

June 6, 2011

To our shareholders

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

Notice of the 85th Ordinary General Meeting of Shareholders

This is to inform you that the 85th 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 Internet by 5:00 p.m. on Monday, June 27, 2011.

1. Date: Tuesday, June 28, 2011 at 10:00 a.m.

2. Place: R&D Hall of ANRITSU CORPORATION at 5-1-1 Onna, Atsugi-shi, Kanagawa

3. Agenda of the Meeting:

Matters to be reported:

1. Reports on the Business Report, Consolidated Financial Statements for the 85th Business Period (April 1, 2010 through March 31, 2011), and Report on the Results of the Audit Conducted on Consolidated Financial Statements by Independent Auditors and the Board of Corporate Auditors
2. Reports on the Financial Statements for the 85th Business Period (April 1, 2010 through March 31, 2011)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Five (5) Directors

Proposal 3: Election of Three (3) Corporate Auditors

Proposal 4: Presentation of Bonuses to the Members of the Board

Proposal 5: Determination of Amount and Matters of Stock Options Remuneration for Directors

Proposal 6: Grant of Stock Acquisition Rights as Stock Options to employees etc.

Proposal 1: Appropriation of Surplus

Management seeks shareholder approval for the proposal concerning appropriation of retained earnings for the 85th Business Period as of the following date in accordance with the business report to be sent to shareholders.

Matters concerning Year-end dividends:

85th Business Period:

April 1, 2010 through March 31, 2011

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

5 yen per share of the company common stocks for a total of 637,124,795 yen

Accordingly, the aggregate annual amount of the dividends, including the Interim dividends, for the 85th Business Period, will be 7 yen per share.

Effective date of the dividends from surplus:

June 29, 2011

Proposal 2: Election of Five (5) Directors

Management seeks shareholders to approve election of the following number of directors.

Number of directors to be elected: 5 (number of insiders: 3, **number of outsiders: 2**)

Proposal 3: Election of Three (3) Corporate Auditors

Management seeks shareholders to approve election of the following number of Corporate Auditors.

Number of Corporate Auditors to be elected: 3 (number of insiders: 1, **number of outsiders: 2**)

Further, the prior consent of the Board of Corporate Auditors has been obtained with regard to submission of this proposal on the agenda.

Proposal 4: Presentation of Bonuses to the Members of the Board

Management seeks shareholders to approve presentation of bonuses totaling 60 million yen be distributed to the five (5) current Directors (**excluding Outside Directors**) at the end of the 85th Business Period in accordance with the business report to be sent to shareholders.

Amounts of bonuses of each director shall be left to decision of Board of Directors.

Proposal 5: Determination of Amount and Matters of Stock Options Remuneration for Directors

Management seeks shareholders to approve grant of stock acquisition rights to the extent of 30 million yen (30,000,000 yen) or less per year to Directors (**excluding Outside Directors**) of the company. Further, the number of the current Directors are seven (7). If the proposal 2 on the agenda is approved as proposed, the number of the Directors will be eight (8) (number of insiders: 5, number of outsiders: 3).

(1) Total number of stock acquisition rights to be issued:

Up to 100 units

(2) Number of common stocks subject to the free stock acquisition rights:

Not more than 100,000 shares in total

(3) The price for acquisition of new shares to exercise the rights:

The acquisition price per share of the right will be determined at 1.05 of average market quotation of the shares of the company at the closing of each trading date on the Tokyo Stock Exchange

during the month that precedes the month in which the acquisition right is granted.

(4) Duration of executing the rights:

From September 1, 2014 to August 31, 2016

(5) Reason for the grant:

Raising motivation and morale of directors of the company in order to improve the business performance and increase shareholder value.

Proposal 6: Grant of Stock Acquisition Rights as Stock Options to employees etc.

Pursuant to Article 236, 238 and 239 of the Companies Act, management seeks shareholders to approve: (1) grant of stock acquisition rights to the company's employees and its subsidiaries' directors and employees; and (2) authorization to Board of Directors to determine the matters with respect to the grant.

(1) Total number of stock acquisition rights to be issued:

Up to 150 units

(2) Number of common stocks subject to the free stock acquisition rights:

Not more than 150,000 shares in total

(3) The price for acquisition of new shares to exercise the rights:

The acquisition price per share of the right will be determined at 1.05 of average market quotation of the shares of the company at the closing of each trading date on the Tokyo Stock Exchange during the month that precedes the month in which the acquisition right is granted.

(4) Duration of executing the rights:

From September 1, 2014 to August 31, 2016

(5) Reason for the grant:

Raising motivation and morale of employees of the company and directors and employees of its subsidiaries in order to improve the business performance and increase shareholder value.