supervisory Board Members to enhance the quality and efficiency of both parties' audits, in addition to supporting the Company's judgment on the appropriateness of the method and results.

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 compliance risk, (3) environmental protection risk, (4) product and service quality risk, (5) trade 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 Audit & Supervisory Board. For disaster risk, the Anritsu Group conducts regular crisis management activities, including gathering risk information and establishing disaster prevention systems. In addition, the Anritsu Group has created a disaster response framework, including a disaster recovery plan to enable a fast, appropriate response when a disaster occurs.

<Compliance>

The director in charge of compliance presides over 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, and 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.

<Investor Relations>

Anritsu is working to bolster its investor relations (IR) programs with the objectives of disseminating accurate corporate information in a timely manner and also proactively promoting dialogs with shareholders and investors. Besides

the quarterly performance reports presented by its top managers, the Company is expanding its domestic and overseas IR communications programs—including roughly 500 meetings per year with individual institutional investors, plant study tour programs, and overseas IR programs—and it is putting feedback obtained from stakeholders to good use in the context of management reform initiatives. We are also sustaining our efforts to help individual investors deepen their understanding of Anritsu by expanding the scope of IR information featured on our website as well as by organizing investor briefings and distributing questionnaires to shareholders and investors.

<Discontinuation of Takeover Defense Measures>

At a meeting held in April 2013, Anritsu's Board of Directors decided not to extend the term of the Company's Countermeasures to Large-Scale Purchase of the Company's Shares (Takeover Defense Measures), which expired in June 2013.

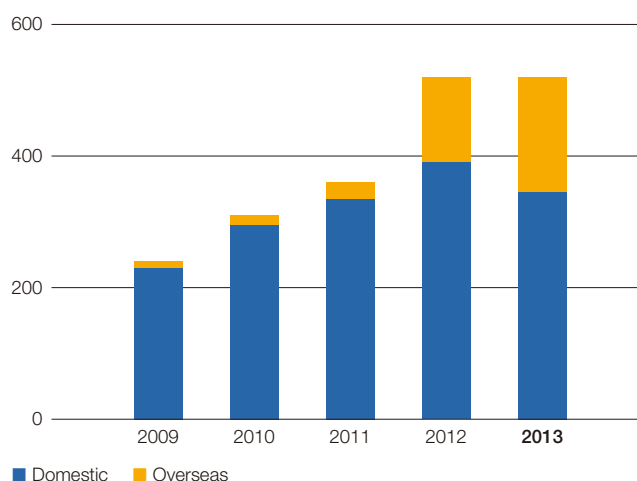
This decision reflects our judgment that, at this point in time, we should give top priority to realizing the 2020 Vision and Mid-Term Plan GLP2014 objectives, promote a rise in corporate value by means of sustained efforts to create and strengthen corporate governance systems, augment shareholder returns, and move further ahead in our dialog with shareholders and investors so that we can ensure that shareholders and investors fully understand the Company's management policies and are positioned to properly evaluate Anritsu's corporate value.

Going forward, Anritsu will continue to make its utmost efforts to sustain and increase its corporate value and the benefits accruing to its shareholders.



Corporate performance explanation briefing

Growth in the Number of IR Meetings



Directors, Audit & Supervisory Board Members, and Executive Officers

■ Directors



Hirokazu Hashimoto

Representative Director, President

1973 Joined the Company
2007 Representative Director
2010 Representative Director, President



Kenji Tanaka

Representative Director

1974 Joined the Company
2010 Representative Director
2012 Representative Director, Senior Executive Vice President



Fumihiko Tsukasa

Director

1974 Joined the Company
2012 Senior Vice President [incumbent]
2012 Director



Toshisumi Taniai

Director

1981 Joined the Company
2009 Vice President [incumbent]
2011 Director



Akifumi Kubota

Director

1983 Joined the Company
2010 Vice President [incumbent]
2013 Director



Yasushi Hosoda

Director (Outside Director)

(Visiting Professor,
Kanazawa Institute of Technology)
2010 Director



Michikazu Aoi

Director (Outside Director)

(Professor, Meiji University Graduate
School of Global Business)
2011 Director



Takaya Seki

Director (Outside Director)

(Representative Director,
Corporate Practice Partners, Inc.)
2011 Director

■ Audit & Supervisory Board Members

Shigehisa Yamaguchi

Full-time Corporate Auditor

1975 Joined the Company
2011 Full-time Corporate Auditor

Tomoyuki Kikukawa

Full-time Corporate Auditor

1979 Joined the Company
2013 Full-time Corporate Auditor

Nobuyoshi Tanaka

Outside Corporate Auditor
(Civil Affairs Mediation Committee, Tokyo District Court)

2011 Outside Corporate Auditor

Kunihiro Kamiya

Outside Corporate Auditor

2011 Outside Corporate Auditor

■ Executive Officers

Hirokazu Hashimoto*

President
Group CEO

Kenji Tanaka*

Senior Executive Vice President
Measurement Business Group President

Frank Tiernan

Executive Vice President
Measurement Group Vice President,
President of Anritsu U.S. Holding, Inc. (U.S.A.),
President of Anritsu Company (U.S.A.)

Fumihiko Tsukasa*

Senior Vice President
Industrial Solution Business Group President

Junkichi Shirono

Senior Vice President
Chief Environmental and Quality Officer,
Chief Technology Officer,
General Manager of Technology Management Center

Toshihiko Takahashi

Senior Vice President
Chief R&D Officer, General Manager of R&D Group

Toshisumi Taniai*

Vice President
Chief Business Planning Officer, Chief Corporate Officer,
Chief Compliance Officer,
General Manager of Management Strategy Center

Nobuo Funahashi

Vice President
Information & Communication Group President

Osamu Nagata

Vice President
Chief Global Sales Officer, General Manager
of APAC Sales Center

Akifumi Kubota*

Vice President
Chief Financial Officer,
Senior Manager of Accounting and Control Dept.

Tetsuo Kawabe

Vice President
Chief Risk Management Officer,
Chief Information Officer

Gerald Ostheimer

Vice President
Chief Service Assurance Business Officer,
Managing Director of Anritsu EMEA Ltd. (U.K.)
CEO & President of Anritsu A/S (Denmark),

Yasunobu Hashimoto

Vice President
Chief Japan Sales Officer,
General Manager of Measurement Solution Sales Div.

Tsukasa Hattori

Vice President
Chief SCM Officer, General Manager
of Koriyama Business Office,
General Manager of SCM Center

Takashi Seike

Vice President
Chief Marketing Officer, General Manager of Marketing Div.

*Concurrently serving as director

Corporate Social Responsibility

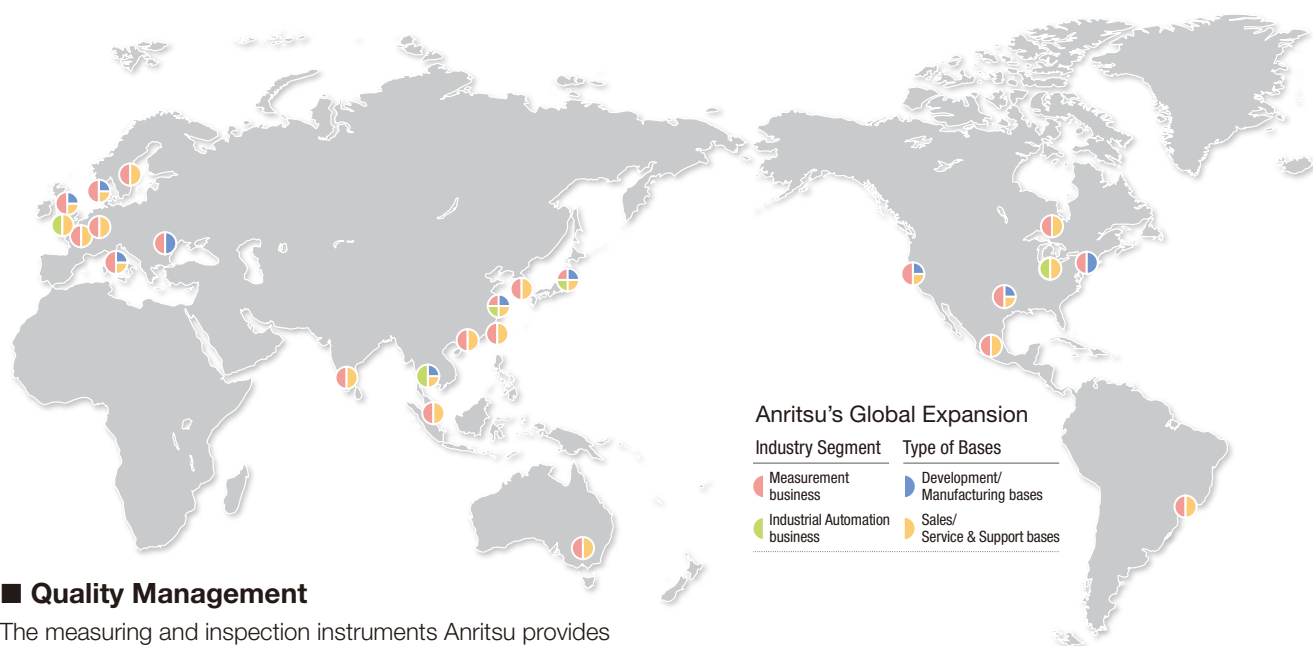
Anritsu is developing its corporate social responsibility (CSR) activities by operating in line with the fundamental principles articulated in its Management Philosophy, Management Vision, and Management Policy; by embracing the core values the United Nations Global Compact is seeking to promote some of the Group's global companies; and by adhering to the Anritsu Group Charter of Corporate Behavior, which specifies concrete values and behavioral guidelines.

Contributing to the Creation of Safe, Secure, and Comfortable Societies

■ Global Support Service

Through its global support service program, Anritsu employs 24 product service centers in 16 countries to provide customers throughout the world with maintenance and calibration services, as well as other diverse technical support services.

To ensure that customers throughout the world receive services of equally high quality, we implement customer satisfaction surveys in each country and make use of customer feedback to plan programs aimed at further enhancing service quality.



■ Quality Management

The measuring and inspection instruments Anritsu provides can be considered as “mother machines” with respect to customers' quality management systems. It is, therefore, crucial to ensure that we provide customers with products of consistently high quality. Employing a quality assurance system based on the international ISO9001 quality management standard, we have developed global integrated systems for ensuring high quality in all operations, including product design and development as well as manufacturing, servicing, and maintenance operations. We also make sustained efforts to further improve our quality assurance system by means of plan-do-check-act (PDCA) cycle programs.



Building a Solid Foundation for Operations as a Global Market Leader

■ CSR Procurement

Anritsu has drafted CSR Guidelines and is moving ahead with the promotion of CSR procurement based on those guidelines, in the belief that concerted collaboration with suppliers and other business partners is a prerequisite for attaining the

objective of realizing CSR procurement throughout its supply chains. We are also supporting the CSR promotion activities of our business partners by sharing information required for responding to various kinds of laws and regulations, including those designed to protect the natural environment. Anritsu has

expressed its approval of the intent of final rules issued in 2012 of governing the conflict mineral-related requirements of Section 1502 of the United States' Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Company is currently working to ensure the rules are rigorously applied by all companies in its supply chain.

■ Strengthening BCP Provisions in the Areas of SCM and IT

Anritsu aims to strengthen its business continuity plan (BCP) to prepare for the potential impact of disasters on its principal facilities in Japan, particularly the Koriyama Business Office and facilities of Tohoku Anritsu Co., Ltd. The Company has drafted clear-cut guidelines for disaster response measures; has created a supply chain visualization database, including data on business partners facilities; and taken measures to provide Anritsu Group units with shared access to that database. Regarding IT, we have worked since fiscal 2011 to concentrate important servers within our Osaka data center. Going forward, we will continue making preparations to quickly restore our business operations following the incidence of disasters as well as to support the recoveries of our business partners.



■ Fostering the Development of Global Human Resources

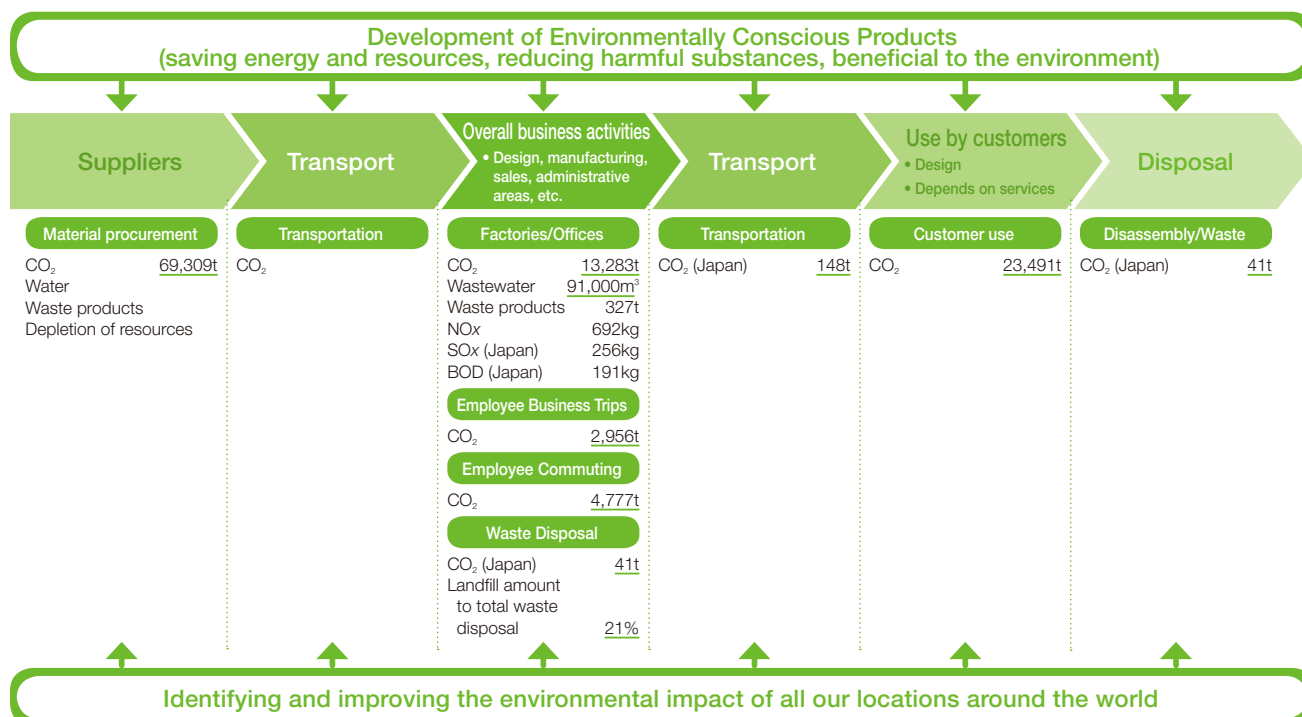
Each year, Anritsu organizes a global training program that enables sales engineers responsible for measuring instrument operations at overseas bases to gather together, exchange information, such as information on measuring instrument market trends, customer trends, and Anritsu strategies, and participate in educational classes and hands-on training exercises. Besides upgrading sales engineers' knowledge and skills, we are striving to use this program to promote exchanges between overseas and domestic staff in ways that foster the development of the global employees who will be responsible for the expansion of overseas operations going forward.

Promoting Protection of the Global Environment

■ Global Environmental Management Based on "Life-Cycle Thinking"

In accordance with its objective of promoting global environmental management, Anritsu is aiming comprehensively to

reduce its environmental impact by developing products that are environmentally friendly at each product life-cycle stage as well as by evaluating and improving the environmental impact performance of each base in its global network.



Notes: 1. In the diagram above, quantitative data is provided only for items for which environmental impact has been identified to date.

2. Figures are calculated in accordance with the "Basic guidelines on calculating greenhouse gas emissions in the supply chain."

3. Underlined figures indicate that the scope of data collected for these items was expanded from fiscal 2011. For detailed information, please refer to website at: <http://www.anritsu.com/en-us/About-Anritsu/Environment/index.aspx>