

May 30, 2012

Company Name: **ANRITSU CORPORATION**  
Representative: Hirokazu Hashimoto, President & Director  
(Code No. 6754, Tokyo Stock Exchange,  
First Section)  
Contact Person: Tetsuo Kawabe, Senior Manager of  
Corporate Communication Dept.  
(Phone: +81-46-296-6507)

## Secondary Offering of Shares

ANRITSU CORPORATION (the “Company”) hereby announces that its board of directors resolved at a meeting held on May 30, 2012 as follows in connection with a secondary offering of shares of the Company’s common stock (the “Offering”).

### I. Secondary Offering of Shares

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|--|---|
| (1) Class and number of shares to be sold  | 7,650,000 shares of the Company’s common stock  |
| (2) Seller and number of shares to be sold | Daiwa Securities Co.Ltd. 7,650,000 shares   |
| (3) Selling price                          | To be determined. (Determination will be made on any day from Wednesday, June 6, 2012 to Friday, June 8, 2012 (the “Pricing Date”), based on the provisional range calculated by multiplying the closing price of the Company’s common stock on the Tokyo Stock Exchange (if no closing price is quoted, the closing price on the immediately preceding date) by a figure between 0.90 to 1.00 (rounded to the nearest whole yen) and then taking market demand and other factors into account, in accordance with the method provided for in Article 25 of the Regulations concerning Underwriting, etc. of Securities set out by the Japan Securities Dealers Association.) |
| (4) Selling method                         | The Offering will be conducted as a firm commitment underwriting in which Daiwa Securities Co.Ltd., SMBC Nikko Securities Inc., Nomura Securities Co., Ltd., Mizuho Securities Co., Ltd., Okasan Securities Co., Ltd., and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (the “Underwriters”) will purchase the shares from the Seller and sell them to investors. The Underwriters’ commission for the Offering will be the difference between the selling price and the underwriting price that the Underwriters pay the seller.   |
| (5) Subscription period                    | Same as the pricing date.   |
| (6) Delivery date                          | Four business days following the pricing date.  |
| (7) Deposit for subscription               | Same as the selling price per share.  |
| (8) Subscription unit                      | 1,000 shares  |

Note: This news release has been prepared for the sole purpose of publicly announcing the Offering, and not for the purpose of soliciting investment. Furthermore, in adherence with applicable laws and regulations, no prospectus has been prepared in connection with the Offering. Investors should participate in the Offering at their own discretion.

- (9) The Offering is contingent upon the Seller's purchase from NEC Corporation of 7,650,000 shares of the Company's common stock. If that purchase is canceled, the Offering will also be canceled. Likewise, if the Offering is canceled, the Seller's purchase from NEC Corporation will also be canceled.
- (10) All necessary decisions in connection with the Offering, including the selling price, will be made at the discretion of the president and representative director of the Company.

*For Reference*

1. Purpose of the Offering

The Company has decided to conduct the Offering for the purpose of expanding its shareholder base.

2. Lock-Up Agreement

In connection with the Offering, the Company has entered into a lock-up agreement with Daiwa Securities Co.Ltd., under which, for a period of 180 days from the delivery date of the Offering (the "Lock-Up Period"), the Company has agreed to refrain from issuing shares, securities which can be converted in to or exchanged for the Company's shares, and securities which represent a right to acquire or to receive the Company's shares (not including, however, share splits, or the execution of stock warrants in existence as of the pricing date of the secondary offering) without the prior written approval of Daiwa Securities Co.Ltd. In any of these cases, even during the Lock-Up Period, Daiwa Securities Co.Ltd. has the right to terminate part or all of the lock-up agreement.

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