

# 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

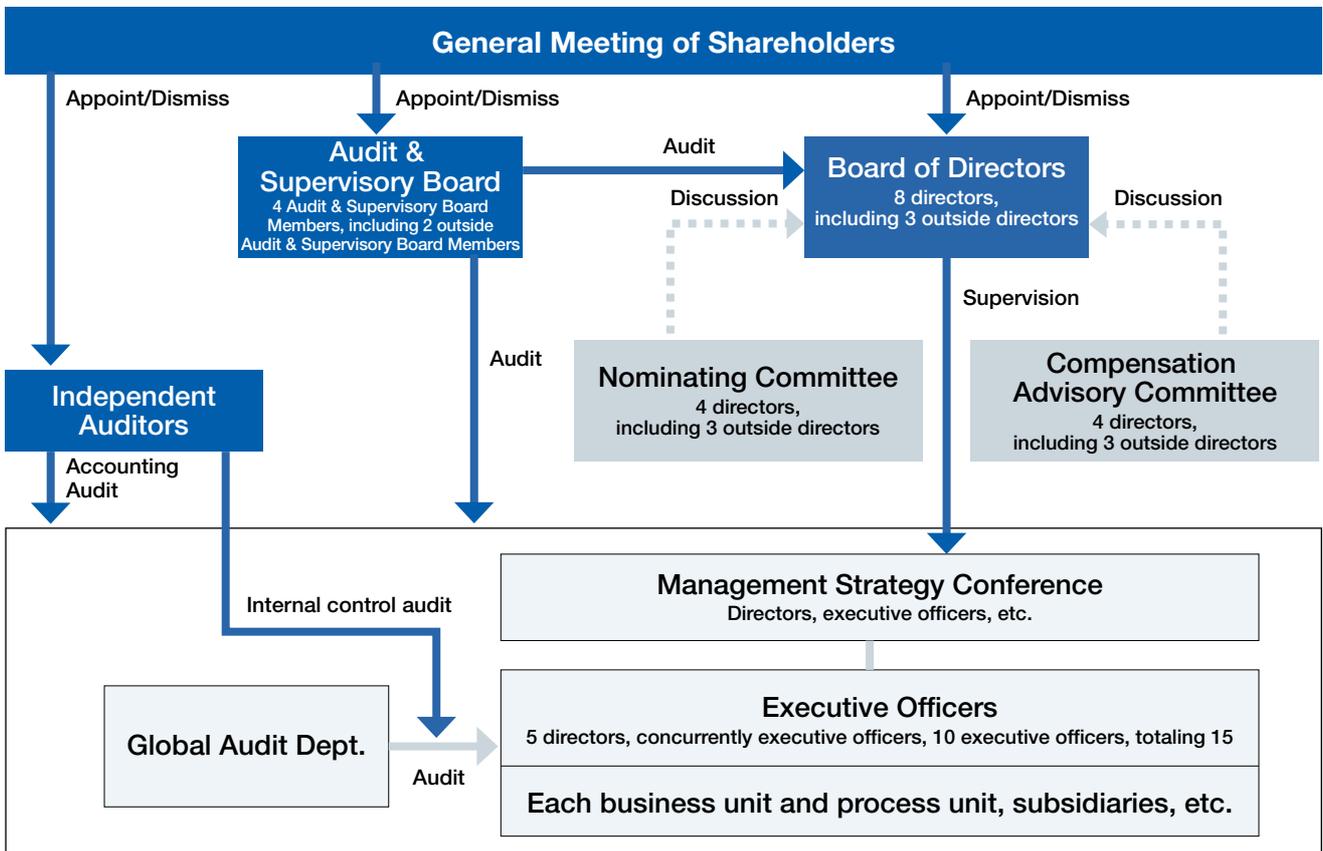
We will continue to fulfill our corporate mission with sincerity, harmony, and enthusiasm as stated in the Anritsu Group's corporate philosophy, by implementing measures needed for the Company to build a corporate culture that respects the rights and interests of all stakeholders, including shareholders, 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 Board of Directors Members, including 3 outside directors; 4 Audit & Supervisory Board Members, including 2 outside Audit & Supervisory Board Members; and 15 executive officers, counting 5 who also serve as Board of Directors Members. Anritsu's Articles of Incorporation limit the number of Board of Directors Members to no more than 10. In terms of national origin, 2 executive officers at Anritsu are foreign nationals.

## Corporate Governance System



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 directors' 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 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 Audit & Supervisory Board Members

Name	Title	Number of Board Meetings Attended	Activities
Yasushi Hosoda	Outside Director	12/12	Makes remarks based on his experience as a manager with strong insight primarily on global business
Michikazu Aoi	Outside Director	12/12	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	12/12	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	12/12 9/9	Makes remarks from a legal standpoint as an attorney who has primarily judicial experience
Kunihiro Kamiya	Outside Audit & Supervisory Board Member	12/12 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.

Anritsu recognizes that a resolute attitude toward antisocial forces is essential for the sound development of the corporation. This basic stance is clearly stipulated in our basic

policy for establishing an internal control system, while the Anritsu Group Code of Conduct includes the following declaration regarding opposition to antisocial forces.

"We will take a firm attitude and action toward antisocial forces or groups that threaten the order and safety of civil society, completely block any such relationships, and take no action that in any way supports such activities."

Further, to block relationships with antisocial forces, the General Affairs Division is responsible for the response to unreasonable demands or other claims, working closely with legal counsel, police, and other external specialist agencies.

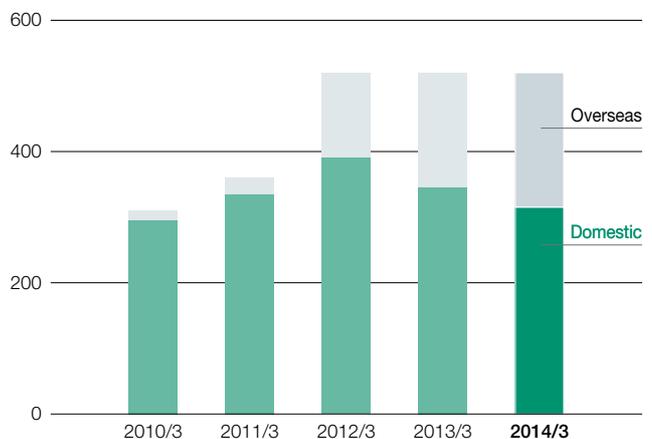
### <Investor Relations>

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.



Corporate performance explanation briefing

### 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



**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



**Teruaki Aoki**

Director (Outside Director)  
(Representative Director, Micron Japan, Ltd.)  
2014 Director

## Audit & Supervisory Board Members

**Shigehisa Yamaguchi**

Full-time Audit & Supervisory Board Member  
1975 Joined the Company  
2011 Full-time Audit & Supervisory Board Member

**Tomoyuki Kikugawa**

Full-time Audit & Supervisory Board Member  
1979 Joined the Company  
2013 Full-time Audit & Supervisory Board Member

**Nobuyoshi Tanaka**

Outside Audit & Supervisory Board Member  
(Civil Affairs Mediation Committee, Tokyo District Court)  
2011 Outside Audit & Supervisory Board Member

**Kunihiro Kamiya**

Outside Audit & Supervisory Board Member  
2011 Outside Audit & Supervisory Board Member

## Executive Officers

**Hirokazu Hashimoto\***

President  
Group CEO

**Kenji Tanaka\***

Senior Executive Vice President  
Measurement Business Group President

**Fumihiko Tsukasa\***

Senior Vice President  
Industrial Solution Business Group  
President

**Junkichi Shirono**

Senior Vice President  
Chief Environmental and Quality Officer,  
Chief Technology Officer

**Toshihiko Takahashi**

Senior Vice President  
Chief R&D Officer

**Toshisumi Taniai\***

Vice President  
Chief Business Planning Officer, Chief  
Corporate Officer, Chief Compliance  
Officer

**Nobuo Funahashi**

Vice President  
Information & Communication Group  
President

**Osamu Nagata**

Vice President  
Chief Information Officer,  
Chief Risk Management Officer

**Akifumi Kubota\***

Vice President  
Chief Financial Officer

**Gerald Ostheimer**

Vice President  
Chief EMEA Business Officer,  
Chief Service Assurance Business Officer

**Yasunobu Hashimoto**

Vice President  
Chief Japan Sales Officer

**Tsukasa Hattori**

Vice President  
Chief SCM Officer

**Takashi Seike**

Vice President  
Chief Marketing Officer

**Wade Hulon**

Vice President  
Chief Americas Business Officer

**Toru Wakinaga**

Vice President  
Chief Asia Pacific Business Officer

\* Concurrently serving as director