

(The following is an unofficial English translation of the Convocation Notice of the 84th Ordinary General Meeting of Shareholders of Advantest Corporation (the "Company"). Please understand that the order may differ from the original Japanese version. This translation is provided solely for your reference and convenience and without any warranty as to its accuracy or otherwise. Please note that pictures, graphs, and reference materials included in the original Japanese version have been omitted from this translation. In this document, "we," "our," "us," "Advantest" and "Advantest Group" refer to Advantest Corporation and its consolidated subsidiaries, or, as the context requires, "the Company," and "Advantest Corporation" on a non-consolidated basis.)

(Stock Code Number: 6857)

CONVOCAION NOTICE OF
THE 84th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Date and time: July 31, 2026 (Friday) at 10:00 a.m.
(All the times listed below will be in Japanese Standard Time)
(The reception desk will open at 9:00 a.m.)
The reason why the date of this Ordinary General Meeting of Shareholders is significantly different from the date of the previous Ordinary General Meeting of Shareholders is that, at the 83rd Ordinary General Meeting of Shareholders, the record date for voting rights at the ordinary general meeting of shareholders was changed from March 31 to May 15, effective from the 84th fiscal year.

Place: Otemachi Mitsui Hall, Otemachi One 3F,
2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo

Subject matters of the General Meeting of Shareholders:

Matters to be reported:

Item No.1: Matters concerning the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements reporting for the 84th Fiscal Year (from April 1, 2025 to March 31, 2026)

Item No.2: Matters concerning the Results of Audit of the Company's Consolidated Financial Statements by the Independent Auditors and the Audit and Supervisory Committee

Matters to be resolved:

Agenda Items:

Agenda Item No.1: Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members)

Agenda Item No.2: Election of 1 Director who is an Audit and Supervisory Committee member

Agenda Item No.3: Election of 1 Director who is a substitute Audit and Supervisory Committee member

Agenda Item No.4: Revision of the vesting period and compensation amount for post-delivery restricted stock units granted to a Director (excluding Outside Directors and Directors who are Audit and Supervisory Committee members) who is non-resident in Japan

Agenda Item No.5: Revision of the restricted stock compensation plan for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members)

Agenda Item No.6: Revision of the performance share unit plan for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members)

Agenda Item No.7: Approval of the stock compensation plan and the employee share purchase

plan intended for application to directors, executive officers and employees of the Company group residing in the State of California, United States of America

In convening of this General Meeting of Shareholders, pursuant to Article 325-3, Paragraph 3 of the Companies Act, the information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements, etc. (matters subject to electronic provision measures) has been submitted under the name “Annual Securities Report” using the Electronic Disclosure for Investors’ NETwork (EDINET), the electronic disclosure system for disclosure documents such as Annual Securities Reports under the Financial Instruments and Exchange Act. Please access said system to review the content.

<<EDINET viewing website>>

<https://disclosure2.edinet-fsa.go.jp/WEEK0020.aspx>

Please access the EDINET viewing website, enter either “Advantest” or “6857” into “Document submitter / Securities issuer / Fund information / Stock Code,” and select “Annual Securities Report / Semiannual Securities Report / Quarterly Securities Report” under “Type of document” to review the Annual Securities Report submitted on June 26, 2026.

Note: Please refer to the “EDINET Viewer Manual” on the same website for detailed instructions on how to operate.

(Note: QR code is omitted.)

For reference, the matters subject to electronic provision measures are also provided on the websites below.

<<Company website>>

<https://www.advantest.com/investors/shares-and-corporate-bonds/meeting/>

<<Tokyo Stock Exchange (TSE) website>>

<https://www2.jpx.co.jp/tseHpFront/CGK020010Action.do?Show=Show>

Please access the TSE website (Listed Company Search), enter our issue name (Advantest) or stock exchange code (6857) to search to review the information.

(Note: QR code is omitted.)

Instructions for the Exercise of Voting Rights

If you attend the General Meeting of Shareholders

When attending the meeting in person, please submit the voting rights exercise form at the reception desk upon arrival at the venue.

Date and time of the Meeting: July 31, 2026 (Friday) at 10:00 a.m.

If you exercise your voting rights via the Internet

Please indicate your intention to vote “for” or “against” each agenda item by following the instructions provided in the “Guide to Exercise of Voting rights via the Internet.”

Deadline: By 5:00 p.m. on July 30, 2026 (Thursday)

If you exercise your voting rights by postal mail

Please indicate your intention to vote “for” or “against” each agenda item on the voting rights exercise form and return it by postal mail.

Deadline: To be delivered by 5:00 p.m. on July 30, 2026 (Thursday)

- If you attend the meeting in person, it is not necessary to exercise your voting rights via the Internet or by postal mail.
- If you exercise your voting rights via the Internet, it is not necessary to exercise your voting rights by postal mail.
- In the event that voting rights are exercised both via the Internet and by postal mail, the vote submitted via the Internet shall be deemed valid.
- If you do not indicate your approval or disapproval for any agenda item on voting by postal mail, your vote will be deemed to be in favor of that item.
- If you elect to exercise your voting rights by proxy, you may appoint one other shareholder who has voting rights as your proxy to attend the General Meeting of Shareholders. In such cases, a document certifying the authority of the proxy must be submitted.
- Institutional investors may exercise their voting rights through the electronic voting platform operated by ICJ, Inc., provided that prior application for the use of such platform has been completed.

Guide to Exercise of Voting rights via the Internet

1. How to scan the QR code printed on the voting rights exercise form

- (1). Scan the QR code printed on the right-hand side of the voting rights exercise form. You will be able to log in to the website for exercising voting rights without entering the “Login ID” and “Password.”
- (2). The voting option selection screen will be displayed; please select your preferred voting.
- (3). Follow the on-screen instructions and register your vote “for” or “against” each agenda.
* "QR Code" is a registered product of DENSO WAVE INCORPORATED.

2. How to login with the login ID and password

- (1). Access the website for exercising votes.
<https://evote.tr.mufg.jp/>
- (2). Enter the “Login ID” and “Temporary Password” printed on the right-hand side of the voting rights exercise form.
- (3). Follow the on-screen instructions and register your vote “for” or “against” each agenda.
(Note: QR code is omitted.)

- If voting rights are exercised multiple times via the Internet, only the last vote submitted shall be deemed valid.
- In some cases, you may not be able to access the website for exercising voting rights due to your Internet environment, service provider or device model.
- Please note that any Internet connection charges, communication fees or other expenses incurred in accessing the website for exercising voting rights by smartphone, personal computer, or other devices shall be borne by each shareholder.
- The website for exercising voting rights is unavailable daily from 2:30 a.m. to 4:30 a.m. due to system maintenance.

[Contact for inquiry regarding on the electronic voting website]

Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation

Phone number: 0120-173-027 (toll-free number within Japan)

Business hours: 9:00 a.m. to 9:00 p.m.

Guidance on Advance Submission of Questions

The Company will be accepting questions in advance from shareholders regarding the subject matters of the General Meeting of Shareholders.

How to submit questions

- (1). Please access the advance question submission website via the following URL or QR code provided below.
- (2). Please enter your "Name," "Shareholder Number," and "Details." After filling in all the fields, please review the information and click the "Confirm" button.
- (3). After reviewing the information you entered, click the "Submit" button.

[The website of Registration of Questions in advance]

https://www2.advantest.com/sh_ask/en/

(Note: QR code is omitted)

Application Period:

From 9:00 a.m. on Thursday, July 9, 2026 through 5:00 p.m. on Friday, July 24, 2026

Important notes

Among the questions the Company received in advance, the Company intends to address those that are likely to be of high interest to shareholders of the Company on the day of the General Meeting of Shareholders. Please note that the Company may refrain from answering questions that are unrelated to the subject matters of the General Meeting of Shareholders, are redundant or repetitive, or may infringe upon the rights or interests of customers, employees, or other parties.

Notice of Live streaming via the Internet

The General Meeting of Shareholders will be streamed live on the Internet. (note: shareholders only)

Streaming Date and Time: Starting at 10:00 a.m., July 31, 2026 (Friday)

* The viewing screen will be accessible from 9:30 a.m.

How to watch the live streaming on the day

1. How to scan the QR code printed on the voting rights exercise form:

- (1). Scan the QR code printed on the back of the voting rights exercise form. You can log in to the website for viewing without entering the “login ID” and “password.”
- (2). After logging in, please click the “View live streaming” button.
- (3). After reviewing the terms of use related to viewing the live streaming, check the box indicating “Agree to the terms of use” and then click the “View” button.

2. How to log in using your login ID and password:

URL: <https://engagement-portal.tr.mufg.jp/> (note: QR code is omitted.)

- (1). Access the website from the above URL.
- (2). Please enter your “login ID” and “password” on the shareholder authentication screen (login screen). Your “login ID” and “password” are printed on the back of the voting rights exercise form.
- (3). After reviewing the terms of use, please check the box indicating “Agree to the terms of use.”
- (4). Click the “Login” button.
- (5). After login in, please click the “View livestreaming” button.
- (6). After reviewing the terms of use related to the live streaming, please check the box indicating “Agree to the terms of use,” and then click the “View” button.

[Contact for inquiries regarding the live streaming of the General Meeting of Shareholders]

Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation

Phone number: 0120-676-808 (toll-free number within Japan)

Business hours: 9:00 a.m. to 5:00 p.m. on Monday through Friday.

Closed on Saturday, Sunday, and holidays; provided, however, that July 31, 2026, from 9:00 a.m. until the meeting ends.

Important notes

- Please note that viewing the live streaming of the meeting does not constitute attendance at the General Meeting of Shareholders under the Companies Act. Therefore, shareholders viewing the live streaming will not be able to ask questions, exercise voting rights, or make objections at the General Meeting of Shareholders. The Company kindly asks that shareholders exercise the voting rights in advance via the Internet or by postal mail.
- In order to protect the privacy of shareholders attending the meeting, filming will be limited to areas around the Chairperson and the Executive Officers. However, please be aware that shareholders may be incidentally captured in the footage.
- Please make a note of your login ID and password before mailing your voting rights exercise form.
- If you lose the voting rights exercise form, you may request reissuance by contacting the Inquiries above. However, please note that the Company may not be able to accommodate reissuance depending on the timing of your inquiry, such as when approximately one week prior to the date of the General Meeting of Shareholders.
- Opinions from shareholders will be received in the form of a message on the day of the General Meeting of Shareholders.
- You may test your viewing environment in advance from the time you receive this Convocation Notice, so please perform confirmation in advance.
- If the live streaming cannot be delivered due to unavoidable circumstances, such as technical issues, the Company will provide an announcement on the Company’s website.
- Shareholders are responsible for any expenses such as Internet connection fees, data charges, or

- other costs incurred in accessing the live streaming.
- Depending on your computer environment (model, capabilities, etc.) or Internet connectivity environment (line conditions, connection speed, etc.), the video or audio quality of the stream may be affected.
 - Internet Explorer is not available on the live streaming site. Please use compatible browsers such as Microsoft Edge, Google Chrome, or Safari. Details regarding system requirements will be available on the “Shareholders’ Meeting” section of the Company’s website.
 - The live streaming is available exclusively to shareholders.
 - Please refrain from filming, making video recordings, making audio recordings, saving, or posting the content of the live streamed meeting on social media or any other platforms.
 - Disclosure or provision of personal information or any other privacy-related information of shareholders obtained through the live streaming to third parties is strictly prohibited.

[The Company’s website]

<https://www.advantest.com/investors/shares-and-corporate-bonds/meeting/>

(note: QR code is omitted)

Notice Regarding the Operation of the General Meeting of Shareholders

- No gifts will be provided at the Ordinary General Meeting of Shareholders.
- Please be advised that Directors, Executive Officers and staff at this General Meeting of Shareholders will be wearing light attire without neckties.
- Only shareholders who require assistance or Japanese interpretation may be accompanied by one assistant or interpreter. However, such accompanying persons will be restricted to acting solely as assistants or interpreters within the venue, unless they are shareholders with voting rights.
- Please refrain from coming to the meeting by car.
- In the event of any significant changes to the operation of the Ordinary General Meeting of Shareholders, an announcement will be made on the Company’s website.
- The results of the resolutions will be posted on the Company’s website in lieu of sending written notices of resolution by paper.
- A video recording of the meeting will be made available for on-demand viewing on the Company’s website at a later date.

[The Company’s website]

<https://www.advantest.com/investors/shares-and-corporate-bonds/meeting/>

(note: QR code is omitted)

Matters Subject to Electronic Provision Measures

- Among the matters subject to electronic provision measures, based on the provisions of laws and regulations and the Company's Articles of Incorporation, the following matters, subject to electronic provision measures, are not included in the documents to be delivered to shareholders who have made a request for document delivery. In addition, the Audit and Supervisory Committee and the Independent Auditor have audited the documents subject to audit, which include the following matters.
 - Of the Business Report, the following matters:
Operations and Results of Business; Conditions of Assets, Profit and Loss; Issues to be Addressed; Primary Areas of Business; Significant Sales Offices and Factories; Employees; Major Lenders; Equity Stock; Stock Acquisition Rights; Directors and Audit and Supervisory Committee Members (portion); Policies on the distribution of surplus; Independent Auditor; The System to Ensure the Appropriateness of Business Operations; and Status of implementation of the system to ensure the appropriateness of business operations
 - All of the Consolidated Financial Statements and the Non-Consolidated Financial Statements
 - The Independent Auditor's Report on the Consolidated Financial Statements, the Independent Auditor's Report on the Non-Consolidated Financial Statements, and the Audit and Supervisory Committee's audit report
- In the event that any revisions need to be made to the matters subject to electronic provision measures or to the documents containing such matters, the amended report will be submitted using the EDINET. In addition, both the pre-revision and post-revision matters will be posted on the Company's website and the TSE website.

<<EDINET viewing website>>

<https://disclosure2.edinet-fsa.go.jp/WEEK0020.aspx>

Please access the EDINET viewing website, enter either "Advantest" or "6857" into "Document submitter / Securities issuer / Fund information / Stock Code," and select "Annual Securities Report / Semiannual Securities Report / Quarterly Securities Report" under "Type of document" to review the Annual Securities Report submitted on June 26, 2026.

Note: Please refer to the "EDINET Viewer Manual" on the same website for detailed instructions on how to operate.

(Note: QR code is omitted.)


Agenda Item No. 1: Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members)


The term of office of all 6 current Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. The Company therefore proposes the election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members). The Company has received a report from the Audit and Supervisory Committee stating that this agenda was decided by the Board of Directors following the deliberation by the Nomination and Compensation Committee, taking into consideration the career, capabilities, personality, and other attributes of each candidate in a comprehensive manner, and that the candidate nomination procedure was appropriate and there were no particular issues to note.


Below are the profiles of the candidates for the Director (excluding Directors who are Audit and Supervisory Committee members).


Candidate No.	Name	Current position and assignment	Number of meetings of the Board of Directors attended
1	Reappointed Douglas Lefever	Representative Director, Senior Executive Officer, Group CEO	13/13 (100%)
2	Reappointed Koichi Tsukui	Representative Director, Senior Executive Officer and President, Group COO	13/13 (100%)
3	Reappointed Yoshiaki Yoshida	Director, Chairperson of the Board	13/13 (100%)
4	Reappointed Independent Toshimitsu Urabe	Outside Director	13/13 (100%)
5	Reappointed Independent Naoto Nishida	Outside Director	13/13 (100%)
6	Newly appointed Independent Larry Meixner	—	—

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
2	 <p>Koichi Tsukui Reappointed (December 11, 1964) Number of Years as Director: 6 years</p>	<p>April 1987 Joined Advantest Corporation June 2014 Executive Officer June 2015 Managing Executive Officer June 2020 Director, Managing Executive Officer June 2021 Director, Senior Executive Officer CTO (Chief Technology Officer) January 2023 Representative Director, Corporate Vice President, Group Co-COO June 2023 Representative Director, Corporate Vice President Group Co-COO (Production, Business Process Innovation in charge) April 2024 Representative Director, Senior Executive Officer and President (current position) Group COO (Administration, Production, Business Process Innovation in charge) June 2024 Group COO (Administration, Supply Chain, Business Process Innovation in charge) April 2025 Group COO (Human Capital & General Affairs & Legal, Supply Chain, Business Process Innovation in charge) July 2025 Group COO (Group Chief Operating Officer) (current position)</p>	82,226
<p>Reason for Nomination as Director Mr. Koichi Tsukui has been engaged in business operations and sales and marketing operations for many years, including an overseas assignment in Germany. Mr. Koichi Tsukui had served as Representative Director, Corporate Vice President, Group Co-COO of the Company since January 2023, and has served as Representative Director, Senior Executive Officer and President, Group COO since April 2024. He has extensive knowledge and experience in Advantest's business and corporate management. Thus, the Company has determined that he is well qualified to realize the sustainable enhancement of corporate value and has re-nominated him as a candidate for a Director.</p>			

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
3	 <p data-bbox="308 566 488 591">Yoshiaki Yoshida</p> <div data-bbox="323 607 472 651" style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div> <p data-bbox="308 680 488 705">(February 8, 1958)</p> <p data-bbox="308 734 488 813">Number of Years as Director: 13 years</p>	<p data-bbox="544 300 1015 324">April 1999 Joined Advantest Corporation</p> <p data-bbox="544 336 898 360">June 2006 Executive Officer</p> <p data-bbox="544 371 1002 396">June 2009 Managing Executive Officer</p> <p data-bbox="544 407 1094 432">June 2013 Director, Managing Executive Officer</p> <p data-bbox="544 443 1059 468">June 2016 Director, Senior Executive Officer</p> <p data-bbox="544 479 1150 504">January 2017 Representative Director, President and CEO</p> <p data-bbox="544 515 1166 568">January 2023 Representative Director, President and Group CEO</p> <p data-bbox="544 580 1206 674">June 2023 Representative Director, President Group CEO (Administration, New Area Business Development Initiative in charge)</p> <p data-bbox="544 685 1145 739">April 2024 Director, Chairperson of the Board (current position)</p>	303,204
<p data-bbox="268 844 628 869">Reason for Nomination as Director</p> <p data-bbox="268 880 1390 1151">After serving as Representative Director of a subsidiary of the Company, Executive Vice President of the Corporate Planning Group, Executive Vice President of the Corporate Relations Group, and Executive Vice President of the Nanotechnology Business Group, Mr. Yoshiaki Yoshida served as Representative Director, President and CEO of the Company from January 2017, and as Representative Director, President and Group CEO of the Company from January 2023 to March 2024. Since April 2024, he has served as Chairperson of the Board, overseeing management from a non-executive position. He has extensive knowledge and experience in Advantest's business and corporate management. Thus, the Company has determined that he is well qualified to realize the sustainable enhancement of corporate value, and has re-nominated him as a candidate for a Director.</p>			

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
4	 <p>Toshimitsu Urabe</p> <p>Reappointed</p> <p>Independent</p> <p>(October 2, 1954)</p> <p>Number of Years as Outside Director: 7 years</p>	<p>April 1978 Joined Mitsubishi Corporation</p> <p>April 2009 Senior Vice President and Deputy Chief Representative for China of Mitsubishi Corporation, and President for Mitsubishi Corporation (Hong Kong) Ltd.</p> <p>April 2011 Senior Vice President and Senior Assistant to Senior Executive Vice President, Human Resources of Mitsubishi Corporation</p> <p>April 2013 Executive Vice President, Group CEO, Business Service Group of Mitsubishi Corporation</p> <p>April 2017 Advisor, Mitsubishi Corporation</p> <p>June 2017 Deputy President and Executive Officer of Mitsubishi UFJ Lease & Finance Company Limited (currently Mitsubishi HC Capital Inc.)</p> <p>June 2019 Outside Director of Advantest Corporation (current position)</p> <p>April 2021 Outside Director of Japan Business Systems, Inc.</p>	5,909
<p>Reason for Nomination as Outside Director and Expected Roles</p> <p>Mr. Toshimitsu Urabe has extensive management experience at a leading Japanese general trading company and a nonbank financial institution, particularly overseas experience in the United States and Asia, experience in business investment decision-making, etc., and experience in administrative management such as human resources and IT. The Company expects him to reflect his knowledge in Advantest's global management, thereby contributing to the sustainable enhancement of corporate value and further activation of the Board of Directors. Thus, the Company has determined that he is well qualified to serve as an Outside Director, and has re-nominated him as a candidate for an Outside Director.</p> <p>Supplementary Information with respect to Independence</p> <p>Mr. Toshimitsu Urabe has no special transactions with the Company that would affect his independent judgment. In addition, in FY 2025, there were no special business relationships between the Company and Japan Business Systems, Inc., where Mr. Toshimitsu Urabe served as an Outside Director until December 2025. Therefore, the Company has determined that he is sufficiently independent in accordance with the Independence Criteria of Independent Outside Directors established by the Company. Furthermore, as he also satisfies the requirements for independent directors set forth by Tokyo Stock Exchange, Inc., the Company has registered him as an Independent Director.</p>			

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
5	 <p data-bbox="323 734 469 763">Naoto Nishida</p> <div data-bbox="323 775 469 815" style="border: 1px solid black; padding: 2px; text-align: center;">Reappointed</div> <div data-bbox="323 835 469 875" style="border: 1px solid black; padding: 2px; text-align: center;">Independent</div> <p data-bbox="296 909 496 938">(February 11, 1954)</p> <p data-bbox="296 965 496 1043">Number of Years as Outside Director: 3 years</p>	<p data-bbox="544 304 647 333">April 1978</p> <p data-bbox="544 338 647 367">June 2007</p> <p data-bbox="544 398 647 427">April 2009</p> <p data-bbox="544 459 647 488">April 2011</p> <p data-bbox="544 519 647 548">June 2012</p> <p data-bbox="544 620 647 649">June 2013</p> <p data-bbox="544 745 647 775">June 2014</p> <p data-bbox="544 936 695 965">September 2015</p> <p data-bbox="544 1032 647 1061">April 2016</p> <p data-bbox="544 1128 695 1158">November 2017</p> <p data-bbox="544 1162 647 1191">June 2023</p> <p data-bbox="727 304 1182 1216"> Joined Toshiba Corporation Director, Production Engineering Center, Toshiba Corporation General Manager, Productivity Planning Division, Toshiba Corporation General Manager, Technology Planning Division, Toshiba Corporation Executive Officer, Corporate Vice President (General Manager, Technology Planning Division), Toshiba Corporation Executive Officer, Corporate Senior Vice President (In charge of Procurement & Logistics Group, In charge of Production Control Group), Toshiba Corporation Board of Director, Executive Officer, Corporate Executive Vice President (In charge of Technology & Innovation Dept., IT system Dept., New Business Dept., Research & Development Center, Software Technology Center), Toshiba Corporation Executive Officer, Corporate Executive Vice President (In charge of Research & Development Management Dept.), Toshiba Corporation Executive Officer, Corporate Executive Vice President (In charge of Technology Management Dept.), Toshiba Corporation Special Commission, Toshiba Corporation Outside Director of Advantest Corporation (current position) </p>	1,831
<p data-bbox="268 1238 922 1267">Reason for Nomination as Outside Director and Expected Roles</p> <p data-bbox="268 1272 1377 1507">Mr. Naoto Nishida has extensive knowledge and experience as a laser technology expert, in addition to his extensive expertise in technology, supply chain management (SCM), production, and research & development at a global company closely related to the semiconductor industry. The Company expects him to reflect his insights in the Company's business, industry and technology as well as his perspectives on strategic innovation in Advantest's global management, thereby contributing to the sustainable enhancement of corporate value and further activation of the Board of Directors. Thus, the Company has determined that he is well qualified to serve as an Outside Director, and has re-nominated him as a candidate for an Outside Director.</p> <p data-bbox="268 1547 866 1576">Supplementary Information with respect to Independence</p> <p data-bbox="268 1581 1377 1749">Mr. Naoto Nishida has no special transactions with the Company that would affect his independent judgment. The Company has had transactions with Toshiba Corporation, where Mr. Naoto Nishida served as Special Commission until December 2025, and its affiliates, including the sales of the Company's products. The amount of such transactions with Toshiba Corporation and its affiliates in FY2025 was less than 1% of the total of the Company's consolidated cost of sales and selling, general and administrative expenses.</p> <p data-bbox="268 1753 1377 1886">Therefore, the Company has determined that Toshiba Corporation does not constitute a significant business partner as defined in the Independence Criteria of Independent Outside Directors established by the Company, and accordingly, he is sufficiently independent. Furthermore, as he also satisfies the requirements for independent directors set forth by Tokyo Stock Exchange, Inc., the Company has registered him as an Independent Director.</p>			

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
	 <p>Larry Meixner</p> <p>Newly appointed</p> <p>Independent</p> <p>(July 2, 1962)</p>	<p>June 1984 Joined Exxon Corporation</p> <p>September 1992 Joined Air Products and Chemicals, Inc.</p> <p>June 2001 Director of Research and Development, YTC America</p> <p>September 2004 Executive Director, Teledyne Scientific Company (formerly Rockwell Scientific LLC)</p> <p>February 2011 President and CEO, Sharp Laboratories of America, Inc.</p> <p>October 2014 Group Deputy General Manager, Corporate Research & Development Group, Sharp Corporation</p> <p>April 2017 Managing Corporate Executive Officer, CIO & CTO, Mitsubishi Chemical Group (formerly Mitsubishi Chemical Holdings Corporation)</p> <p>September 2025 President, Albert Invent Japan, K.K. (current position)</p>	0
6	<p>Reason for Nomination as Outside Director and Expected Roles</p> <p>Mr. Larry Meixner has extensive experience in technology, research, and development divisions of companies in Japan and the United States, as well as extensive experience as the head of such divisions. In addition, he also possesses management experience at the Japan entity of a company that provides R&D innovation through an AI-integrated platform. The Company expects him to reflect his knowledge of technology, research, and development as well as his perspectives on R&D innovation and global business in Advantest’s global management, thereby contributing to the sustainable enhancement of corporate value and the further activation of the Board of Directors.</p> <p>Thus, the Company has determined that he is well qualified to serve as an Outside Director, and has nominated him as a new candidate for an Outside Director.</p> <p>Supplementary Information with respect to Independence</p> <p>Mr. Larry Meixner has no special transactions with the Company that would affect his independent judgment. The Company has no special transactions with Mr. Larry Meixner or with Albert Invent Japan K.K., where he serves as President. Therefore, the Company has determined that he is sufficiently independent in accordance with the Independence Criteria of Independent Outside Directors established by the Company. Furthermore, as he also satisfies the requirements for independent directors set forth by Tokyo Stock Exchange, Inc., the Company has registered him as an Independent Director.</p>		

Notes:

1. These candidates do not have any special interests with the Company.
2. Mr. Yoshiaki Yoshida is currently a Non-executive Director of the Company, and if his reappointment is approved, he will continue to serve as a Non-executive Director.
3. Messrs. Toshimitsu Urabe, Naoto Nishida and Larry Meixner are candidates for Outside Director.
4. The Company has entered into limited liability agreements pursuant to Article 427, Paragraph 1 of the Companies Act with each of Messrs. Yoshiaki Yoshida, Toshimitsu Urabe and Naoto Nishida. The maximum amount of liability under each agreement is the minimum liability amount as prescribed by applicable laws and ordinances. If the candidates are reappointed as Directors as originally proposed, the Company will continue the respective limited liability agreements with each of them. If Mr. Larry Meixner is elected as originally proposed, the Company plans to newly enter into the relevant agreement with him.
5. The Company has entered into indemnification agreements with Messrs. Douglas Lefever, Koichi Tsukui, Yoshiaki Yoshida, Toshimitsu Urabe and Naoto Nishida pursuant to Article 430-2, Paragraph 1 of the Companies Act. Under the said agreement, the Company shall indemnify the directors for the expenses set forth in Item 1 and losses set forth in Item 2 of the said Paragraph, to the extent permitted by laws and regulations. Certain grounds for exemption from indemnification have been stipulated to ensure the appropriateness of the execution of duties by such directors. In addition, any indemnification involving expenses and losses in an amount of no less than JPY 3 million shall be subject to deliberation by the Board of Directors. If the candidates are reappointed as Directors as originally proposed, the Company will continue the respective indemnification agreements with each of them. If Mr. Larry Meixner is elected as originally proposed, the Company plans to newly enter into the relevant agreement with him.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company, pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insured persons under this insurance contract include all Directors, Executive Officers and employees of the Company, including employees in managerial and supervisory positions, as well as all Directors and employees of its subsidiaries, including employees in managerial and supervisory positions. The policy provides coverage for damages and litigation expenses to be borne by the insured persons arising from liability incurred in the execution of his or her duties or claims made against them in connection therewith. However, certain exclusions are stipulated, including that any damage incurred by insured parties as a result of an act conducted by the said insured parties with the knowledge that such act constitutes violation of laws and regulations shall not be covered, in order to ensure that the appropriateness of the execution of their duties by the insured persons is not impaired. The insurance premiums, including those for special provisions, are fully borne by the respective companies to which the insured party belongs, and the insured persons do not bear any portion of the premiums. Messrs. Douglas Lefever, Koichi Tsukui, Yoshiaki Yoshida, Toshimitsu Urabe and Naoto Nishida currently serve as Directors of the Company (excluding Directors who are Audit and Supervisory Committee members) and are included as insured persons under the insurance policy. If the candidates are reappointed as Directors as originally proposed, they will continue to be included as insured persons under the insurance policy. If Larry Meixner is elected as originally proposed, he will be included as an insured person under the relevant insurance policy. The Company plans to renew the insurance contract during the respective terms of office of these directors.
7. “Number of the Company Shares Held” is the number of the Company’s common shares held as of May 15, 2026. For residents in Japan, the number includes their interest in the Company’s Executives’ Shareholding Association, and for non-residents in Japan, the number includes their interest in the omnibus account established by Global Shares Execution Services Limited, the stock compensation plan administrator.
8. The Company has introduced a stock-based compensation system for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members), consisting of a restricted stock compensation plan and a performance share unit system. As Mr. Douglas Lefever is a non-resident, the restricted stock unit plan (a plan in which shares of the Company are delivered after a certain period of time) is applied to him in lieu of the restricted stock compensation plan. Since the shares are to be delivered after the restricted period ends, the number of shares scheduled to be delivered under this plan is presented as “Number of Company Shares to be provided under the Restricted Stock Compensation”. Under the performance share unit system approved at the 82nd Ordinary General Meeting of Shareholders held on 28 June 2024, the number of shares to be delivered is calculated and granted based on the level of achievement of numerical performance targets for the business years corresponding to the Mid-term Management Plan (the performance evaluation period). Accordingly, the “Number of the Company Shares Held” and the “Number of Company Shares to be provided under the Restricted Stock Compensation” do not include any shares corresponding to

performance evaluation period for which the achievement of performance targets has not yet been confirmed. Under this performance share unit system, the maximum total number of the Company's common shares to be delivered to eligible Directors for each Mid-term Management Plan period (three fiscal years) is 1,200,000 shares.


9. The Company has introduced a restricted stock compensation plan as a stock-based compensation plan for Outside Directors of the Company (excluding Directors who are Audit and Supervisory Committee members).
10. Mr. Toshimitsu Urabe retired as an Outside Director of Japan Business Systems, Inc. on December 18, 2025.
11. Mr. Naoto Nishida retired as a Special Commission of Toshiba Corporation on December 31, 2025.
12. The legal name of Mr. Larry Meixner is Meixner Donald Laurence.
13. Mr. Larry Meixner is currently serving as the President of Albert Invent Japan, K.K. He is scheduled to assume the position of Representative Director and President on July 1, 2026.

Agenda Item No. 2: Election of 1 Director who is an Audit and Supervisory Committee member

The term of office of the current Director who is an Audit and Supervisory Committee member, Ms. Sayaka Sumida, will expire at the conclusion of this Ordinary General Meeting of Shareholders. The Company therefore proposes the election of 1 Director who is an Audit and Supervisory Committee member. The Company has obtained the consent of the Audit and Supervisory Committee with respect to this agenda item.

Below are the profiles of the candidate for Director who is an Audit and Supervisory Committee member.

Candidate No.	Name	Current position and assignment	Number of meetings of the Board of Directors and the Audit and Supervisory Committee attended
1	<div data-bbox="339 651 488 701" style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div> <div data-bbox="339 712 488 761" style="border: 1px solid black; padding: 2px; display: inline-block; background-color: #cccccc;">Independent</div> <div data-bbox="533 689 687 723" style="margin-left: 20px;">Sayaka Sumida</div>	Outside Director, Audit and Supervisory Committee Member	Meetings of the Board of Directors: 13/13 (100%) Meetings of the Audit and Supervisory Committee: 14/14 (100%)

	Name (Date of Birth)	Brief Career Summary, Current Position and Responsibilities, and Other Significant Concurrent Positions (if any)	Number of the Company Shares Held
1	 Sayaka Sumida (January 28, 1961) <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 5px;">Reappointed</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 5px;">Independent</div> Number of Years as Director who is an Audit and Supervisory Committee member: 6 years	October 1984 Joined Asahi Accounting Company (currently KPMG AZSA LLC) May 1988 Registered as a Certified Public Accountant May 2006 Partner, KPMG Azsa & Co. (currently KPMG AZSA LLC) August 2007 Chairperson, Auditing Standards Committee, The Japanese Institute of Certified Public Accountants (JICPA) July 2010 Executive Board Member, JICPA (Quality Control Standards and Auditing Standards) January 2015 Board Member, International Auditing and Assurance Standards Board (IAASB), International Federation of Accountants (IFAC) February 2017 Member, Business Accounting Council of Financial Services Agency June 2020 Outside Audit and Supervisory Board Member of Furukawa Electric Co., Ltd. Outside Audit and Supervisory Board Member of The Nisshin Oillio Group, Ltd. Director, Audit and Supervisory Committee Member of Advantest Corporation (current position) June 2024 Outside Director, Audit Committee Member, Japan Exchange Group, Inc. (current position) June 2025 Outside Director (Audit & Supervisory Committee Member), Furukawa Electric Co., Ltd. (current position)	5,384

Reason for Nomination as Director who is an Audit and Supervisory Committee member and Expected Roles

Although Ms. Sayaka Sumida has not been directly involved in the management of a company in the past, she has extensive knowledge and experience in finance and accounting gained through her engagement in accounting auditing services and internal control-related services as a certified public accountant at an accounting firm for many years. The Company expects her to reflect her knowledge of finance and accounting in Advantest's audit and supervision, thereby contributing to the enhancement of corporate accounting and internal control. Thus, the Company has determined that she is well qualified to serve as an Outside Director who is an Audit and Supervisory Committee member, and therefore, has nominated her again as a candidate for an Outside Director who is an Audit and Supervisory Committee member.

Supplementary Information with respect to Independence

Ms. Sayaka Sumida has no special transactions with the Company that would affect her independent judgment.

Ms. Sayaka Sumida serves as an Outside Director (Audit Committee Member) of Japan Exchange Group, Inc. The Company pays listing fees and other expenses to Tokyo Stock Exchange, Inc., a subsidiary of Japan Exchange Group, Inc. However, the amount of transactions between Japan Exchange Group, Inc. and the Company in FY2025 was less than 1% of the Company's consolidated cost of sales and selling, general, and administrative expenses.

The Company has had transactions with Furukawa Electric Co., Ltd., at which Ms. Sayaka Sumida serves as an Outside Director (Audit & Supervisory Committee Member), including the purchase of raw materials, etc. The amount of such transactions with Furukawa Electric Co., Ltd., in FY2025 was less than 1% of the total of the Company's consolidated cost of sales and selling, general and administrative expenses.

Therefore, the Company has determined that Japan Exchange Group, Inc. and Furukawa Electric Co., Ltd., do not constitute significant business partners as defined in the Independence Criteria of Independent Outside Directors established by the Company, and accordingly, she is sufficiently independent. Furthermore, as she also satisfies the requirements for independent directors set forth by Tokyo Stock Exchange, Inc., the Company has registered her as an Independent Director.

Notes:

1. Ms. Sayaka Sumida does not have any special interests with the Company.
2. Ms. Sayaka Sumida is a candidate for Outside Director.
3. The Company has entered into a limited liability agreement pursuant to Article 427, Paragraph 1 of the Companies Act with Ms. Sayaka Sumida. The maximum amount of liability under this agreement is the minimum liability amount as prescribed by applicable laws and ordinances. If the candidate is reappointed as a Director as originally proposed, the Company will continue the respective limited liability agreement with her.
4. The Company has entered into an indemnification agreement with Ms. Sayaka Sumida pursuant to Article 430-2, Paragraph 1 of the Companies Act. Under the said agreement, the Company shall indemnify the director for the expenses set forth in Item 1 and losses set forth in Item 2 of the said Paragraph, to the extent permitted by laws and regulations. Certain grounds for exemption from indemnification have been stipulated to ensure the appropriateness of the execution of duties by such director. In addition, any indemnification involving expenses and losses in an amount of no less than JPY 3 million shall be subject to deliberation by the Board of Directors. If the candidate is reappointed as a Director as originally proposed, the Company will continue the respective indemnification agreement with her.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, pursuant to Article 430-3, Paragraph 1 of the Companies Act. The insured persons under this insurance contract include all Directors, Executive Officers and employees of the Company, including employees in managerial and supervisory positions, as well as all Directors and employees of its subsidiaries, including employees in managerial and supervisory positions. The policy provides coverage for damages and litigation expenses to be borne by the insured persons arising from liability incurred in the execution of his or her duties or claims made against them in connection therewith. However, certain exclusions are stipulated, including that any damage incurred by insured parties as a result of an act conducted by the said insured parties with the knowledge that such act constitutes violation of laws and regulations shall not be covered, in order to ensure that the appropriateness of the execution of their duties by the insured persons is not impaired. The insurance premiums, including those for special provisions, are fully borne by the respective companies to which the insured party belongs, and the insured persons do not bear any portion of the premiums. Ms. Sayaka Sumida currently serves as a Director who is an Audit and Supervisory Committee member of the Company and is included as insured persons under the insurance policy. If she is reappointed as a Director who is an Audit and Supervisory Committee member, she will continue to be included as insured person under the insurance policy. The Company plans to renew the insurance contract during the respective terms of office of the director.
6. “Number of the Company Shares Held” is the number of the Company’s common shares held as of May 15, 2026. The number includes their interest in the Company’s Executives’ Shareholding Association.
7. The Company has introduced a restricted stock compensation plan as a stock-based compensation plan for Directors who are Audit and Supervisory Committee members.
8. Ms. Sayaka Sumida retired as an Outside Audit & Supervisory Board Member of Furukawa Electric Co., Ltd. on June 25, 2025, and was appointed as an Outside Director (Audit & Supervisory Committee Member) of the same company on the same date.

Agenda Item No. 3: Election of 1 Director who is a substitute Audit and Supervisory Committee member

As the effectiveness of the current appointment of the Director who is a substitute Audit and Supervisory Committee member will expire at the commencement of this Ordinary General Meeting of Shareholders, this proposal seeks the advance election of one Director who is a substitute Audit and Supervisory Committee member to serve as a substitute for all Directors who are Audit and Supervisory Committee members, in the event that the number of such Directors falls below the number required by laws and regulations.

The Company has obtained the consent of the Audit and Supervisory Committee with respect to this agenda item.

The effectiveness of such election may, prior to the commencement of office, be cancelled by a resolution of the Board of Directors with the consent of the Audit and Supervisory Committee.

The candidate for Director who is a substitute Audit and Supervisory Committee member is as follows.

Name
Naoto Nishida

For the candidate's date of birth, career summary, and other matters described in the Reference Documents for the Ordinary General Meeting of Shareholders, please refer to Candidate No. 5 of Agenda Item No. 1, "Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members)," and the related notes thereto.

(Reference)

Overview of Agenda Items No. 4 through No. 7 (The text of the Agenda Items begins on the next page.)

	Purpose of agenda item	Revision item	Content of revision		Reason for revision
Agenda Item No. 4	Revision of the vesting period and maximum amount of monetary compensation claims for the post-delivery restricted stock units (RSUs) granted to eligible Directors who are non-residents of Japan prior to the resolution of the 83rd Ordinary General Meeting of Shareholders	Vesting period	Current	The period until immediately after retirement from any of the positions of Director and Executive Officer	To further enhance incentives for eligible Directors by taking into account the practices of stock-based compensation overseas.
			Proposed revision	Three years from the date of allotment (grant) (or, for RSUs for which such period has already elapsed, until the date of approval of this agenda item)	
		Maximum amount of monetary compensation claims	Current	Within JPY 1 billion per year (including RS)	As a result of the above revision to the vesting period, shares of common stock of the Company subject to RSUs granted in different years will be delivered in the same year (specifically, 75,104 shares granted between FY2021 and FY2023 are scheduled to be delivered in bulk during FY2026). As this will temporarily increase the total amount of monetary compensation claims to be paid to eligible Directors in connection with the RSUs, the maximum amount of such monetary compensation claims shall be determined by a calculation formula rather than a fixed amount.
			Proposed revision	Share price at the time of share delivery x Number of shares to be delivered (Fixed amount not determined)	
Agenda Item No. 5	Revision of the maximum amount of monetary compensation claims for restricted stock compensation (RS and RSU)	Maximum amount of monetary compensation claims (the maximum number of shares (400,000 shares per year) shall not be revised)	Current	Within JPY 1 billion per year	If the Company's share price of common stock rises substantially during the period between the granting of RSUs (Agenda Item No. 5) or PSUs (Agenda Item No. 6) and the delivery of shares, the total amount of monetary compensation claims provided to eligible Directors would also increase significantly. Under a structure where the maximum amount of monetary compensation claims is fixed, a situation could arise where the shares cannot be delivered as anticipated, conflicting with the intent of the stock compensation. Accordingly, the maximum amount of monetary compensation claims shall be determined by a calculation formula rather than a fixed amount.
			Proposed revision	Share price at the time of share delivery x Number of shares to be delivered (Provided that it shall be within JPY 1.5 billion per year based on the share price at the time of grant)	
Agenda Item No. 6	Revision of the maximum amount of monetary compensation claims for Performance Share Units (PSU)	Maximum amount of monetary compensation claims (the maximum number of shares (1,200,000 shares per three fiscal years (400,000 shares per fiscal year)) shall not be revised)	Current	Within JPY 3 billion per three fiscal years (within JPY 1 billion per fiscal year)	Under a structure where the maximum amount of monetary compensation claims is fixed, a situation could arise where the shares cannot be delivered as anticipated, conflicting with the intent of the stock compensation. Accordingly, the maximum amount of monetary compensation claims shall be determined by a calculation formula rather than a fixed amount (provided, however, that a maximum amount shall be established as a fixed amount based on the share price at the time of grant).
			Proposed revision	Share price at the time of share delivery x Number of shares to be delivered (provided that it shall be within JPY 4.5 billion per three fiscal years (within JPY 1.5 billion per fiscal year) based on the share price at the time of grant)	

Note that no revisions will be made to the current stock compensation plan for Outside Directors and Directors who are Audit and Supervisory Committee members.

	Purpose of the agenda item	Rationale for proposal
Agenda Item No. 7	The Company seeks approval regarding the stock compensation plan and the employee share purchase plan intended for application to directors, executive officers and employees of the Advantest group residing in the state of California, United States of America.	Under the California Corporate Securities Law of the United States, if the stock compensation plan is applied to, or the Employee Share Purchase Plan (ESPP) is introduced for, residents of the state exceeding the number specified by the law, approval from the general meeting of shareholders of the Company is required in order to obtain an exemption from the registration procedures with the state authorities.

(Note) The Company has established a policy, approved by the Board of Directors, to limit the number of shares of the Company's common stock to be issued or disposed of under stock-based compensation plans to all eligible participants (Directors, Executive Officers, and employees of the Company and its subsidiaries) to a certain scale, ensuring that the dilution rate of the Company's common stock does not exceed 3% every 10 years. Furthermore, the Company's ESPP involves purchasing of the Company's common stock from the market, and therefore the introduction of the ESPP does not result in the dilution of the Company's common stock.

Agenda Item No. 4: Revision of the vesting period and compensation amount for the post-delivery restricted stock units granted to a Director (excluding Outside Directors and Directors who are Audit and Supervisory Committee members) who is non-resident of Japan

At the 79th Ordinary General Meeting of Shareholders held on June 23, 2021, based on a resolution of the Board of Directors of the Company, the Company shall issue restricted stock compensation (hereinafter referred to as “RS” in this agenda item) to the Directors of the Company (excluding Outside Directors and Directors who are Audit and Supervisory Committee members; hereinafter referred to as “Eligible Directors” in this agenda item) as a medium- to long-term incentive, and for the potential application of a post-delivery restricted stock unit (hereinafter referred to as “RSU” in this agenda item) plan (a plan in which shares of the Company are delivered after the expiration of a certain period (hereinafter referred to as the “Vesting Period” in this agenda item)) in lieu of RS if an Eligible Director is a non-resident of Japan at the time of receiving the allotment of RS. At the 82nd Ordinary General Meeting of Shareholders held on June 28, 2024, regarding RS, the total amount of monetary compensation claims to be paid to the Eligible Directors for this item shall be “not more than JPY 1 billion per year;” the total number of shares of common stock of the Company to be issued or disposed of to the Eligible Directors as a result of payment of all such monetary compensation claims as assets contributed in kind shall be “not more than 400,000 shares per year” and in addition to RS as a medium- to long-term incentive, the Company may grant RS within the framework of the total amount of monetary compensation claims and the total number of shares of common stock of the Company as a recruiting and retention program. Furthermore, at the 83rd Ordinary General Meeting of Shareholders held on June 27, 2025, in consideration of regional differences in the system and practice of stock compensation and to further enhance incentives for Eligible Directors, regarding RS which sets the transfer restriction period from the date of allotment to the period immediately after retirement from any of the positions of Director or Executive Officer of the Company for the purpose of medium- to long-term incentives, the Company shall make the content of the transfer restriction period, etc. applicable to non-residents of Japan the same as that of the RS as a recruiting and retention program, which has a transfer restriction period of three years or longer, and this remains the case to date.

In consideration of regional differences in the system and practice of stock-based compensation schemes and for the purpose of further enhancing incentives for Eligible Directors, the Company proposes to revise the Vesting Period of RSUs that were granted to an Eligible Director who is a non-resident of Japan based on a resolution of the Board of Directors of the Company prior to the above resolution of the 83rd Ordinary General Meeting of Shareholders held on June 27, 2025, in the same manner as the treatment for non-resident Executive Officers who do not concurrently serve as Directors, and following the approach taken for RS as a recruiting and retention program, from “the period until immediately after retirement from any of the positions of Director and Executive Officer” to “three years from the date of allotment (grant) (or, for RSUs for which such period has already elapsed, until the date of approval of this agenda item).”

The RSUs for which the Vesting Period is to be revised (hereinafter the “Revised RSUs” in this agenda item) are as follows.

RSU grant date	Expiration date of the Vesting Period after revision	Number of Eligible Directors whom the revision applies	Number of subject shares of the Company
July 5, 2021	July 31, 2026	1 person	21,000 shares
July 7, 2022	July 31, 2026	1 person	35,648 shares
July 7, 2023	July 31, 2026	1 person	18,456 shares
July 17, 2024	July 16, 2027	1 person	17,794 shares

Furthermore, regarding the delivery of shares of the Company that are subject to the Revised RSUs, to an Eligible Director, which are to be executed by resolution of the Board of Directors' meetings held on or after the respective expiration dates of the Vesting Periods after this revision, the Company will issue or dispose of common stock of the Company through the payment of all monetary compensation claims granted to an Eligible Director as assets contributed in kind. Consequent to this revision, shares of the Company subject to the Revised RSUs granted in different years may be issued or disposed of within the same year, resulting in a temporary increase in the total amount of monetary compensation claims provided to an Eligible Director. Accordingly, the Company proposes that the maximum amount of monetary compensation claims to be granted to an Eligible Director in connection with the Revised RSUs to be set, per share of common stock of the Company to be issued or disposed of to the said Eligible Director, at the closing price of shares of common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding such issuance or disposal (if there was no trade on such day, the closing price of the closest preceding trading day).

With regard to this agenda, the Company has received a report from the Audit and Supervisory Committee stating that this agenda item was resolved by the Board of Directors following the deliberation by the Nomination and Compensation Committee, that the procedure for determining compensation, etc. was appropriate, and that there were no specific findings. The Company considers the details to be appropriate.

The number of Eligible Directors subject to this agenda item is one.

Agenda Item No. 5: Revision of the restricted stock compensation plan for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members)

The content of the Company's Restricted Stock compensation (hereinafter referred to as "RS" in this agenda item) plan and the content of Post-Delivery Restricted Stock Unit (hereinafter referred to as "RSU" in this agenda item) plan were approved at the 79th Ordinary General Meeting of Shareholders held on June 23, 2021, the 82nd Ordinary General Meeting of Shareholders held on June 28, 2024, and the 83rd Ordinary General Meeting of Shareholders held on June 27, 2025, as described in Agenda Item No. 4, "Revision of the vesting period and compensation amount for the post-delivery restricted stock units granted to a Director (excluding Outside Directors and Directors who are Audit and Supervisory Committee members) who is non-resident of Japan," and these have remained in effect to date.

With respect to RSUs, which are granted in lieu of RSs if an Eligible Director is a non-resident of Japan at the time the RS allotment is to be made, the period from the grant of the RSUs to the delivery of shares of the Company spans three years or longer. If the Company's share price rises substantially during this period, the total amount of monetary compensation claims to be paid to the Eligible Directors as assets contributed in kind for the issuance or disposal of shares of the common stock of the Company to said Eligible Directors will also increase substantially. As it is difficult to predict future share prices, there is a risk that a situation in which the total amount of monetary compensation claims reaches the maximum amount due to a sharp rise in share price may arise, resulting in an inability to deliver shares of common stock of the Company under the RSUs as intended, conflicting with the intent of the stock compensation, which is to provide medium- to long-term incentives to Eligible Directors. Therefore, with respect to RSs and RSUs, the Company proposes, while maintaining the current limit on the total number of shares of the Company to be issued or disposed of to Eligible Directors (for RSUs, common stock of the Company equivalent to the units to be granted) at "not more than 400,000 shares per year," to establish the maximum amount of monetary compensation claims to be provided to Eligible Directors as "per share of common stock of the Company to be issued or disposed of to Eligible Directors, the closing price of common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding such issuance or disposal (if there was no trade on such day, the closing price of the closest preceding trading day)." However, as a maximum amount at the time of the grant of RSs and RSUs, and also taking into consideration the expansion of the Company's business scale, including net sales and market capitalization, etc., the sum of (i) the total amount of monetary compensation claims to be paid to Eligible Directors for RSs and (ii) the total number of units to be granted as RSUs, multiplied by the closing price of common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding the grant of such units (if there was no trade on such day, the closing price of the closest preceding trading day), shall be limited to "not more than JPY 1.5 billion per year."

Other than the above revisions, there are no changes to the contents of this system. The specific timing and allocation of payments to each Eligible Director will be determined by the Company's Board of Directors following the deliberation by the Nomination and Compensation Committee.

With regard to this agenda, the Company has received a report from the Audit and Supervisory Committee stating that this agenda item was resolved by the Board of Directors following the deliberation by the Nomination and Compensation Committee, that the procedure for determining compensation, etc. was appropriate, and that there were no specific findings. The Company considers the details to be appropriate.

The current number of Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members) is three. If Agenda Item No. 1, "Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members)," is approved and passed as originally proposed, there will be no change in the number of Eligible Directors.

Agenda Item No. 6: Revision of the performance share unit plan for Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members)

At the 79th Ordinary General Meeting of Shareholders held on June 23, 2021, based on a resolution of the Board of Directors of the Company, the Company shall grant performance share units (hereinafter referred to as “PSU”) to Eligible Directors. Concurrently, as consideration for the execution of duties over the three fiscal years that constitute the period covered by the mid-term management plan, the total amount of monetary compensation claims to be paid to Eligible Directors shall be “not more than JPY 600 million per three fiscal years” (which corresponds to not more than JPY 200 million per fiscal year), and the total number of shares of common stock of the Company to be issued or disposed of to Eligible Directors as a result of payment of all such monetary compensation claims as assets contributed in kind shall be “not more than 600,000 shares per three fiscal years (the number of shares after the share split executed in October 2023)” (which corresponds to not more than 200,000 shares per fiscal year (the number of shares after the share split executed in October 2023)). Furthermore, at the 82nd Ordinary General Meeting of Shareholders held on June 28, 2024, regarding the PSUs, it was resolved that the total amount of monetary compensation claims to be provided to Eligible Directors as consideration for the execution of duties over the three fiscal years that constitute the period covered by the mid-term management plan shall be “not more than JPY 3 billion per three fiscal years” (which corresponds to not more than JPY 1 billion per fiscal year), and the total number of shares of common stock of the Company to be issued or disposed of to Eligible Directors as a result of payment of all such monetary compensation claims as assets contributed in kind shall be “not more than 1,200,000 shares per three fiscal years” (which corresponds to not more than 400,000 shares per fiscal year), and these terms have remained in effect to date.

PSUs are granted as consideration for the execution of duties over the three fiscal years that constitute the period of the mid-term management plan (hereinafter the “Performance Evaluation Period”), and shares of the Company are delivered under the PSUs after the Performance Evaluation Period. If the Company’s share price rises substantially during this period, the total amount of monetary compensation claims provided to Eligible Directors as assets contributed in kind for the issuance or disposal of common stock of the Company to said Eligible Directors will also increase substantially. As it is difficult to predict future share prices, there is a risk that a situation in which the total amount of monetary compensation claims reaches the upper limit due to a sharp rise in share price may arise, resulting in an inability to deliver shares of common stock of the Company under the PSUs as intended, conflicting with the intent of the stock compensation, which is to provide medium- to long-term incentives to Eligible Directors. Therefore, with respect to PSUs, the Company proposes, while maintaining the current limit on the total number of shares of the Company to be issued or disposed of to Eligible Directors at “not more than 1,200,000 shares per three fiscal years” (which corresponds to not more than 400,000 shares per fiscal year), to establish the maximum amount of monetary compensation claims to be paid to Eligible Directors as “per share of common stock of the Company to be issued or disposed of to Eligible Directors, the closing price of common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding such issuance or disposal (if there was no trade on such day, the closing price of the closest preceding trading day).” However, as a maximum amount at the time of the grant of PSUs, and also taking into consideration the expansion of the Company’s business scale, including net sales and market capitalization, etc., the total amount of the total number of units to be granted as PSUs to Eligible Directors multiplied by the closing price of common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors regarding the grant of such units (if there was no trade on such day, the closing price of the closest preceding trading day) shall be limited to “not more than JPY 4.5 billion per three fiscal years” (which corresponds to not more than JPY 1.5 billion per fiscal year).

In addition, the Company proposes that the above revision shall also apply to PSUs that have

already been granted to Eligible Directors and are currently within the Performance Evaluation Period.

Other than the above revisions, there are no changes to the contents of this plan. The specific timing and allocation of payments to each Eligible Director will be determined by the Company's Board of Directors following the deliberation by the Nomination and Compensation Committee.

With regard to this agenda, the Company has received a report from the Audit and Supervisory Committee stating that this agenda item was resolved by the Board of Directors following the deliberation by the Nomination and Compensation Committee, that the procedure for determining compensation, etc. was appropriate, and that there were no specific findings. The Company considers the details to be appropriate.

The current number of Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members) is three. If Agenda Item No. 1, "Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee members)," is approved and passed as originally proposed, there will be no change in the number of Eligible Directors.

Agenda Item No. 7: Approval of the stock compensation plan and the employee share purchase plan intended for application to directors, executive officers and employees of the Company group residing in the State of California, United States of America

With the aim of further promoting value sharing with shareholders and enhancing corporate value over the medium to long term as well as attracting and retaining global talent, the Company has, since FY2021, introduced (a) a restricted stock compensation plan for certain Directors, Executive Officers and employees of the Company and its subsidiaries (a plan under which shares of common stock of the Company are granted as restricted stock (hereinafter referred to as “RS” in this agenda item) to eligible recipients as compensation for their services; where an eligible recipient is a non-resident of Japan at the time of the RS grant, the plan includes a post-delivery restricted stock unit plan under which units (hereinafter referred to as “RSUs” in this agenda item) are granted and shares of common stock of the Company equivalent to such RSUs are delivered after a specified period) and (b) a performance share unit plan for Executive Officers of the Company (including those who also serve as Directors) (a plan under which units (hereinafter referred to as “PSUs” in this agenda item) are granted to eligible recipients as compensation for their services and shares of common stock of the Company equivalent to PSUs adjusted in accordance with the achievement rate of numerical targets based on the Company’s performance and other factors are delivered after a specified period), and these plans remain in effect (the restricted stock compensation plan, including the post-delivery restricted stock unit plan, and the performance share unit plan are hereinafter collectively referred to as the “Stock Compensation Plan” in this agenda item).

At a Board of Directors’ meeting held on June 24, 2026, the Company (i) reaffirmed its approval of the continued operation of the Stock Compensation Plan, and (ii) resolved to newly introduce an employee share purchase plan that supports the purchase of shares of common stock of the Company (Employee Share Purchase Plan, hereinafter referred to as “ESPP,” and, together with the Stock Compensation Plan, the “Two Plans” in this agenda item) targeting non-resident-of-Japan employees belonging to the Company’s overseas subsidiaries, with the aim of fostering awareness of corporate value enhancement through ownership of the shares of common stock of the Company and improving employee engagement.

In applying the Two Plans to non-residents of Japan, the laws and regulations of the country or state in which such non-residents reside will also apply.

In particular, in applying the Two Plans to eligible recipients residing in the State of California in the United States of America (hereinafter referred to as “Eligible CA Residents” in this agenda item), the California Corporate Securities Law of 1968 applies. Where the number of Eligible CA Residents exceeds the threshold prescribed under that law, in order for the Company to obtain an exemption from the registration procedures with the California state authorities, that law requires the Two Plans be approved by shareholders holding a majority of the voting rights exercisable at the Company’s General Meeting of Shareholders.

Accordingly, at this Ordinary General Meeting of Shareholders, the Company respectfully requests that shareholders approve the Two Plans, which are intended to be applied to Eligible CA Residents, to the extent necessary under the California Corporate Securities Law of 1968 and other applicable foreign laws and regulations.

An overview of the Two Plans is provided below. The details of the Two Plans shall be determined by the Company’s Board of Directors. The content outlined below may be revised at the discretion of the Company’s Board of Directors, as long as it is reasonably necessary or desirable to comply with applicable laws and regulations, administrative practices, or practical requirements in each country or state where the Two Plans are implemented.

1. Overview of the Stock Compensation Plan

The Stock Compensation Plan is based on the Stock Compensation Plan applicable to the Company’s Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee members; the same applies hereinafter), which was approved by the shareholders at the Company’s General Meeting of Shareholders (the introduction of which was approved at the 79th Ordinary General Meeting of Shareholders held on June 23, 2021, and which, with respect to the restricted stock compensation plan, was revised pursuant

to the approvals of the 82nd Ordinary General Meeting of Shareholders held on June 28, 2024 and the 83rd Ordinary General Meeting of Shareholders held on June 27, 2025).

The maximum total number of shares of common stock of the Company to be issued or disposed of to the Company's Directors under the Stock Compensation Plan, and the maximum amount of monetary compensation claims to be granted to such Directors, have been approved by shareholders at a General Meeting of Shareholders; however, the Stock Compensation Plan as applied to eligible recipients other than Directors (including those residing in the State of California, in the United States of America) will be operated outside the scope of such maximum limits. Nevertheless, the Company has separately established, by resolution of the Board of Directors, a policy to keep the total number of shares of common stock of the Company to be issued or disposed of to all eligible recipients under the Stock Compensation Plan (Directors, Executive Officers, and employees of the Company and its subsidiaries) within a certain scale (Note).

(Note) The policy is to keep the dilution rate of the shares of common stock of the Company over each 10-year period (the ratio of the total number of shares of common stock of the Company issued or disposed of to all eligible recipients under the Stock Compensation Plan during the preceding 10 years from a given reference point, to the total number of issued shares of the Company (excluding treasury shares) as of that reference point) within 3%.

2. Overview of the ESPP

The overview of the ESPP is as follows. The ESPP involves purchasing shares of common stock of the Company from the market; because the introduction of the ESPP does not involve the issuance or disposal of shares of common stock of the Company, the introduction of the ESPP will not result in dilution of the shares of common stock of the Company.

(1) Eligible companies

The Company's overseas subsidiaries designated by the Company (hereinafter referred to as "Eligible Overseas Subsidiaries" in this agenda item).

(2) Eligibility requirements

Employees who belong to an Eligible Overseas Subsidiary and reside in the country where that subsidiary's office is located

(3) Right to acquire the Company's common stock

(i) Employees who have enrolled in the ESPP based on the eligibility requirements set forth above (hereinafter referred to as "Participating Employees" in this agenda item) may make periodic contributions through payroll deductions for the purpose of acquiring the shares of common stock of the Company. With respect to such contributions by Participating Employees, the Company or the Eligible Overseas Subsidiary to which the Participating Employee belongs shall contribute an incentive payment to be applied toward the acquisition price of the shares of common stock of the Company.

(ii) The Company shall establish the minimum and maximum contribution amount that Participating Employees can elect and the terms of the incentive payment, and may amend these.

(iii) Participating Employees may suspend their contributions toward the acquisition price and may resume such contributions thereafter.

(4) Plan administrator

(i) The Company shall designate a plan administrator for the operation of the ESPP. The plan administrator shall, on behalf of Participating Employees, acquire shares of common stock of the Company from the market with the acquisition price and hold and manage such shares.

(ii) Participating Employees may instruct the plan administrator to sell or transfer the acquired shares.

(5) Reinvestment of dividends

Dividends on shares of common stock of the Company held by the plan administrator on behalf of Participating Employees will be reinvested as the acquisition price of shares of common stock of the Company. However, dividends may not be reinvested in light of applicable laws and regulations, etc.

(6) Suspension and loss of eligibility

(i) If a Participating Employee, while belonging to one of the Eligible Overseas Subsidiaries, comes to reside in a country other than the country in which that subsidiary's office is located, the

employee's eligibility may be suspended for that period. In such case, notwithstanding the provisions of (3) (i) above, the Participating Employee may not contribute the acquisition price and may not receive incentive payments.

(ii) If a Participating Employee resigns from all Eligible Overseas Subsidiaries, the employee's eligibility will be lost simultaneously with such resignation.

(7) Other conditions

In addition to (1) through (6) above, the regulations separately established with respect to the ESPP by the Company or the Eligible Overseas Subsidiary to which a Participating Employee belongs, as well as the provisions of the stock purchase agreement and other agreements entered into among the Company or such Eligible Overseas Subsidiary, the plan administrator and the Participating Employee, shall apply.

END

(Reference)

Skill Matrix for the Board of Directors following the General Meeting of Shareholders

In nomination and selection of Directors and Senior Executive Officers, the Company recognizes that noteworthy issues around the corporate management and communication with stakeholders have to be taken into consideration, in addition to our Purpose & Mission, management strategies, and business strategies. Our business is indispensable for the manufacturing of semiconductors, which support the development of our society, and also assumes the important function of supporting the stable operation of the facilities and systems in our society and industries, creating great opportunities for growth even in the surrounding areas. The Company has selected the following nine areas of management activities which are considered important for the Company to grow the business in the medium to long term and realize the improvement of our corporate value: "Management & Corporate Strategy," "Semiconductor," "Technology," "Sales & Marketing," "Finance & Accounting," "Legal & Compliance," "Human Capital Management," "Global Business," and "Digital Transformation". The Board of Directors and the Nomination and Compensation Committee have discussed the essential "insight and experiences" required for the execution of duties and the fulfilment of the responsibly of supervision in the nine areas, and established the required skill sets for Senior Executive Officers and Directors. If the election of all of the candidates presented in this convocation notice of is approved as originally proposed, the skills of the Directors will be as shown in the table below. Following the environmental changes, the skills required by the Company will be constantly updated.

Details of Skill

Areas for management activities	Items	Experience, knowledge, and abilities expected
① Management & Corporate Strategy	Top management	Management experience at a company or legal entity (as a chairperson, president, representative director or equivalents)
	Management strategy	Experience and knowledge as a head of a management strategies department ^{*1,2}
	Business investment and M&A	Experience and knowledge of business investment and M&A
② Semiconductor	Semiconductor-related industries	Experience in semiconductor-related industries and knowledge of the semiconductor industry
③ Technology	Industries & technologies (incl. Environment and Energy)	Knowledge of the electrical/electronics related industry and ICT technologies
	Research & development	Experience and knowledge as a head of an R&D department ^{*1,2}
	SCM ^{*3} , production, and quality assurance	Experience and knowledge as a head of SCM ^{*3} , production, production engineering, and quality assurance departments ^{*1,2}
④ Sales & Marketing	Sales and marketing	Experience and knowledge as a head of a sales and marketing department ^{*1,2}
⑤ Finance & Accounting	Finance, accounting and audit	Experience and knowledge as a head of a finance, accounting and audit department ^{*1,2} or as a certified public accountant and auditor
	Communication with the capital market	Experience and knowledge as a head of the department responsible for communicating with investors and shareholders ^{*1,2} , such as a head of IR (Investor Relations) or SR (Shareholder Relations) department
⑥ Legal & Compliance	Legal affairs, risk management, and compliance	Experience and knowledge as a head of a legal affairs, risk management, or compliance department ^{*1,2} or as an attorney at law
⑦ Human Capital Management	Human capital management	Experience and knowledge as a head of an HR department ^{*1,2} or in recruiting & developing human capital, and talent management
⑧ Global Business	Global business	Experience at a global organization or experience working in a foreign country
⑨ Digital Transformation	IT & DX	Experience and knowledge as a head of an IT department, and as a head of a DX promotion department ^{*1,2}

*1: The head of a large company or a company with complicated businesses or operations

*2: The executive of a specialized service company in the relevant field

*3: Supply Chain Management

Skill Matrix

		Fundamental managerial activities deemed essential for carrying out management duties and guiding/supervising our management team															Key areas of our immediate management issues		
		① Management & Corporate Strategy			② Semiconductor		③ Technology			④ Sales & Marketing	⑤ Finance & Accounting		⑥ Legal & Compliance	⑦ Human Capital Management	⑧ Global Business	⑨ Digital Transformation			
		Attribute		Management			Business investment and M&A	R&D, Semiconductor, Industries & Technologies			SCM, production, and quality assurance	Sales and marketing	Finance & Accounting, Communication with Capital Market		Legal affairs, risk management, and compliance	Human capital management	Global business	IT & DX	
		Gender	Nationality	Member of the Audit and Supervisory Committee	Member of the Nomination and Compensation Committee	Independent member	Top management	Management strategy	Business investment and M&A	Semiconductor-related industries	Industries & technologies (incl. Environment and Energy)	Research & development	Sales and marketing	Finance, accounting and audit	Communication with the capital market	Legal affairs, risk management, and compliance	Human capital management	Global business	IT & DX
Inside Directors	Douglas Lefever	Male	American				○	○	○	○	○	○	○		○			○	
	Koichi Tsukui	Male	Japanese				○	○		○		○	○		○			○	
	Yoshiaki Yoshida	Male	Japanese		○		○	○	○	○			○		○			○	
	Yuichi Kurita	Male	Japanese	○				○	○	○				○	○			○	
Outside Directors	Toshimitsu Urabe	Male	Japanese		Chairperson	○	○	○									○	○	○
	Naoto Nishida	Male	Japanese			○			○	○	○	○						○	
	Larry Meixner	Male	American			○	○	○			○	○						○	○
	Sayaka Sumida	Female	Japanese	Chairperson	○	○								○		○		○	
	Tomoko Nakada	Female	Japanese	○		○										○		○	

*Skills of the Senior Executive Officers (excluding those concurrently serving as directors) are as follows.

Senior Executive Officers	Keith Hardwick	Male	American						○	○				○		○	○	○	
	Yasuo Mihashi	Male	Japanese					○	○	○			○		○			○	
	Juergen Serrer	Male	German					○	○	○	○							○	
	Makoto Nakahara	Male	Japanese					○	○			○	○					○	
	Sanjeev Mohan	Male	American					○	○	○			○					○	
	Richard Junger	Male	German						○			○						○	○
	Yong Xu	Male	Chinese						○				○					○	
	Toshiaki Adachi	Male	Japanese						○		○	○						○	○
	Hisako Takada	Female	Japanese					○	○	○	○			○	○			○	
	Kesa Yorozu	Female	American						○	○						○		○	
Robert Leindl	Male	German							○			○	○				○	○	

(Reference)

Independence Criteria of Independent Outside Directors

Outside Director of Advantest Corporation (the “Company”) shall be judged to be independent provided none of the following conditions apply presently and recently.

1. Major Business Partner
 - (1) Entity transacts with the Company as Major Business Partner or Executive thereof
 - (2) Major Business Partner of the Company or Executive thereof
2. Expert
 - (1) Consultant, Accountant or Lawyer who receives a large amount of money or other compensation from the Company. (In case that the receiver of such compensation is a legal entity or group such as union, the person who belongs to such entity.)
3. Relative
 - (1) Relative of person who falls in the condition set forth in 1 or 2 above.
 - (2) Relative of Executive or Board Director of the subsidiary of Company
 - (3) Relative of person who was an Executive or Board Director of Company or subsidiary of Company recently.

Notes

- *1 “Recently” shall mean time range substantially identical to presently.
- *2 “Major Business Partner” means partner whose revenue from the transaction with the Company shares the considerable part of revenue of the Company or partner supplying the Company with commodities or services indispensable to the Company’s business.
- *3 “Executive” means the “executive” defined in the Ordinance for Enforcement of the Companies Act.
- *4 “Relative” means the person’s relative within the second degree of kinship.