April 27, 2015

FOR IMMEDIATE RELEASE

Company Name: **ANRITSU CORPORATION**
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Partial Amendments to the Articles of Incorporation

At the meeting of the Board of Directors of ANRITSU CORPORATION ("Anritsu") held this April 27, 2015, it was decided to propose partial amendments to its Articles of Incorporation at the company's 89th ordinary general meeting of shareholders scheduled for June 25, 2015.

1. Reason for amendments

(1) In order to prepare for diversification of business activities and future development, Anritsu will propose supplement of business purpose to the current "Article 3. (Purpose) of the Articles of Incorporation".

(2) As announced by Anritsu on January 29, 2015 titled "Transition to a Company with an Audit Committee", Anritsu will transfer from a "Company with Board of Company Auditors" to a "Company with an Audit Committee", newly founded by an amendment law of Companies Act, for the purpose of improving corporate value by further reinforcing corporate governance under the condition that transition is approved by the 89th Ordinary General Meeting of Shareholders to be held on June 25, 2015. Based on the above, Anritsu will introduce new provisions concerning an Audit Committee and Audit Committee members, etc., and remove provisions concerning Audit & Supervisory Board Members and Audit & Supervisory Board.

(3) Due to the change in the amendment law of the Companies Act, those who can sign contracts for limitation of liability has been extended to non-executive directors. In order for the non-executive directors to be able to sign and fully perform their expected roles, Anritsu will change the current Articles of Incorporation Article 30. (Exemption from Liability of Outside Director).
Furthermore, Anritsu has received unanimous consent from all the Audit & Supervisory Board Members.

(4) To promote flexible capital and dividend policy, Anritsu will introduce new provisions to have the Board of Directors resolve dividend of surplus, etc. and delete redundant provisions such as "Acquisition of Own Shares" and "Interim Dividends". Nonetheless, this change is not intended to exclude the right to resolve the dividend of surplus at the Meeting of Shareholders.

(5) Any adjustments to article numbers and other phrases necessary to reflect the above amendments.

2. Substance of amendment

As per enclosure

3. Schedule

Date of the ordinary general meeting of shareholders	June 25, 2015
Effective date of amendments to the Articles of Incorporation	June 25, 2015

Exhibit (Substance of amendment)

（Amended parts are indicated by underlining）

Current	Proposed Amendments
Chapter I General Provisions	**Chapter I General Provisions**
Article 1.～Article 2. （Omitted）	**Article 1. ～ Article 2.** （Same as the current provision）
Article 3. (Purpose) The purposes of the Company shall be to engage in the following businesses: (a) Manufacture and sale of telecommunications equipment and tools; (b) Manufacture and sale of general electrical equipment and tools; (c) Manufacture and sale of general equipment and tools; (d) Manufacture and sale of precision equipment and tools; （Newly established） (e) Manufacture and sale of electronic components, microchip, and semiconductor circuit; (f) Development and sale of system and software associated with the above; (g) Rental, recycling, and maintenance service of equipment and tools associated with the above; (h) Contracting for construction works; (i) Leasing of real estate; (j) Services for information and telecommunications, information processing, and information providing; (k) Worker dispatching services; and (l) Any and all business incidental or related to any of the foregoing and investment.	**Article 3. (Purpose)** The purposes of the Company shall be to engage in the following businesses: (a) Manufacture and sale of telecommunications equipment and tools; (b) Manufacture and sale of general electrical equipment and tools; (c) Manufacture and sale of general equipment and tools; (d) Manufacture and sale of precision equipment and tools; (e) Manufacture and sale of medical equipment and tools; (f) Manufacture and sale of electronic components, microchip, and semiconductor circuit; (g) Development and sale of system and software associated with the above; (h) Rental, purchase, recycling, and maintenance service of equipment and tools associated with the above; (i) Contracting for construction works; (j) Leasing of real estate; (k) Services for information and telecommunications, information processing, and information providing; (l) Worker dispatching services; and (m) Any and all business incidental or related to any of the foregoing and investment.
Article 4. (Bodies) The Company shall have the following bodies besides General Meeting of Shareholders and Directors: (a) Meeting of the Board of Directors (b) Audit & Supervisory Board Member (c) Audit & Supervisory Board (d) Accounting Auditor	**Article 4. (Bodies)** The Company shall have the following bodies besides General Meeting of Shareholders and Directors: (a) Meeting of the Board of Directors (b) Audit Committee （Deleted） (c) Accounting Auditor
Article 5. （Omitted）	**Article 5.** （Same as the current provision）
Chapter II Shares	**Chapter II Shares**
Article 6. （Omitted）	**Article 6.** （Same as the current provision）
Article 7. (Acquisition of Own Shares) The Company may acquire its own shares in the manner of market dealing and etc., by a resolution of the meeting of the Board of Directors according to the provision of Article 165.2 of the Companies Act.	（Deleted）
Article 8.～Article 12. （Omitted）	**Article 7. ～ Article 11.** （Same as the current provision）
Chapter III General Meeting of Shareholders	**Chapter III General Meeting of Shareholders**
Article 13.～Article 18. （Omitted）	**Article 12. ～ Article 17.** （Same as the current provision）

Current	Proposed Amendment
Chapter IV Directors and Meeting of Board of Directors	**Chapter IV Directors and Meeting of Board of Directors**
Article 19. (Number of Directors) The Company shall have not more than ten (10) Directors.	**Article 18. (Number of Directors)** 1 The Company shall have not more than ten (10) Directors (excluding Directors elected as Audit Committee Members.) 2 The Company shall have not more than five (5) Directors elected as Audit Committee Members.
Article 20. (Method of Election of Directors) 1. Directors shall be elected at a general meeting of shareholders.	**Article 19. (Method of Election of Directors)** 1. Directors shall be elected at a general meeting of shareholders, while making a distinction between Directors to be elected as Audit Committee Members and other Directors.
2. （Omitted） 3. （Omitted）	2. （Same as the current provision） 3. （Same as the current provision）
（Newly established）	**Article 20. (Effect of Pre-Election of Substitute Director elected as Audit Committee Member)** The effect of pre-election of substitute Director elected as Audit Committee Member shall continue until the time of commencement of an ordinary general meeting of shareholders to be held two (2) years later, after the general meeting of shareholders where the relevant election was held.
Article 21. (Term of Office of Directors) The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year after their election.	**Article 21. (Term of Office of Directors)** 1. The term of office of Directors (excluding Directors elected as Audit Committee Members) shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year after their election.
（Newly established）	2. The term of office of Directors elected as Audit Committee Members shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within two (2) year after their election.
（Newly established）	3. The term of office of Directors elected as Audit Committee Members elected to fill a vacancy created by retirement of a Director elected as Audit Committee Members before the time of expiration of his or her term of office shall expire at the time of expiration of term of office of the retired Director elected as Audit Committee Members.
Article 22. (Representative Director and Executive Director) 1. The Company shall elect a Representative Director by a resolution of the meeting of Board of Directors.	**Article 22. (Representative Director and Executive Director)** 1. The meeting of Board of Directors shall, by its resolution, elect Representative Director(s) from among Directors (excluding Directors elected as Audit Committee Members).
2. The meeting of Board of Directors may, by its resolutions, elect one President and any other Executive Director(s) as it deems appropriate.	2. The meeting of Board of Directors may, by its resolution, elect one President and any other Executive Director(s) from among Directors (excluding Directors elected as Audit Committee Members) as it deems appropriate.
Article 23.～Article 24. （Omitted）	**Article 23.～Article 24.** （Same as the current provision）

Current	Proposed Amendment
Article 25. (Notice of Convocation of the Meetings of the Board of Directors) 1. A notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member at least three (3) days prior to the date of the meeting: provided, however, that this period may be shortened in case of emergency. 2. Should all Directors and Audit & Supervisory Board Members agree, the meetings of Board of Directors may be held without taking the procedure of convocation	**Article 25. (Notice of Convocation of the Meetings of the Board of Directors)** 1. A notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting: provided, however, that this period may be shortened in case of emergency. 2. Should all Directors agree, the meetings of Board of Directors may be held without taking the procedure of convocation
Article 26. (Method of Resolutions of the Meeting of the Board of Directors) 1. Resolutions of the meeting of the Board of Directors shall be adopted by a majority of votes of the Directors present thereat, a quorum being the attendance of a majority of the Directors in office. 2. （Omitted）	**Article 26. (Method of Resolutions of the Meeting of the Board of Directors)** 1. Resolutions of the meeting of the Board of Directors shall be adopted by a majority of Directors present, which present Directors shall constitute, in number, a majority of the total number of Directors entitled to vote. 2. （Same as the current provision）
（Newly established）	**Article 27. (Delegation of Decision of Important Operations)** Based on Article 399-13.6. of the Companies Act, the Board of Directors may delegate all or part of a decision regarding execution of important operations (excluding the particulars contained in the items of Article 399-13.5.) to a Director by its resolution.
Article 27.～Article 28. （Omitted）	**Article 28.～Article 29.** （Same as the current provision）
Article 29. (Remuneration, etc. of Directors) Remuneration, bonus and other property benefit received from the Company in compensation for performance of duties of Directors ("Remuneration, etc.") shall be determined by the resolution of a general meeting of shareholders.	**Article 30. (Remuneration, etc. of Directors)** Remuneration, bonus and other property benefit received from the Company in compensation for performance of duties of Directors shall be determined by the resolution of a general meeting of shareholders, while making a distinction between Directors elected as Audit Committee Members and other Directors.
Article 30. (Exemption from Liability of Outside Director) Based on Article 427.1. of the Companies Act, the Company may sign an agreement with an Outside Director to exempt and limit liability for damage caused by neglect of his/her duties; provided, however, that such Outside Director will be liable for damages to the extent of the amount equal to the larger of the amount determined in advance 10 million yen or more, or the amount provided by laws and ordinances.	**Article 31. (Exemption from Liability of Director)** Based on Article 427.1. of the Companies Act, the Company may sign an agreement with Director(s) (excluding executive Director(s)) to exempt and limit liability for damage caused by neglect of his/her duties; provided, however, that such Director will be liable for damages to the extent of the amount equal to the larger of the amount determined in advance 10 million yen or more, or the amount provided by laws and ordinances.
Chapter V Audit & Supervisory Board Members and Audit & Supervisory Board	（Deleted）
Article 31.～Article 40. （Omitted）	（Deleted）

Current	Proposed Amendment
（Newly established）	**Chapter V Audit Committee**
（Newly established）	**Article 32. (Standing Audit Committee Members)** The Audit Committee may elect Standing Audit Committee Member(s) by its resolution.
（Newly established）	**Article 33. (Notice of Convocation of the Audit Committee)** 1. A notice of convocation of the Audit Committee shall be dispatched to each Member of Audit Committee at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency. 2. Should all of Audit Committee Members agree, the Audit Committee may be held without taking the procedure of convocation.
（Newly established）	**Article 34. (Method of Resolutions of the Audit Committee)** Resolutions of the meeting of the Audit Committee shall be adopted by a majority of Audit Committee Members present, which present Audit Committee Members shall constitute, in number, a majority of the total number of Audit Committee Members entitled to vote.
（Newly established）	**Article 35. (Regulations of the Audit Committee)** Any matters related to the Audit Committee shall be governed by the Regulations of the Audit Committee established at the Audit Committee, besides the laws and ordinances or these Articles of Incorporation.
Chapter VI Accounts	**Chapter VI Accounts**
Article 41. （Omitted）	**Article 36.** （Same as the current provision）
（Newly established）	**Article 37. (Decision-making body of Dividends of Surplus Money, etc.)** The Company may, by resolution of the Board of Directors, determine the particulars contained in the items of Article 459.1. of the Companies Act, including Dividends of Surplus Money, etc. , unless otherwise provided by laws and ordinance.
Article 42. (Record Date for Dividends of Surplus Money) 1. The record date for year-end dividends shall be March 31 of each year. （Newly established） 2. Besides the above, the Company may distribute dividends of surplus money by fixing a record date.	**Article 38. (Record Date for Dividends of Surplus Money)** 1. The record date for year-end dividends shall be March 31 of each year. 2. The record date for interim dividends shall be September 30 of each year. 3. Besides the above, the Company may distribute dividends of surplus money by fixing a record date.
Article 43. (Interim Dividends) The Company may, by a resolution of the meeting of the Board of Directors, distribute interim dividends on September 30 of each year as the record date.	（Deleted）
Article 44. （Omitted）	**Article 39.** （Same as the current provision）