

*The following document is a summarized English translation of the Notice of Resolutions adopted at the 89<sup>th</sup> 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 or otherwise.*

June 25, 2015

## **To our shareholders**

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

### **Notice of Resolutions Adopted at the 89<sup>th</sup> Ordinary General Meeting of Shareholders**

We are pleased to inform you that the 89<sup>th</sup> Ordinary General Meeting of Shareholders (the “Meeting”) of ANRITSU CORPORATION was held today, reports were given, and resolutions were passed, as follows:

#### **Matters reported:**

1. Reports on the Business Report, Consolidated Financial Statements for the 89<sup>th</sup> Business Period (April 1, 2014 through March 31, 2015), and Report on the Results of the Audit Conducted on Consolidated Financial Statements by Independent Auditors and Audit & Supervisory Board
2. Reports on the Financial Statements for the 89<sup>th</sup> Business Period (April 1, 2014 through March 31, 2015)

#### **Matters resolved:**

##### **Proposal 1: Appropriation of Surplus**

It was resolved that the proposal be approved as proposed. It was decided to distribute year-end dividends of ¥12 per share.

##### **Proposal 2: Partial Amendment to the Articles of Incorporation**

It was resolved that the proposal be approved as proposed. ANRITSU CORPORATION has transferred to a “Company with an Audit Committee”.

##### **Proposal 3: Election of Eight (8) Directors (excluding Directors elected as Audit Committee Members)**

It was resolved that Messrs. Hirokazu Hashimoto, Kenji Tanaka, Fumihiro Tsukasa, Toshisumi Taniai, Akifumi Kubota, Teruaki Aoki, Takashi Sano, and Ms. Sachiko Ichikawa be elected to Directors (excluding Directors elected as Audit Committee Members) as proposed. Ms. Sachiko Ichikawa, Messrs. Teruaki Aoki and Takashi Sano are Outside Directors.

**Proposal 4: Election of Three (3) Directors elected as Audit Committee Members**

It was resolved that Messrs. Takaya Seki, Yuji Inoue and Tomoyuki Kikugawa be elected to Directors elected as Audit Committee Members as proposed. Messrs. Takaya Seki and Yuji Inoue are Outside Directors.

**Proposal 5: Election of One (1) Substitute Director elected as Audit Committee Member**

It was resolved that Mr. Michikazu Aoi be elected as proposed.

**Proposal 6: Determination of Amount of Remuneration Payable to Directors (excluding Directors elected as Audit Committee Members)**

It was resolved that the proposal be approved as proposed. It was resolved that the amount of remuneration payable to Directors (excluding Directors elected as Audit Committee Members) is determined as 260 million yen or less per year (45 million yen or less per year for the portion of this amount payable to Outside Directors).

**Proposal 7: Determination of Amount of Remuneration Payable to Directors elected as Audit Committee Members**

It was resolved that the proposal be approved as proposed. It was resolved that the amount of remuneration payable to Directors elected as Audit Committee Members is determined as 60 million yen or less per year.

**Proposal 8: Presentation of Bonuses to the Members of the Board**

It was resolved that the proposal be approved as proposed. It was decided to distribute bonuses totaling 55 million yen to the five (5) current Directors (excluding three (3) Outside Directors).

**Proposal 9: Determination of Amount and Elements of Stock Compensation for Directors (excluding Directors elected as Audit Committee Members)**

It was resolved that the proposal be approved as proposed. It was decided that the Stock Compensation Program be adopted.

At the meeting of the Board of Directors after the Meeting, Mr. Hirokazu Hashimoto was elected as Representative Director & President, and Mr. Kenji Tanaka was elected as a Representative Director. Moreover, at the meeting of the Audit Committee, Mr. Tomoyuki Kikugawa was elected as Full-time Audit Committee Member.

The respective positions of the Directors and Executive Officers are as follows:

**(1) Directors**

Name	Title
Hirokazu Hashimoto	Representative Director, President
Kenji Tanaka	Representative Director
Fumihito Tsukasa	Director
Toshisumi Taniai	Director
Akifumi Kubota	Director
Teruaki Aoki	Director (Outside Director)
Sachiko Ichikawa	Director (Outside Director)
Takashi Sano	Director (Outside Director)
Takaya Seki	Director elected as Audit Committee Member (Outside Director)
Yuji Inoue	Director elected as Audit Committee Member (Outside Director)
Tomoyuki Kikugawa	Full-time Director elected as Audit Committee Member

**(2) Executive Officers**

Name	Title
Hirokazu Hashimoto (*)	President
Kenji Tanaka (*)	Senior Executive Vice President
Fumihito Tsukasa(*)	Senior Vice President
Toshihiko Takahashi	Senior Vice President
Toshisumi Taniai (*)	Senior Vice President
Takashi Seike	Senior Vice President
Nobuo Funahashi	Vice President
Akifumi Kubota (*)	Vice President
Gerald Ostheimer	Vice President
Yasunobu Hashimoto	Vice President
Tsukasa Hattori	Vice President
Wade Hulon	Vice President
Toru Wakinaga	Vice President
Yukihiro Takahashi	Vice President
Hirokazu Hamada	Vice President

(Note) Names marked as (\*) are members of the Board of Directors