

Advantest's Mission

Advantest's mission is to support leading-edge technologies for telephony and semiconductors — the technologies upon which our rapidly evolving information society is based. By providing test and measurement tools for research and development and assurance of product quality, Advantest plays an essential role in transforming high-tech innovations into practical, commercial applications.

At Advantest our motto is to get to the heart of the matter. This practice is particularly vital during turbulent economic times, when it is often easy to lose sight of issues critical to future success. Our ability to clearly perceive the true nature of a problem is the secret behind our success, because it enables us to determine the future direction of emerging trends and shows us where we need to be focusing our resources.

As a conscientious member of the communities in which we serve and operate, Advantest will actively seek to make a positive difference in people's lives, both by helping to provide them with new technologies that unleash their productivity and by conducting our business in a moral and environmentallysustainable fashion.

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Cautionary Statement with Respect to Forward-Looking Statements

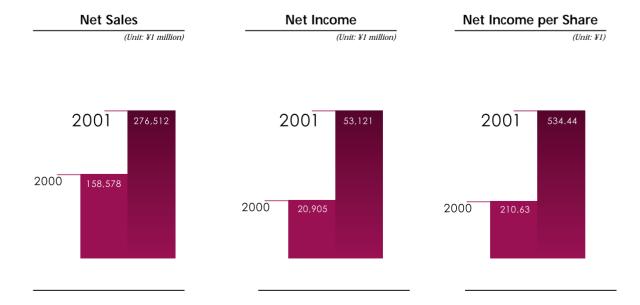
This annual report contains "forward-looking statements" that are based on Advantest's current expectations, estimates and projections. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause Advantest's actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. These factors include: (i) changes in demand for the products and services produced and offered by Advantest's customers, including semiconductors, communications services and electronic goods; (ii) circumstances relating to Advantest's investment in technology, including its ability to timely develop products that meet the changing needs of semiconductor manufacturers and communications network equipment and components makers and service providers; (iii) significant changes in the competitive environment in the major markets where Advantest purchases materials, components and supplies for the products or where its products are produced, distributed or sold; and (iv) changes in economic conditions, currency exchange rates or political stability in the major markets where Advantest procures materials, components and supplies for the production of its principal products or where its products are produced, distributed or sold; and (iv) changes in economic conditions, currency exchange rates or political stability in the major markets where Advantest procures materials, components and supplies for the production of its principal products or where its products are produced, distributed or sold. A discussion of these and other factors which may affect Advantest's actual results, levels of activity, performance or achievements is contained in the "Operating and Financial Review and Prospects", "Key Information - Risk Factors" and "Information on the Company" sections and elsewhere in Advantest's registration statement on Form 20-F, which is on file with the United States Securities and Exchange Commission.

Financial Highlights

| | Unit: ¥1 million (except "per share" data) | | Unit: \$1,000 (except "per share" data) |
|---------------------------------|---|---------------------|--|
| | | Year ended March 31 | (,1.1) |
| | 2000 | 2001 | 2001 |
| Net sales | ¥ 158,578 | ¥ 276,512 | \$ 2,231,735 |
| Automated Test Equipment | 135,728 | 241,499 | 1,949,144 |
| Measuring Instrument | 22,850 | 35,013 | <i>282,591</i> |
| Net income | 20,905 | 53,121 | <i>428,741</i> |
| Per share | | | |
| Net income | ¥ 210.63 | ¥ 534.44 | \$ 4.31 |
| Cash dividends | 37.00 | 50.00 | 0.40 |
| As of March 31: | | | |
| Total assets | ¥ 320,892 | ¥ 407,431 | \$ 3,288,386 |
| Shareholders' equity | 214,594 | 267,929 | 2,162,462 |
| | | | |

Note1: The above selected financial data were prepared under U.S. GAAP.

Note2: In this annual report, amounts reported in Japanese yen have been translated into U.S. dollars for the convenience of readers. The rate used for this translation was \(\frac{\pmathbb{1}}{23.90} = \frac{\pmathbb{1}}{31.00}\), approximate exchange rate in Japan on March 31, 2001.



Letter to Our Stockholders



Succeeding in the Era of Global Competition

The closing of our books for the fiscal year ending March 2001 also marked the end of our four-year, company-wide management initiative, *Excellence 21*. We managed to meet all the financial targets established under Excellence 21, achieving record consolidated sales and easily clearing our goals of a return-onequity of over 17%. In addition, with over 35% of our total product sales attributed to new products (those launched within the last 1 1/2 years), a critical benchmark was met. This impressive financial performance was a result of markets around the world recognizing our efforts to astutely anticipate evolving markets and meet the increasingly complex needs of our customers.

Advantest constantly seeks to improve upon the execution of all of its business operations. In fiscal 2000, we began use of activity based costing, which provides detailed analysis of the cost of individual business activities, started linking accountability with evaluations on employee performance, and constructed a new enterprise resource planning system.

With all the volatility in the current world economy, we understand that to achieve our goal of becoming a truly global company we will need to further strengthen our technological capabilities and create a clearer, more distinct brand.

In 2004 Advantest will celebrate the fiftieth year anniversary of its founding. With this milestone now only a few years away, we will strive harder than ever to bring to market new products and services that ensure our place as one of the winners in this era of increasing global competition.

Fiscal 2000 Business Results — New Products Drive Record Profits In fiscal 2000 net sales increased by 74.4% to ¥276.5 billion — the highest amount ever in our company's history. Operating income was even more impressive, jumping up 144.0% to ¥84.9 billion.

Growth in measuring instruments for fiber-optic and wireless communications were particularly robust, rebounding from a fiscal 1999 operating loss of \$68 million to contribute an operating income of \$6.6 billion. And with operating income from our flagship semiconductor test system business more than doubling from \$40.7 to \$86.4 billion over that same period, all-around fiscal 2000 will go down as one of our best years ever.

In the test system market, we managed to hold on to our second place position with a 23% share. And within this market, we remained the undisputed world leader in memory test systems with a 63% share.

To enhance our ability to provide products quickly and efficiently, in May 2000 we started operation of a new enterprise resource planning system, which links all Advantest Group companies throughout the globe by means of a common data base. With this new infrastructure in place, we were able to significantly boost our productivity for everything from product design to manufacturing to distribution. In addition, we were able to successfully capitalize on increased use of "design-ins"— the process of working closely with customers starting from the design stage of their devices — and an expanded product maintenance system to boost sales even further.

Future Outlook — Taking Bold, Farsighted Action to **Secure Growth**

The economic climate for fiscal 2001 is shaping up to be one of the starkest ever. The wide-scale shakeout of dot-com companies in the US triggered a retreat from the dizzying gains of the nation's

information technology industry, which had been the main driver behind their historic economic boom. The situation was further exacerbated by the September 11th terrorist attacks on New York and Washington D.C., which dealt a major blow to the already fragile psyche of investors the world over. The impact of these events has rippled across the globe, making the future of Japan's anemic economy even hazier. Similarly, this has also been a major setback to other Asian countries, many of which are still struggling to recover from the 1997 Asian financial crisis.

Yet, despite this somber atmosphere, the revolution in information technology continued to march on. The long-term trends remain unchanged — the electronics industry is still making the shift from a PC-centered business model to one that relies on a more diversified range of new consumer electronics, and companies are still investing in next-generation, high-speed telecommunications.

Advantest is carefully working to identify the testing challenges for these new technologies to ensure that the high-speed memory and system-on-a-chip (SoC) semiconductor test systems we currently have under development fully address these issues. Similarly, we are working to assist in the development of next-generation telecommunications by quickly developing new measuring instruments for technologies including DWDM fiber-optic broadband, W-CDMA third-generation mobile communications, and *Bluetooth™.

We will continue to actively invest in new markets and products, improve our profit structure, and take bold, farsighted action to secure future growth.

*Bluetooth™ is a trademark of Telefonaktibolaget LM Ericsson in Sweden.

Expanding Service Business to Raise Customer Satisfaction

To provide true customer satisfaction, manufacturers must first be able to develop a product that meets its customer's every specification right down to the minutest detail. Great products,

however, don't automatically guarantee satisfaction. You must also be able to provide customers with the amount of products they need by the time of their desired delivery. And after the products are delivered, you must have a thorough support network to provide repairs and maintenance.

To assist customers with the wide array of activities associated with chip testing, Advantest created the GET (Globally Enabled Total) Solution. Among the many services being offered as part of the GET Solution is consultation on test technologies, product design, the sale of bundled testing solutions, repair and maintenance, and training of test engineers. Thanks to the GET Solution, customers are giving us high marks for providing them with high-quality solutions to their diverse needs.

At Advantest, we will continue to build upon our tradition of timely development of products that dovetail with market demand, securing high customer satisfaction through world-class technical support, and tackling problems head-on to come up with truly innovative solutions.

Hiroshi Oura

Chairman of the Board and CEO

Toshio Maruyama President and COO

Message from Toshio Maruyama

President and COO

Becoming a Truly Global Company



"Never Say Never" Attitude Provides the Foundation for Our Quest for Operational Excellence

Back in 1982, when Takeda Riken Kogyo (the predecessor to Advantest) made its first foray into the US market, I was sent to New York to assist with the establishment of our New York office. Although, in the beginning, our company was virtually unknown and had to struggle to even gain a foothold in the market, it was through these tough experiences that I learned the value of the expression "never say never".

Once a company achieves some measure of success, there is a strong tendency for employees to become too conservative and simply follow precedent. Although, admittedly, companies need to protect their core technologies and areas of expertise, I believe it is even more important that companies retain their ambition to develop new technologies and businesses and continue challenging themselves.

The driving force behind Advantest is, and will continue to be, its commitment to providing the test and measurement tools that help advance the frontier of technology and thus enrich the lives of everyone. In the years to come, we will continue to work toword the establishment of a global brand and on the creation of innovative, new products that provide customers with added value.

Agile Management and Global Access to Real Time Information

The ability to make fast decisions is an absolute must if you hope to beat out your competition. This is why our board members, from the senior managing directors on up, assemble once a week to ensure that we respond quickly to the mission-critical issues facing our company. Also, as a global company with customers in markets around the world, we realize the importance of providing our overseas subsidiaries with the flexibility to conduct their operations according to their culture's unique values and demands. Thus, we make it a point to empower local management with as much decision-making authority as possible.

In May 2000 we inaugurated a new enterprise resource planning system, which provides a common database for the entire Advantest Group. We are now able to instantly scale our operations according to the product demand coming from each of our markets. We are confident that this system will help to dramatically shorten each stage of the manufacturing process, everything from design to production to distribution, so that we can boost productivity and accelerate our time to market.

-Message from Toshio Maruyama



Multifaceted Growth Strategy that Builds on Our Core Competencies

Dealing with cyclical fluctuations in chip demand — the so-called "silicon cycle" — is an unavoidable part of doing business in the semiconductor production equipment industry. Downturns in this cycle, however, provide an excellent chance for companies to improve their products and carry out new management initiatives. We will thus continue to focus on strengthening our organization and creating new best-in-class products so that we can take full advantage of the next upturn.

In 2000, we held a 23% share of the market for semiconductor test systems. Increasing our share of this market will be our company's top priority. To achieve this goal, we will need to maintain our number one share in the market for memory test systems, while at the same time increasing our share of the market for non-memory test systems — a market that targets high-growth chips such as system-on-a-chip (SoC) semiconductors. To boost sales of our electronic measuring instruments, we will also be working to develop new, global marketing strategies. And we will continue to search for new business opportunities that capitalize on our core competencies. By using this multifaceted approach, we will work to establish a more diversified and stable profit structure.

NYSE Listing Provides Boost to Global Expansion Efforts

In fiscal 2000, approximately 72% of Advantest's total net sales came from overseas markets. To increase the value of the Advantest brand, we will need to improve the transparency of our management and win the confidence of our customers, employees, and stockholders. In addition, to meet the needs of customers operating in markets around the world, we will also continue to look into making new acquisitions and forming new alliances, and concentrate on attracting and retaining talented engineers.

In September 2001, we successfully listed on the New York Stock Exchange enabling our ADR's to be traded alongside some of the world's best companies — a major step forward in our efforts for global expansion. Our company has entered a new, more dynamic stage in its history in which we will work harder than ever to earn the label of being a truly global company.

Initiative 21 — Ushering in a New Stage of Growth

At Advantest, we understand the importance of customer satisfaction in succeeding in a volatile economic environment and in markets where the needs of customers are becoming increasingly diverse. Providing true customer satisfaction, however, often requires breaking with the past so that you can unleash the creativity to develop new, innovative products and services.

To ensure that Advantest continues to enjoy strong growth in the face of increasing global competition, in October 2001, we began a new management initiative dubbed Initiative 21. Under this campaign, we will strive to innovate and improve all of our business operations from R&D to maintenance and from sales to accounting.

Initiative 21 is scheduled to run to 2004, the fiftieth anniversary of our company's founding. During the length of this campaign, each employee will be asked to set and work toward meeting individual goals that will help the company achieve its financial targets and fulfill its corporate mission.



Semiconductor Test Systems



New Products Make Strong Showing in Fiscal 2000 — Use of Design-Ins Reaps Huge Dividends

Fiscal 2000 net sales for Advantest's automated test equipment business reached \$241.4 billion, an increase of 77.9% over the previous year. Sales of memory test systems were particularly

strong, finishing the year with net sales of \$140.4 billion for year-on-year growth of 150.3%. In addition, steady sales of our new offerings for the non-memory market helped net sales for this sector increase by 5.5% to \$41.1 billion.

This outstanding business performance was made possible by our ability to leverage our technological strengths and manufacturing prowess to provide products that dovetailed with the needs of our customers. In particular, much of this success can be attributed to our increased commitment to "design-ins" — the practice of working closely with customers starting from the design stage of their products, so that we can accurately grasp their testing needs and incorporate that data into the development of our test systems. By being a true partner that works together with them to address their testing challenges, we will enable new growth both for our customers and for our company.

Leveraging Our Top Position in Memory Test Systems

Over the past decade the semiconductor industry has seen some dramatic changes including the formation and dissolution of numerous alliances, the rise of "fabless" companies that outsource

all of their chip manufacturing, and the emergence of test houses — factories that specialize solely on chip testing. Amidst these changes, there has been growing pressure for test system companies to provide increased product performance, while at the same time lowering test costs. Over the years, Advantest has established an impressive track record for consistently bringing best-in-class products to the memory market. In the future, we intend to maintain our number one share of this market by continuing to quickly develop on-target products that meet the changing testing demands of memory chips.

Aggressively Developing New SoC Test Systems to Increase Market Share

Currently, Advantest is concentrating on the development of new test systems for system-on-a-chip (SoC) semiconductors, which combine logic, memory, and analog circuitry all upon a single

chip. The compactness and diverse functions of SoCs have made them popular for use in cellular phones and other consumer electronics, fueling expectations of high, long-term growth. For a company like Advantest, which since its founding has focused on the development of electronic measurement instruments, the convergence of analog and digital circuitry within SoCs provides an ideal fit to our areas of technological expertise. As such, we will be working to ready a comprehensive product portfolio that can meet all the testing challenges posed by the diversity of SoCs being developed.

One of the anchors of this future lineup will be our T6500 series of SoC test systems, which was launched in fiscal 2000. The three models within this product family are all geared to help reduce the cost of testing in the manufacturing line and are two times more compact and energy-efficient than preceding models.

In addition, through the use of a common platform for all of our SoC test systems, we plan to both save in research and development costs and accelerate our time to market. We are also actively working to respond to the growing use of built-in self-test (BIST) — a rapidly emerging, mission-critical technology in which testing circuitry is embedded within the chip itself to help reduce the cost of testing.





Electronic Measuring Instruments



Dramatic Growth in Communications Paved the Way to Record Sales

Every day in every market around the world, increasingly powerful communication networks are continuing to emerge, enabling the creation of new services that bring added value to

their users. In October 2001, NTT DoCoMo became the first company to offer third-generation wireless communications services, giving users the ability to enjoy sophisticated multimedia applications through their mobile phones. Similar services based on the same protocol, W-CDMA, are scheduled to begin both in Europe and South Korea. Capital investment in optical networks has enjoyed a similar boom, with the US leading the way in construction of network infrastructure and the adoption of DWDM, a broadband technology that allows multiple signals to travel on a single optic fiber. Over the long-term, we are confident that communication networks will continue this trend toward higher transmission speeds and capacities, spawning demand for new measuring instruments.

Thanks to this rush of new investment in wireless and fiber-optic tele-communications, in fiscal 2000 net sales of measuring instruments jumped up by 53.2% to ¥35 billion.

Unfortunately, starting from the beginning of 2001, there has been a steep drop off in these kinds of investments and visibility in regards to the short-term business outlook has been severely limited. Over the long-term, however, we believe that this market continues to hold great potential because of the need to strengthen the links between backbone and local area networks and the existance of untapped Asian markets such as China.

Optical Networks

Enabling Optical Networks with Products that Support Emerging Technologies

Net sales of measuring instruments for optical networks rose 106.6% over the previous year to an impressive ¥14.6 billion. Sales of our bit-error-rate test systems, optical network analyzers,

optical spectrum analyzers, and wavelength meters were particularly strong. In addition, despite new entrants to the market for optical component testing, this market provided us with strong demand for optical power meters and other general purpose measuring instruments. To further develop this business, we will focus on strengthening our marketing and customer support network, and on developing products that accurately match the demands of the market.

Wireless Communications

Focus on Bluetooth and Protocols for 3G Wireless Communications

Advantest also enjoyed high growth for its sales of measuring instruments for wireless communications. Including sales of testing tools for radio frequency components, net sales for this

business rose 26.6% to ¥11.8 billion. Much of this demand came from increased capital investment in preparation for IMT-2000 3G wireless communications. In particular, sales of our R3200 family of spectrum analyzers, which were widely used in the testing of W-CDMA mobile phones and base stations, were especially robust.

Advantest strongly believes in the long-term prospects of next-generation wireless communications. Building upon our spectrum analyzers for present-day wireless protocols such as GSM and PDC, we are working to drastically improve their function capabilities and thus increase our share of this market.

Another promising business is Bluetooth — the short-range radio protocol that will allow different devices to communicate with each other without having to physically connect. Capitalizing on our alliance with German test and measurement leader Rohde & Schwarz, we have begun sales of a high-frequency range, high-resolution spectrum analyzer for Bluetooth testing. In the future, we will continue to expand our product portfolio to meet the testing demands of next-generation wireless technologies.

Research and Development



Semiconductor Test Systems

Developed an Array of New Products for Next-Generation Memory Chips and SoCs

In fiscal 2000, we launched our T5592 Test System. The T5592 was designed for testing of high-speed memories such as Rambus DRAM and SRAM, and offers an ultra-fast testing speed of

1,066GHz, as well as the ability to test up to 64 chips simultaneously, which increases productivity and lowers the cost of testing. We also brought to market the T5586 — a high-throughput test system for double data rate SDRAMs, the chips favored for use as the main memory for future PCs.

For the SoC market, we developed and started shipments of our T6500 family of low-end test systems. By moving the T6500's testing functions from the system's main unit to its test head, we were able to reduce the size and power consumption of these test systems by 50% as compared to preceding models.

Finally, we also launched the T6371, which provides economical, high-throughput testing of LCD drivers, the chips that drive the flat panel displays used in personal computers and mobile phones.

To achieve a high testing throughput, chip manufacturers also need equally productive handlers — the machines that automatically load and sort mass-produced chips. In fiscal 2000, we continued to meet this challenge by bringing to market the M6541AD (simultaneous testing of 128 chips; throughput 6,000 chips/hr) and M6771A (throughput - 7,200 chips/hr) memory handlers, and the M4541A logic handler (simultaneous testing of four chips; throughput - 6,000 chips/hr).

In the future, we will continue to improve the performance of our test systems, by adapting front-end approaches to cutting test costs reducing their size, and giving them the ability to capitalize on the benefits of built-in self-test circuitry.



Electronic Measuring Instruments

Providing a Diverse Product Portfolio for New Communication Technologies

Advantest is proceeding with the development of new products for the communications market, which we believe continues to have plenty of upside.

For the mobile communications market, we launched the R3562 Test Source Unit, which evaluates the receiving characteristics of signals based on industry specifications for 3G wireless communications. We also developed a new modulation analysis option for our R3561 and R3273 Spectrum Analyzers, which are used to evaluate the characteristics of W-CDMA transmitted signals. And for measuring signals in the microwave to millimeter wave range, we developed the R3172 and R3182 Spectrum Analyzers.

In fiscal 2000, optical networks continued to develop rapidly as more fiber-optic cables were laid and broadband DWDM technology came into wider use. In response, we released our Q7770 Far-End Chromatic Dispersion Analyzer, which measures the dispersion of signals as they travel across long distances of fiber. We also developed our D3371 3.6GHz Transmission Analyzer for measuring optical modules and devices used in gigabit Ethernets, SONET, and SDH networks. And for the measuring of the wavelength dispersion, polarization mode dispersion, amplitude, and group delay characteristics of optical components, we brought to market the Q7760 Optical Network Analyzer.

Finally, through our alliance with Rohde & Schwarz of Germany, we are working to enter new, high-growth markets such as the one for Bluetooth-related testing.

Research and Development



Making Nanotechnology a Reality — Research on Electron Beam Lithography

To support the evolution toward chips with increasingly smaller feature sizes, in fiscal 2000 we released our F5112 Electron Beam Lithography System, a low-cost solution for R&D engineers that

need to etch circuitry with line widths of 0.13-micron and below.

Throughout the world, research on nanotechnology — a futuristic way of creating chips at the atomic or molecular level — is gaining momentum as more and more governments assign this budding science top priority in their efforts to ensure their future economic competitiveness. Nanotechnology is of particular interest to the electronics industry because it promises to offer a quantum leap from current production methods. At Advantest, we are working to establish a strong presence in this market so that it can serve as a new, third source of revenue.

Advantest has already made forays into this market with the development of products such as our electron beam lithography systems and nanometer level measuring instruments. Building on these past achievements, we have started up a new division to increase our research on nanotechnology. In addition to semiconductors, this division will also conduct research to enable the continued miniaturization of magnetic heads and micro-electromechanic systems (MEMS) through the application of advanced lithography and pattern inspection technologies.







Research and Development Network

In July 2001, we opened up a new R&D center — the Advantest America Design Center — in Portland, Oregon. This is the second such facility that Advantest has established in the US and forms a

new hub in the company's global R&D network. We also have three R&D centers in Japan, one each in Germany and France, and plan to establish another R&D center in Kitakyushu, Japan in June 2002. At these facilities, along with work to improve upon our current technologies and turn new innovations into marketable products, we also perform basic research that can lead to rapid expansion of the frontier of technology.

Advantest has striven hard to establish a multinational network of R&D centers, because we realize that the best way to foster technological ingenuity is to encourage the convergence of different cultures and scientific disciplines. A good example of this is the platform and software for our next-generation of test systems, which are being jointly developed by our engineers in Japan and the US. And to generate synergy between engineers with different technical backgrounds, in May 2001 we added a new, adjoining building to one of our R&D facilities in Japan, so that our R&D engineers for measuring instruments and test systems could be in walking distance from one another.

Research and Development

Global Operations

Establishment of Umbrella Organizations in North America, Europe, and Asia Ensures Full Localization

In each of our three main geographic markets — North America, Europe, and Asia — we have established a parent company to ensure that sales and customer support is conducted in accordance with the business practices unique to each region. Also, by keeping in close proximity with our customers, we are able to quickly pick up on new testing needs and provide them with just-in-time deliveries.



New ERP System Uses Real Time Information to Boost Productivity

In May 2000, we started up a new enterprise resource planning (ERP) system, which is helping to provide us with instant access to market data collected at every point in our global network. By giving us the ability to keep up with the

real time needs of each of our markets, we believe this new infrastructure will help to dramatically improve efficiency in every stage of our business process, everything from product design to manufacturing to distribution.

High Quality Services and Support to Customers around the Globe

As many of our customers are global corporations with branches spread throughout the world, it is vital that we be able to provide them with quality services and customer support no matter where they may request them. For example, to provide quicker deliveries and lower costs, we distribute production of our handlers and device interfaces to factories around the globe. And to make it easier for customers to contact us, we have provided them with numerous ways to reach us such as our customer information center and Web site.

In terms of technological improvements, starting from April 2001 we began including a remote diagnostic function within our test systems. In addition, our Customer Engineering Division has expanded their maintenance and repair service to operate 24-hours-a-day, 365-days-a-year, and is providing users with on-line access to records on previous trouble-shooting. Finally, our System Engineering Division has established an extranet Web site to provide users with technical information on Advantest test systems.

Marketing/R&D Alliances and Localized Strategies for Foreign Markets

Due to its size, Advantest considers North America to be a key market for future growth. We have thus been working to increase our presence there through collaborative partnerships, such as our marketing alliance with Tektronix in the US.

Over in Europe, we expect that investment in new technologies will help spur the continent back to steady growth and are working hard to boost our sales in this region. Part of our strategy for this market will be to leverage our R&D partnership with Rohde & Schwarz of Germany, an established leader in wireless communications.

By increasing our use of joint R&D, we expect to bring new products to market both faster and more efficiently.

We also have high hopes for Asia, which we believe should be a hotbed for future capital investment in wireless communications. To gain new customers, we are making sure to place sales managers with strong technical backgrounds in each of our Asia-based sales offices. And because of the growing trend for chip manufacturers to move their fabs to Asia, we are working to further strengthen our technical support structure in this region.

Environmental Conservation Activities

Adopting Progressive Conservation Policies — Business Practices in Harmony with the Environment

Realizing the importance of balancing business with environmental concerns, in 1993 we established a committee to promote a multifaceted approach to conservation. In May 2001, we completed one of our biggest conservation efforts ever — the creation of a biotope, a balanced habitat for local flora and fauna,

continue to work toward reducing the impact of our business on the environment through conscientious attention to efforts such as "green" procurement, energy-efficient manufacturing, and energy-efficient, compact product designs that in corporate a high percentage of recyclable material.



Obtaining ISO 14001 Certification for Main Factories and R&D Centers in Japan

To promote organized, on-going efforts to improve our environmental performance, we are actively working to expand our use of ISO 14001-certified environmental management systems. Six of our main factories and R&D centers in Japan have already obtained this certification. And by the end of fiscal

2001 we plan to gain certification for all of our main manufacturing and research facilities in Japan by registrating the Gunma R&D Center, our company's head research facility, and the Otone R&D Center.

Working toward Zero Emissions of Landfill Waste at Main Factories in Japan

By the end of fiscal 2002, we plan to achieve zero emissions of landfill waste at our four main factories in Japan. To accomplish this goal we are working to improve our recycling efforts by sorting waste, reclaiming copper and other precious metals from our printed circuit boards, and reusing iron and

aluminum taken from metal scraps. Within the office place, we are working to reduce paper use through the creation of electronic files and are composting leftover food scraps taken from our cafeterias to turn them into fertilizer.

Intranet System Allows Consolidated Management of Chemical Substances

To prevent chemicals from polluting the environment, we have established a system on our intranet to manage our use of chemical substances. This system has consolidated our management of chemicals, so that by visiting this one site users

can register, inspect, and keep track of the incoming and outgoing of chemical substances used in our R&D and manufacturing processes. This system also contains a function that allows users to instantly look up material safety data sheets.

| Conservation Costs | | | | | Unit: ¥1,000 |
|---------------------------|--|-----------|--------------|---------|--------------|
| Category | Description | Equipment | Expenditures | Misc | Costs* |
| (1) Manufacturing related | | | | | |
| 1. Pollution prevention | Wastewater treatment, construction to prevent oil spills | 55,696 | (135,621) | 185,500 | (154,188) |
| 2. Conservation | Procurement of natural gas cars, energy efficient lighting | 99,362 | (5,717) | 25,020 | (4,999) |
| 3. Reusing resources | Disposal of waste products, recycling | 5,111 | (18,500) | 163,633 | (130,728) |
| (2) Upstream/Downstream | Use of recycled paper and high-quality fuels | 0 | (0) | 1,439 | (1,925) |
| (3) Administrative | Operation of environmental management system | 19,874 | (31,900) | 141,491 | (203,578) |
| (4) R&D | Conservation-related R&D | 0 | (0) | 61,520 | (75,260) |
| (5) Community activities | Tree planting; publicizing conservation activities | 0 | (0) | 123,794 | (107,291) |
| (6) Damage caused by pol | lution | 0 | (0) | 419 | (0) |
| Total | | 180,043 | (191,738) | 702,816 | (677,969) |

Conservation Benefits (Conserved Resources)

| Description | Amount | |
|-----------------------------------|--------|-------|
| (1) Reduced electricity use (MWh) | 1,117 | (406) |
| (2) Amount of recycled waste (t) | 1,080 | (531) |

| (Economic Benefits) | Unit: ¥1,000 |
|-----------------------------|-----------------|
| Description | Amount |
| (1) Reduced electricity use | 12,203 (6,718) |
| (2) Profit from recycling | 11,281 (5,244) |
| Total | 23,484 (11,962) |

Various expenses and the depreciation of investments in conservation equipment

^{**} Figures in parentheses are for fiscal 1999

^{*}For more information on our conservation efforts, please view our Environmental Report 2001 at: http://www.advantest.co.jp/e/about/ecology/ER2001_e.pdf

Board of Directors

Chairman of the Board and CEO Hiroshi Oura

Vice Chairman of the Board Shinpei Takeshita

President and COO Toshio Maruyama

Senior Managing Director Kiyoshi Miyasaka

Senior Managing Director Shigeru Sugamori

Senior Managing Director Junji Nishiura

Managing Director Isao Kitaoka

Managing Director Hiroji Agata

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Board Director Norihito Kotani

Board Director Takao Tadokoro

Board Director **Hiroyasu Sawai**

Board Director Yuri Morita

Board Director **Hiroshi Tsukahara**

Board Director Masao Shimizu

Corporate Standing Auditor Noboru Yamaguchi

Corporate Standing Auditor **Tadahiko Hirano**

Corporate Auditor Keizo Fukagawa







Kinoshi Miyasaka







































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Management's Discussion and Analysis of Operations

1. Overall Results

In fiscal 2000, for Advantest and other companies in the electronics industry, the advancing digital society has required aggressive infrastructure investment in the areas of cellular telephones, next generation high-speed data communication, and information technology, and has made some semiconductors and electronic components obsolete. But conditions have reversed since the start of the year for the semiconductor and electronic component markets due to falling demand.

In order to adapt to these increasingly severe market conditions and respond to 2nd generation IT (broadband) product needs, Advantest has worked to quickly introduce new products and further increase customer satisfaction. As a result, we have achieved our best record for consolidated net sales of \$276,512 million in fiscal year 2000, a 74.4% increase over the previous fiscal year. Net income was \$53,121 million (a 154.1% increase).

2. Results of Operations Overview

(1) Sales

Advantest's net sales increased by ¥117,934 million, or 74.4%, compared with fiscal 1999 to ¥276,512 million in fiscal 2000.

(2) Operating Expenses

Advantest's operating expenses increased by \$67,831 million, or 54.8% compared to fiscal 1999 to total \$191,607 million in fiscal 2000. This increase principally reflects increases in cost of sales in an amount proportional to the increase in net sales and increased research and development expenses.

(Costs of sales)

Cost of sales increased $\S51,381$ million, or 69.8%, compared to fiscal 1999 to $\S125,028$ million in fiscal 2000. This increase consists of an increase of $\S46,904$ million, or 78.7%, for the automated test equipment segment and an increase of $\S44,477$ million, or 32.0%, for the measuring instruments segment.

Cost of sales as a percentage of net sales of automated test equipment was 44.1% in fiscal 2000 and remained relatively flat compared to fiscal 1999. The largest portion of Advantest's cost of sales for its automated test equipment consists of costs of parts and components. Advantest's fixed costs, consisting primarily of depreciation and amortization and compensation to full-time employees, as a percentage of net sales decreased as capacity utilization of Advantest's manufacturing facilities and personnel increased. Advantest has made efforts over time to reduce fixed costs by increasing outsourcing of production, the use of temporary workers and the use of automation and information technology in its manufacturing processes. This decrease in the cost of sales as a percentage of net sales was offset by an increase in outsourcing costs, costs related to temporary employees and inventory write downs. Advantest's inventory write downs increased by ¥5,718 million, or 314.7% compared to fiscal 1999 to ¥7,535 million in fiscal 2000. This increase is primarily attributable to higher amounts of slow moving raw materials due to current adverse trends in demand for Advantest's products, particularly semiconductor test systems, the discontinuation of semiconductor test system product lines, consisting mainly of product lines replaced by new product lines, and valuation reserves taken for used equipment.

Cost of sales as a percentage of net sales of measuring instruments decreased from 61.3% in fiscal 1999 to 52.8% in fiscal 2000. This decrease was primarily due to increased efficiency in

Advantest's use of manufacturing facilities and personnel.

(Research & Development Expenses)

Research and development expenses increased by \$5,060 million, or 21.5% compared to fiscal 1999 to \$28,541 million in fiscal 2000. This reflects increased investments in the development of new products, in particular SoC semiconductor test systems, and enhancements to existing product lines.

(Selling, General and Administrative Expenses)

Selling, general and administrative expenses increased by \$11,390 million, or 42.7%, compared to fiscal 1999 to \$38,038 million in fiscal 2000. This increase includes a \$3,650 million, or 90.0% increase in product warranty expenses compared to fiscal 1999 to \$7,753 million in fiscal 2000. The increase in product warranty costs is primarily a result of increased sales of semiconductor test system units. The increase in other selling, general and administrative expenses is primarily attributable to increased costs related to overseas sales and selling expenses of overseas subsidiaries for sales of automated test equipment, increased amortization expense relating to Advantest's new information management system installed in May 2000 and smaller increases in rent expense.

(3) Operating Income

Operating income increased by ¥50,103 million, or 144.0%, compared to fiscal 1999 to total ¥84,905 million in fiscal 2000. Operating income of the automated test equipment segment increased by ¥45,690 million, or 112.2%, compared to fiscal 1999 to ¥86,413 million in fiscal 2000. Operating margins increased from 30.0% in fiscal 1999 to 35.8% in fiscal 2000 primarily as a result of improvements in the ratio of selling, general and administrative expenses to net sales. Operating income of measuring instruments segment increased by ¥6,740 million compared to fiscal 1999 to a profit of ¥6,672 million in fiscal 2000. This increase in operating income is primarily the result of increased efficiency in the use of Advantest's manufacturing capacity.

(4) Other Income and Expenses

Interest income increased by ¥294 million, or 52.1%, compared to fiscal 1999 to ¥858 million in fiscal 2000. This increase was primarily due to an increase in the proportion of funds held in foreign currency accounts where interest rates are higher than rates in Japan. Interest expense decreased by ¥129 million, or 16.9%, compared to fiscal 1999 to ¥635 million in fiscal 2000. This decrease was primarily due to lower average balance of long-term debt outstanding during fiscal 2000 compared to fiscal 1999. Other income increased by ¥2,296 million from a loss of ¥1,079 million in fiscal 1999 to income of ¥1,217 million in fiscal 2000. This increase in other income resulted primarily from foreign exchange gains in the amount of ¥1,127 million in fiscal 2000 compared to foreign exchange losses of ¥1,582 million in fiscal 1999. In fiscal 2000, foreign exchange gain was favorably impacted compared to the previous year primarily as a result of the trend of the weakening of the yen, particularly against the U.S. dollar, during the second half of the fiscal year.

(5) Net Income

Advantest's effective tax rate was 37.6% in fiscal 1999 compared to 38.5% in fiscal 2000. Advantest's normal tax rate was 41.6% for both fiscal 1999 and fiscal 2000. The difference between the normal tax rate and the effective tax rate was

primarily due to lower tax rates imposed at foreign subsidiaries and tax credits received and utilized, offset by non-deductible expenses for income tax purposes.

Advantest's net income increased by ¥32,216 million, or 154.1%, compared to fiscal 1999 to total ¥53,121 million in fiscal 2000

3. Segment Information

Segment Information by Business

Net sales for both automated test equipment and measuring instruments increased considerably in fiscal 2000.

(Automated Test Equipment)

In fiscal 2000, net sales from Advantest's automated test equipment segment accounted for 87.3% of total net sales. Net sales from the automated test equipment segment increased by \$105,771 million or 77.9%, compared to fiscal 1999 to total \$241,499 million in fiscal 2000.

Net sales of memory semiconductor test system increased \$84,350 million, or 150.3%, compared to fiscal 1999 to \$140,486 million in fiscal 2000. This increase was generally attributable to volume increases in product sold, and in particular the sales volume of new semiconductor test systems introduced in the second half of fiscal 1999 and during fiscal 2000. The success of Advantest's new memory semiconductor test systems resulted in Advantest significantly increasing its market share in memory semiconductor test systems during a period when total market sales increased by over 60%.

Net sales of test handlers increased by ¥19,927 million or 62.7% compared to fiscal 1999 to ¥51,710 million in fiscal 2000, reflecting the increase in number of semiconductor test system units sold.

Net sales for non-memory semiconductor test systems increased by \$2,132 million, or 5.5% compared to fiscal 1999 to \$41,191 million in fiscal 2000. This increase was generally attributable to a full year of sales of the T6672 as compared to a half year in fiscal 1999, and the release of the T6500 series during the second half of fiscal 2000, partially offset by lower sales of other non-memory semiconductor test systems.

These increases were offset by a ¥638 million, or 7.3%, decrease in net sales of Advantest's other products in the automated test equipment segment compared to fiscal 1999 to ¥8,112 million in fiscal 2000.

(Measuring Instruments Segment)

Advantest's measuring instruments segment had a record level of net sales in fiscal 2000. Net sales from this segment increased by \$12,163 million, or 53.2% compared to fiscal 1999 to \$35,013 million in fiscal 2000.

Net sales of fiber optic communications measuring instruments increased by \$7,562 million, or 106.6%, compared to fiscal 1999 to \$14,655 million in fiscal 2000. This increase was primarily attributable to continued growth in investment levels in fiber optic communications networks in Japan and, to a lesser extent, the United States.

Net sales for measuring instruments for the wireless communications industry (including RF component measuring

instruments) increased by ¥2,489 million, or 26.6%, compared to fiscal 1999 to total ¥11,853 million in fiscal 2000. This increase was primarily attributable to increased sales to Japanese communications equipment and component manufacturers for networks based on current, as well as third-generation, technologies.

Net sales from the sale of Rohde & Schwarz measuring instruments also increased by \$2,166 million, or 74.6% compared to fiscal 1999 to total \$5,069 million. This increase was primarily attributable to a general increase in the number of units sold.

These increases were partially offset by a ¥54 million, or 1.5%, decline in net sales of Advantest's general measuring instruments compared to fiscal 1999 to ¥3,436 million in fiscal 2000. This decrease was primarily attributable to the effect of a general decrease in global consumer spending levels during the year on electronic consumer products.

Segment Information by Region

Advantest achieved increases in net sales in every geographic region, with sales in Asia (excluding Japan) experiencing the largest increase.

(Asian Region Excluding Japan)

Net sales in Asia increased by \(\pmu78,676\) million, or 128.4% compared to fiscal 1999 to \(\pmu139,936\) million in fiscal 2000. This increase was primarily attributable to increased sales of Advantest's automated test equipment in Singapore, South Korea, and Taiwan. Net sales in Singapore and South Korea are highly concentrated.

(Japan)

Net sales in Japan increased by ¥12,521 million, or 18.9% compared to fiscal 1999 to ¥78,649 million in fiscal 2000. This increase was primarily attributable to increased sales of measuring instruments to the fiber optic and wireless communication industry in Japan, and to a lesser extent, increased sales of automated test equipment. Net sales in Japan fell as a percentage of total net sales from 41.7% in fiscal 1999 to 28.4% in fiscal 2000. The slower growth rate in net sales in Japan compared to the rest of Asia and other regions resulted from a fall in Japanese semiconductor production as a percentage of worldwide semiconductor production in fiscal 2000. Recently, Japanese semiconductor manufacturers have started to shift their manufacturing to production facilities and foundries in other parts of Asia.

(North America)

Net sales in North America increased by \$17,883 million, or 78.4% compared to fiscal 1999 to total \$40,700 million in fiscal 2000. This increase was primarily attributable to increased sales of automated test equipment to semiconductor manufacturers in the United States and, to a significantly lesser extent, increased sales of measuring instruments to the fiber optic communications industry.

(Europe)

Net sales in Europe increased by \$8,854 million, or 105.7% compared to fiscal 1999 to total \$17,227 million in fiscal 2000. This increase was primarily attributable to increased sales of automated test equipment to Advantest's largest European customer.

4. Financial Condition

The total assets of the company at the end of fiscal 2000 were greater by \$86.5 billion yen over the previous year, to \$407.4 billion.

This increase was primarily attributable to the increase in current assets such as accounts receivable and inventory. Inventory increased by ¥25.7 billion, to ¥82.2 billion, due to a decrease in new orders for semiconductor test equipment that started in January 2001, and the cancellation of orders and delivery postponements.

Total liabilities at the end of fiscal 2000 were greater by \(\)

ROE improved to 10.17% compared to the previous year's ROE of 22.02%.

5. Capital Expenditure

Total capital expenditures increased by ¥5,811 million, or 89.8% compared to fiscal 1999, to total ¥12,280 million in fiscal 2000. Advantest expects capital expenditures to increase to approximately ¥19.6 billion in fiscal 2001. Advantest's largest capital expenditures during fiscal 2000 consisted of investments in facilities and equipment for its research and development and manufacturing activities.

Expected capital expenditures in fiscal 2001 include:

- ¥5.1 billion on equipment for research and development and manufacturing;
- ¥5.1 billion allocated to equipment used in the test equipment leasing program;
- ¥2.9 billion on research and development facilities; and
- \bullet ¥2.1 billion for expansion of the Gunma measuring instruments plant.

In light of the significant decrease in demand for products during 2001, Advantest may elect to postpone a portion of its planned capital expenditures until a later date.

6. Cash Flows

Advantest's cash and cash equivalents balance increased by \$5,089 million in fiscal 2000, to total \$123,542 million as of March 31, 2001.

Net cash provided by operating activities was \(\frac{1}{2}\),597 million in fiscal 2000, compared to \(\frac{1}{2}\)21,707 million in fiscal 1999. The increase was primarily attributable to the increase in net income, income taxes payable and accrued expenses, offset to some extent by an increase in outstanding amounts of accounts receivable and inventries.

Net cash used for investing activities was ¥16,130 million in fiscal 2000, compared to ¥9,080 million in fiscal 1999. This increase was mainly due to increased expenditures for property, plant and equipment such as construction of the Gunma R & D Center II (¥2.1 billion).

Net cash used in financing activities was \$10,266 million in fiscal 2000, compared to \$1,775 million in fiscal 1999. The

increase was primarily attributable to the outlay of funds from the redemption of our 1st unsecured corporate bond (¥10 billion) and dividend payments (¥4.4 billion), but partially offset by proceeds from the issuance of our 3rd unsecured warrant bond (¥4.5billion).

7. Corporate Governance

We are advocating continuous management innovation and are making aggressive efforts to achieve positive results. In fiscal 2000, we established a system to objectively analyze company management, by setting a specific management AVA (Advantest Value Added) target and by establishing a new cost control method, ABCM, as well as enhancing development, productivity and sales systems together with the restructured basic information system. We are also implementing an incentive system based on the company's results as well as the individual's contribution. The merit based bonus system is designed to encourage employees to pay attention to the company's financial status while motivating them to improve productivity.

With these reforms, we are continuing our efforts to enhance our corporate value as well as realize a greater degree of management transparency.

AVA (Advantest Value Added)

AVA stands for Advantest Value Added, the Advantest version of the widely used economic value added (EVA) model. Introduced in April 2000, it is used to establish management targets, and to determine the business efficiency of our investments. This index gives us the ability to determine the contribution to corporate value of an investment. It is only after we realize a positive AVA that we can say that an investment is truly profitable.

AVA is calculated as follows:

AVA= operating profit after tax- capital cost

We are improving our fiscal structure by introducing an independent division system with distinct profit centers and by promoting a results-oriented cash flow with the goal that all business activities of the Advantest Group increase corporate value. We will work to offer the most appropriate values for all stakeholders — shareholders, customers, and employees — by promoting the use of AVA as a management tool.

8. Outlook

Advantest has built a flexible organization able to quickly respond to changes in the market. Possessing strong financial fundamentals, the company has made an all-out effort to maintain stable personnel and research and development activities, increase investment, and maintain competitiveness even during down periods in the semiconductor market. We will accomplish this by outsourcing to reduce fixed expenses while investing in R & D and our core competencies.

Advantest's core business objectives are:

- Strengthen our position at the top of the memory and semiconductor automated test equipment market.
- Expand our share of the SoC automated test equipment market.
- Focus on developing measuring instruments that respond to the needs of high growth industries.
- · Raise profitability by improving business efficiency and

performance.

To achieve these objectives, Advantest has 6 specific plans:

(1) Take the lead in responding to industry trends, ascertaining customer needs, and bringing products to market.

Advantest cooperates closely with major semiconductor manufacturers starting from the design stage for next-generation products, and understands customer needs concerning future technologies. Based on our knowledge and strong technical expertise, we work to develop high-performance automated test equipment ahead of the competition. The following strategies are examples of our efforts in the area of automated test equipment:

- Coordinate innovations in semiconductor technology achieved in memory, SoC, and other areas, and develop automated test equipment with greater testing speed and throughput performance.
- Design semiconductor test equipment for next-generation 300 mm wafers and achieve higher throughput by increasing the number of dies that can be simultaneously measured.
- Take the lead in developing products for the shift of the semiconductor industry toward a focus on die preprocessing testing.
- Use strengths in developing products and software to develop semiconductor equipment optimized to measure and evaluate flash memory, while maintaining high throughput.

(2) Strengthen the SoC automated test equipment business

Advantest believes that the SoC market has greater long-term growth prospects than other areas in the semiconductor market. Based on this belief, we have developed a full line-up of logic and semiconductor test systems that meet a wide array of SoC test needs for a large number of manufacturers. We have developed the following strategies for our SoC and other logic automated test systems business:

- Increase technical personnel by up to 1000 by 2004 for SoC automated test equipment support and work with customers to improve existing products and develop new products.
- Use a single platform for SoC test equipment to reduce research and development costs and shorten the time needed for bringing new products to market.
- Develop automated test equipment that works seamlessly with circuitry using built-in self-test technology, and work to reduce overall test costs.

(3) Always maintain our commitment to continuously developing new products.

Advantest believes that this factor is essential for the success of research and product development. We plan to continuously invest in research and development that focuses on developing fundamental technology and improving products. Our target is to reinvest at least 10% of net sales toward R&D for new products and new technologies. Over the last 5 years, we have appropriated a total of approximately ¥110 million toward research and development and we plan to continue this level of research and product development investment. It is also a possibility that Advantest will acquire other companies for the purpose of enhancing the company's research and development capability and basic technology.

(4) Focus our sales activities on our most important automated test equipment customers around the world.

The semiconductor industry is extremely concentrated. The great majority of sales for the entire semiconductor test equipment industry come from just a few major semiconductor manufacturers and businesses retained for testing. Advantest has major customers all over the world. We intend to further expand our sales to these major customers and work to develop new potential customers. To achieve this goal, we are carrying out the following specific measures:

- · Open new sales offices and support centers overseas.
- Hire additional engineers in important regions outside of Japan.
- Carry out joint development activities with major semiconductor manufacturers to design and bring to market new automated test equipment.

(5) Focus our measurement instruments business on high-growth opportunities.

Advantest's Measurement Instruments Division is focusing on the performance needs of industries in the areas of optical and wireless communications and electronic components. In 1999 we released an optical spectrum analyzer, which measures wavelength dispersion and amplitude of signals transmitted through long distance subsea fiber optic lines. In June 2000 we released irregularity analyzing options to be used for the spectrum analyzer aimed at capturing market share for third-generation wireless communications protocols such as W-CDMA. NTT DoCoMo launched its third generation wireless network service using W-CDMA in Japan in the fall of 2001 and wireless service providers in other countries in Europe and Korea are expected to follow in the next several years.

(6) Strengthen cost management

To raise Advantest's corporate value, we introduced a new cost management system, ABCM (Activity Based Costing Management) that maintains a yield of at least 8% on our business investments. Under this system, employees are required to fill out daily detailed activity reports, and management uses this information to calculate the cost of each business activity and channel resources to corporate activities that achieve the requisite level of return. Activities that fail to achieve the requisite levels within a defined period of time will be reevaluated.

This system also motivates employees to contribute to the company's success by basing bonuses on business performance. Advantest links employee salaries to business performance and individual achievement to raise both employee awareness of Advantest's financial state of affairs and employee productivity. In all respects, we believe that our employees are our greatest asset and rewarding their efforts is intimately linked to raising corporate value.

Selected Financial Data

Japanese GAAP Selected Consolidated Financial Data

The following selected financial data have been derived from Advantest's consolidated financial statements that were prepared under Japanese GAAP and were included in its Japanese Securities Reports filed with Director of the Kanto Local Finance Bureau.

The differences between Japanese GAAP and U.S.GAAP applicable to Advantest primarily relate to the accounting for investment securities, income taxes, translation of foreign currency, accrued compensated

absences, bonuses to directors and corporate auditors, employee retirement and severance benefits, leases, derivative financial instruments and revenue recognition and the presentation of statement of cash flows and comprehensive income. In addition, under Japanese GAAP, a restatement of prior year financial statements reflecting the effect of a change in accounting principles is not permitted.

Consolidated Statement of Income Data:

| | Year ended March 31 | | | | | |
|----------------------------|---------------------|---|----------|----------|-------------------|-------------|
| _ | 1997 | 1998 (5) | 1999 | 2000 (3) | 2001 (1)(2)(5)(6) | 2001 |
| _ | | (in thousands, except per share data) | | | | |
| Automated Test Equipment: | | | | | | |
| Net Sales | ¥139,684 | ¥233,313 | ¥119,976 | ¥144,273 | ¥227,201 | \$1,833,745 |
| Operating income | 53,180 | 99,004 | 36,138 | 47,969 | 76,589 | 618,152 |
| Measuring Instruments: | | | | | | |
| Net sales | 21,534 | 24,105 | 21,738 | 22,849 | 35,012 | 282,583 |
| Operating income | 2,617 | 3,236 | 213 | 720 | 6,592 | 53,204 |
| Total Company: | | | | | | |
| Net sales | 161,219 | 257,418 | 141,714 | 167,123 | 262,214 | 2,116,336 |
| Operating income | 44,860 | 86,616 | 30,170 | 41,672 | 72,613 | 586,061 |
| Income before income taxes | | | | | | |
| and extraordinary items | 45,082 | 85,859 | 32,636 | 41,272 | 74,373 | 600,266 |
| Net income | 24,716 | 43,521 | 18,851 | 22,359 | 47,073 | 379,927 |
| Net income per share: | | | | | | |
| Basic | 301.65 | 482.87 | 190.43 | 225.28 | 473.60 | 3.82 |
| Diluted | 301.65 | 482.00 | 190.27 | 224.60 | 472.54 | 3.81 |

Consolidated Balance Sheet Data:

| | As of March 31 | | | | | |
|---|----------------|----------|---------------|----------|-------------|----------------|
| | 1997 | 1998 | 1999 | 2000 (3) | 2001 (2)(4) | 2001 |
| | | | (in millions) | | | (in thousands) |
| Total assets: | | | | | | |
| Automated test equipment | ¥109,654 | ¥196,418 | ¥151,244 | ¥174,212 | ¥227,371 | \$1,835,117 |
| Measuring instruments | 16,923 | 24,180 | 21,828 | 21,843 | 33,958 | 274,076 |
| Corporate | 84,961 | 78,248 | 112,094 | 135,863 | 142,420 | 1,149,475 |
| Current installments of long-term debt | 59 | 69 | 3,069 | 10,000 | 4,342 | 35,044 |
| Long-term debt, less current installments | 10,448 | 14,690 | 34,621 | 26,821 | 26,911 | 217,199 |
| Stockholders' equity | 144,907 | 185,523 | 199,242 | 229,364 | 269,588 | 2,175,851 |

Other Data:

| | Year ended March 31 | | | | | |
|--------------------------------------|---------------------|-------------|------------------|----------|-------------------|----------------|
| | 1997 | 1998 (5) | 1999 | 2000 (3) | 2001 (1)(2)(5)(6) | 2001 |
| | | (in millior | ns, except perce | entages) | | (in thousands) |
| Capital expenditures | ¥10,467 | ¥11,892 | ¥8,366 | ¥9,232 | ¥16,181 | \$130,597 |
| Research ad development expenses | 16,170 | 21,207 | 22,111 | 23,153 | 28,585 | 230,710 |
| EBITDA (7) | _ | _ | _ | 46,104 | 85,386 | 689,153 |
| Cash flows from operating activities | _ | _ | _ | 21,089 | 29,177 | 235,488 |
| Cash flows investing activities | _ | _ | _ | (9,080) | (16,301) | (131,566) |
| Cash flows form financing activities | _ | _ | _ | (1,157) | (9,675) | (78,087) |
| EBITDA margin (8) | _ | _ | _ | 27.59 % | 32.56% | |
| Operating margin (9) | 27.83 % | 33.65 % | 21.29 % | 24.93 | 27.69 | |
| Net income margin (10) | 15.33 | 16.91 | 13.30 | 13.38 | 17.95 | |
| Return on equity (11) | 18.52 | 26.34 | 9.80 | 10.43 | 18.87 | |
| Retun on assets (12) | 12.25 | 17.05 | 6.46 | 7.25 | 12.80 | |

- (1) Effective April 1, 2000, Advantest changed its accounting policy for revenue recognition. Prior to the change, sales to overseas customers were recognized upon shipment. Under the new policy, the sale of equipment which requires installation work is recognized when the related installation work is completed and the equipment is accepted by the customer. Because Japanese GAAP does not allow a restatement of financial statements to reflect a change in accounting policy, net sales for the year ended March 31, 2001 includes the cumulative effect of the change in the amount of ¥14,298 million. If this new policy had been applied from April 1, 1999, net sales for the years ended March 31, 2000 and 2001 would have been ¥158,578 million and ¥276,512 million, respectively.
- (2) Effective April 1, 2000, the accounting for investment securities under Japanese GAAP was changed. Under the new accounting standard, which is similar to U.S. GAAP accounting for investment securities, all of Advantest's securities were classified as available-for-sale securities. These securities are reported at fair value and related unrealized gains or losses, net of taxes, are included in stockholders' equity. The change resulted in a decrease in stockholders' equity of ¥415 million as of March 31, 2001.
- (3) Effective April 1, 1999, the accounting for income taxes under Japanese GAAP was changed to the liability method where income taxes are recognized for temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities. The change resulted in an increase of net deferred tax assets and net income in the amount ¥8,459 million and ¥359 million, respectively, for the year ended March 31, 2000.
- (4) Effective April 1, 2000, the presentation of unrealized gains or losses on foreign currency translations in the balance sheet changed under Japanese GAAP. Prior to the change, net gains or losses were included in assets or liabilities. Under the new presentation method, net gains or losses are included as a component of stockholders' equity. The change resulted in a decrease in stockholders' equity of ¥2,782 million as of March 31 2001.

- (5) On April 1, 1997, Advantest changed its accounting policy for retirement benefit costs. Under this policy, Advantest recognized benefit costs based on the present value of expected future payments. The change resulted in a decrease in income before income taxes of ¥2,013 million for the year ended March 31, 1998. Effective April 1, 2000, a new accounting standard was established under Japanese GAAP. Under the new standard, Advantest recognizes retirement benefit costs based upon an actuarially determined present value of benefit obligations. The effect of the accounting change, net of a one-time transition gain of ¥1,565 million, was an increase in income before income taxes in the amount of ¥950 million in the year ended March 31, 2001.
- 6) Effective April 1, 2000, a new accounting standard for derivative financial instruments was adopted under Japanese GAAP. The adoption of the new accounting standard had no material effect on Advantest's financial statements in the year ended March 31, 2001.
- (7) EBITDA represents net income plus minority interests, interest expense (net), income taxes, depreciation and amortization. EBITDA is provided because it is a measure commonly used by investors to analyze and compare companies on the basis of operating performance. EBITDA is not a measurement of financial performance under Japanese GAAP and should not be construed as a substitute for operating income, net income or cash flows from operating activities for purposes of analyzing Advantest's operating performance, financial position and cash flows. Advantest's EBITDA is not necessarily comparable with similarly titled measures for other companies.
- (8) EBITDA as a percentage of net sales.
- (9) Operating income as a percentage of net sales.
- (10) Net income as a percentage of net sales.
- (11) Net income as a percentage of average stockholders' equity.
- (12) Net income as a percentage of average total assets.

U.S. GAAP Selected Consolidated Financial Data

The following selected financial data have been derived from Advantest's audited consolidated financial statements included in this registration statement. These financial statements were prepared under U.S. GAAP.

Consolidated Statement of Income Data:

| | Year ended March 31 | | | | |
|---------------------------------|------------------------|--------------------------|--|--|--|
| _ | 2000 | | 2001 | | |
| | (in millions, except p | er share and share data) | (in thousands, except per share and share data) | | |
| Automated Test Equipment: | | | | | |
| Net sales | ¥135,728 | ¥241,499 | \$1,949,144 | | |
| Operating income | 40,723 | 86,413 | 697,441 | | |
| Measuring Instruments: | | | | | |
| Net sales | 22,850 | 35,013 | 282,591 | | |
| Operating income (loss) | (68) | 6,672 | 53,850 | | |
| Total Company: | | | | | |
| Net sales | 158,578 | 276,512 | 2,231,735 | | |
| Operating income | 34,802 | 84,905 | 685,270 | | |
| Income before income taxes | 33,494 | 86,333 | 696,796 | | |
| Net income | 20,905 | 53,121 | 428,741 | | |
| Net income per share: | | | | | |
| Basic | 210.63 | 534.44 | 4.31 | | |
| Diluted | 209.99 | 533.24 | 4.30 | | |
| Basic weighted average shares | 99,249,719 | 99,394,909 | 99,394,909 | | |
| Diluted weighted average shares | 99,553,269 | 99,618,561 | 99,618,561 | | |

Consolidated Balance Sheet Data:

| | As of March31 | | | |
|--|---------------|----------|----------------|--|
| | 2000 2001 | | 2001 | |
| | (in m | illions) | (in thousands) | |
| Total assets: | | | | |
| Automated test equipment | ¥163,215 | ¥230,389 | \$1,859,476 | |
| Measuring instruments | 21,730 | 34,528 | 278,676 | |
| Corporate | 135,947 | 142,514 | 1,150,234 | |
| Current installments of long-term debt | 10,000 | 4,343 | 35,052 | |
| Long-term debt, less current instruments | 26,822 | 26,911 | 217,199 | |
| Stockholders' equity | 214,594 | 267,929 | 2,162,462 | |

Other data:

| | Year ended March 31 | | | |
|-------------------------------------|---------------------|------------------|----------------|--|
| _ | 2000 | 2000 2001 | | |
| | (in millions, exce | pt percentages) | (in thousands) | |
| Capital expenditures | ¥6,469 | ¥12,280 | \$99,112 | |
| Research and development expenses | 23,481 | 28,541 | 230,355 | |
| EBITDA (1) | 42,628 | 96,336 | 777,530 | |
| Cash flow from operating activities | 21,707 | 29,597 | 238.878 | |
| Cash flow from investing activities | (9,080) | (16,130) | (130,186) | |
| Cash flow from financing activities | (1,775) | (10,266) | (82,856) | |
| EBITDA margin (2) | 26.88% | 34.84% | (02,000) | |
| Operating margin (3) | 21.95 | 30.71 | | |
| Net income margin (4) | 13.18 | 19.21 | | |
| Return on equity (5) | 10.17 | 22.02 | | |
| Return on assets (6) | _ | 14.59 | | |

⁽¹⁾ EBITDA represents net income plus minority interests, interest expense (net), income taxes, depreciation and amortization. EBITDA is provided

not a measurement of financial performance under U.S. GAAP and should not be construed as a substitute for operating income, net income or cash flows from operating activities for purposes of analyzing Advantest's operating performance, financial position and cash flows. Advantest's EBITDA is not necessarily comparable with similarly titled measures for other companies.

- (2) EBITDA as a percentage of net sales.
- (3) Operating income as a percentage of net sales.
- (4) Net income as a percentage of net sales.
- (5) Net income as a percentage of average stockholders' equity.
- (6) Net income as a percentage of average total assets.

《Dividends》

Advantest normally pays cash dividends twice per year. Advantest's board of directors recommends dividends to be paid following the end of each fiscal year. This recommended dividend must then be approved by shareholders at the ordinary general meeting of shareholders usually held in June of each year. Immediately following approval of the dividend at the shareholders' meeting, Advantest pays the dividend to holders of record at the preceding March 31. In addition to these yearend dividends, Advantest may pay interim dividends in the form of cash distributions from its retained earnings to its shareholders of record as of

September 30 in each year by resolution of its board of directors and without shareholder approval. Advantest normally pays interim dividends in December.

The following table sets forth the dividends paid by Advantest for each of the periods shown. The periods shown are the six months ended o that date. The U.S. dollar equivalents for the dividends shown are based on the exchange rate in Japan on the date of the dividend payment.

| | Dividend p | er Share |
|------------------------------|------------|----------|
| Six months ended/Record date | Yen | Dollars |
| September 30, 1996 | ¥10 | \$0.09 |
| March 31, 1997 | 14 | 0.12 |
| September 30, 1997 | 17 | 0.14 |
| March 31, 1998 | 17 | 0.14 |
| September 30, 1998 | 17 | 0.13 |
| March 31, 1999 | 17 | 0.13 |
| September 30, 1999 | 17 | 0.15 |
| March 31, 2000 | 20 | 0.15 |
| September 30, 2000 | 25 | 0.18 |
| March 31, 2001 | 25 | 0.23 |

The payment and the amount of any future dividends are subject to the level of Advantest's future earnings, its financial condition and other

factors, including statutory restrictions on the payment of dividends.

«Exchange Rates»

In parts of this registration statement, yen amounts have been translated into U.S. dollars for the convenience of investors. Unless otherwise noted, the rate used for the translation was \$1.00 = \$123.90. This was the approximate exchange rate in Japan on March 31, 2001.

The following table sets forth, for the periods and dates indicated, information concerning the noon buying rate for Japanese yen

announced by the Federal Reserve Bank of New York, expressed in Japanese yen per \$1.00. The noon buying rate on August 31, 2001 was \$1.00 = \$118.75. Advantest does not intend to imply that the Japanese yen or U.S. dollar amounts referred to in this registration statement could have been or could be converted into U.S. dollars or Japanese yen, as the case may be, at any particular rate, or at all.

| | At end of period | Average (of month-end rates) | High | Low |
|------------------------------------|---------------------|---------------------------------|---------|---------|
| Fiscal year ended/ending March 31, | or periou | (¥ per \$1.00) | | |
| 1997 | ¥123.72 | ¥113.21 | ¥124.54 | ¥104.49 |
| 1998 | 133.29 | 123.57 | 133.99 | 111.42 |
| 1999 | 118.43 | 128.10 | 147.14 | 108.83 |
| 2000 | 102.73 | 110.02 | 124.45 | 101.53 |
| 2001 | 125.54 | 111.65 | 125.54 | 104.19 |
| 2001 (through August 31, 2001) | 118.75 | 122.19 | 126.75 | 118.75 |
| Month ended | | | High | Low |
| Monut ended | | | (¥ per | \$1.00) |
| March 31, 2001 | | | ¥125.54 | ¥117.33 |
| April 30, 2001 | | | 126.75 | 121.68 |
| May 31, 2001 | | | 123.67 | 118.88 |
| June 30, 2001 | | | 124.73 | 119.13 |
| July 31, 2001 | | | 125.85 | 122.85 |
| August 31,2001 | | | 124.87 | 118.75 |

Consolidated Financial Statements

Consolidated Balance Sheets

| | As of March 31 | | | |
|---|----------------|-----------|--------------------------|--|
| | 2000 | 2001 | 2001 | |
| | Yen (Millions) | | U.S. Dollars (Thousands) | |
| Assets | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | ¥ 118,453 | ¥ 123,542 | \$ 997,111 | |
| Trade accounts receivable, less allowance for doubtful | | | | |
| accounts of ¥159 million in 2000 and ¥261 million | | | | |
| (\$2,107 thousand) in 2001 | 59,959 | 105,167 | 848,805 | |
| Inventories | 56,507 | 82,219 | 663,592 | |
| Deferred tax assets | 10,765 | 12,662 | 102,195 | |
| Other current assets | 4,575 | 5,304 | 42,809 | |
| Total current assets | 250,259 | 328,894 | 2,654,512 | |
| Investment securities | 7,226 | 6,448 | 52,042 | |
| Property, plant and equipment, net | 51,000 | 55,334 | 446,602 | |
| Deferred tax assets | 5,208 | 7,059 | 56,973 | |
| Intangible assets, at cost, less accumulated amortization | 4,624 | 6,903 | 55,714 | |
| Other assets | 2,575 | 2,793 | 22,543 | |
| Total assets | ¥ 320,892 | ¥ 407,431 | \$ 3,288,386 | |

| | As of March 31 | | |
|--|----------------|-----------|-------------------------|
| | 2000 | 2001 | 2001 |
| | Yen (Mi | llions) | U.S. Dollars (Thousands |
| Liabilities and Stockholders' Equity | | | |
| Current liabilities: | | | |
| Current installments of long-term debt | ¥ 10,000 | ¥ 4,343 | \$ 35,052 |
| Current installments of obligations under capital leases | 547 | 439 | 3,543 |
| Trade accounts payable | 27,656 | 38,716 | 312,478 |
| Income taxes payable | 10,745 | 26,361 | 212,760 |
| Deferred tax liabilities | _ | 47 | 379 |
| Accrued expenses | 12,778 | 20,568 | 166,005 |
| Accrued warranty expenses | 3,286 | 5,964 | 48,136 |
| Total current liabilities | 65,012 | 96,438 | 778,353 |
| Long-term debt, excluding current installments | 26,822 | 26,911 | 217,199 |
| Obligations under capital leases, | | | |
| excluding current installments | 736 | 404 | 3,261 |
| Deferred tax liabilities | _ | 312 | 2,518 |
| Accrued pension and severance costs | 11,779 | 13,307 | 107,401 |
| Other liabilities | 1,856 | 2,036 | 16,433 |
| Total liabilities | 106,205 | 139,408 | 1,125,165 |
| Minority interests | 93 | 94 | 759 |
| Stockholders' equity: | | | |
| Common stock, ¥50 (\$0.40) par value. Authorized 220,000,000 | | | |
| shares; issued and outstanding 99,716,966 shares in 2000 | | | |
| and 99,735,569 shares in 2001 | 32,146 | 32,207 | 259,944 |
| Additional paid-in capital | 32,735 | 32,802 | 264,746 |
| Retained earnings | 159,228 | 207,876 | 1,677,772 |
| Accumulated other comprehensive income (loss) | (6,934) | (2,534) | (20,452) |
| Treasury stock, 345,185 and 324,095 shares | | `, | , , |
| in 2000 and 2001, respectively, at cost | (2,581) | (2,422) | (19,548) |
| Total stockholders' equity | 214,594 | 267,929 | 2,162,462 |
| Commitments and contingencies | • | , | , |
| Total liabilities and stockholders' equity | ¥ 320,892 | ¥ 407,431 | \$ 3,288,386 |

Consolidated Statements of Income

| | Year ended March 31 | | | |
|--|---------------------|-----------|--------------------------|--|
| | 2000 | 2001 | 2001 | |
| | Yen (Mil | lions) | U.S. Dollars (Thousands) | |
| Net sales | ¥ 158,578 | ¥ 276,512 | \$ 2,231,735 | |
| Cost of sales | 73,647 | 125,028 | 1,009,104 | |
| Gross profit | 84,931 | 151,484 | 1,222,631 | |
| Research and development expenses | 23,481 | 28,541 | 230,355 | |
| Selling, general and administrative expenses | 26,648 | 38,038 | 307,006 | |
| Operating income | 34,802 | 84,905 | 685,270 | |
| Other income (expense): | | | | |
| Interest income | 564 | 858 | 6,925 | |
| Interest expense | (764) | (635) | (5,125) | |
| Minority interests | (29) | (12) | (97) | |
| Other | (1,079) | 1,217 | 9,823 | |
| | (1,308) | 1,428 | 11,526 | |
| Income before income taxes | 33,494 | 86,333 | 696,796 | |
| Income taxes | 12,589 | 33,212 | 268,055 | |
| Net income | ¥ 20,905 | ¥ 53,121 | \$ 428,741 | |

| - | March 31, 2000 and 2001 | | | |
|-----------------------|-------------------------|----------|--------------|------|
| | 2000 | 2001 | 20 | 001 |
| | Yen | | U.S. Dollars | |
| Net income per share: | | | | |
| Basic | ¥ 210.63 | ¥ 534.44 | \$ | 4.31 |
| Diluted | 209.99 | 533.24 | | 4.30 |

Consolidated Statements of Stockholders' Equity

| | Year ended March 31 | | |
|--|---------------------|-----------|--------------------------|
| | 2000 | 2001 | 2001 |
| | Yen (Mi | llions) | U.S. Dollars (Thousands) |
| Common stock: | | | |
| Balance at beginning of year | ¥ 30,948 | ¥ 32,146 | \$ 259,451 |
| Warrants exercised | 1,198 | 61 | 493 |
| Balance at end of year | 32,146 | 32,207 | 259,944 |
| Additional paid-in capital: | | | |
| Balance at beginning of year | 31,417 | 32,735 | 264,205 |
| Warrants exercised | 1,318 | 67 | 541 |
| Balance at end of year | 32,735 | 32,802 | 264,746 |
| Retained earnings: | | | |
| Balance at beginning of year | 141,693 | 159,228 | 1,285,133 |
| Net income | 20,905 | 53,121 | 428,741 |
| Cash dividends, ¥37 and ¥50 (\$0.40) in 2000 and | | | |
| 2001, respectively, per share | (3,370) | (4,473) | (36,102) |
| Balance at end of year | 159,228 | 207,876 | 1,677,772 |
| Accumulated other comprehensive income (loss): | | | |
| Balance at beginning of year | (4,562) | (6,934) | (55,964) |
| Other comprehensive income (loss), net of tax | (2,372) | 4,400 | 35,512 |
| Balance at end of year | (6,934) | (2,534) | (20,452) |
| Treasury stock: | | | |
| Balance at beginning of year | (3,107) | (2,581) | (20,831) |
| Treasury stock purchased | (607) | (226) | (1,824) |
| Treasury stock sold | 1,133 | 385 | 3,107 |
| Balance at end of year | (2,581) | (2,422) | (19,548) |
| Total stockholders' equity | ¥ 214,594 | ¥ 267,929 | \$ 2,162,462 |
| Disclosure of comprehensive income: | | | |
| Net income | ¥ 20,905 | ¥ 53,121 | \$ 428,741 |
| Other comprehensive income (loss), net of tax | (2,372) | 4,400 | 35,512 |
| Total comprehensive income | ¥ 18,533 | ¥ 57,521 | \$ 464,253 |

Consolidated Statements of Cash Flows

| | Year ended March 31 | | |
|---|---------------------|----------|------------------------|
| | 2000 | 2001 | 2001 |
| | Yen (Mil | lions) | U.S. Dollars (Thousand |
| Cash flows from operating activities: | | | |
| Net income | ¥ 20,905 | ¥ 53,121 | \$ 428,741 |
| Adjustments to reconcile net income to net cash provided by | | | |
| operating activities: | | | |
| Depreciation and amortization | 8,905 | 10,214 | 82,437 |
| Provision for doubtful accounts | _ | 243 | 1,961 |
| Gain on sale of marketable securities, net | (74) | (102) | (823) |
| Gain on sale of non-marketable securities, net | (128) | 8 | 65 |
| Foreign exchange loss (gain), net | 266 | (706) | (5,698) |
| Loss on sale of property, plant and equipment | 181 | 134 | 1,082 |
| Deferred income taxes | (1,907) | (3,218) | (25,973) |
| Changes in assets and liabilities: | | | |
| Trade accounts receivable | (2,082) | (42,469) | (342,768) |
| Inventories | (19,458) | (24,103) | (194,536) |
| Trade accounts payable | 16,155 | 8,877 | 71,646 |
| Income taxes payable | 4,781 | 15,616 | 126,037 |
| Accrued expenses | (3,666) | 7,833 | 63,220 |
| Accrued warranty expenses | 326 | 2,259 | 18,233 |
| Other | (2,497) | 1,890 | 15,254 |
| Net cash provided by operating activities | 21,707 | 29,597 | 238,878 |
| Cash flows from investing activities: | | | |
| Proceeds from sale of marketable securities | 222 | _ | _ |
| Proceeds from sale of non-marketable securities | 63 | 17 | 137 |
| Acquisition | _ | (1,465) | (11,824) |
| Purchases of marketable securities | (375) | _ | _ |
| Purchases of non-marketable securities | (404) | (426) | (3,438) |
| Proceeds from sale of property, plant and equipment | 207 | 907 | 7,320 |
| Purchases of software | (2,324) | (2,901) | (23,414) |
| Capital expenditures | (6,469) | (12,280) | (99,112) |
| Other | _ | 18 | 145 |
| Net cash used in investing activities | (9,080) | (16,130) | (130,186) |

| | Year ended March 31 | | |
|--|---------------------|----------|--------------------------|
| | 2000 | 2001 | 2001 |
| | Yen (Mil | lions) | U.S. Dollars (Thousands) |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of long-term debt | ¥ 2,200 | ¥ 4,500 | \$ 36,320 |
| Principal payments on long-term debt | (3,066) | (10,197) | (82,300) |
| Principal payments on obligations under capital leases | (618) | (591) | (4,770) |
| Proceeds from sale of treasury stock | 1,133 | 377 | 3,043 |
| Payments to acquire treasury stock | (607) | (226) | (1,824) |
| Proceeds from issuance of shares | 2,556 | 346 | 2,793 |
| Dividends paid | (3,373) | (4,471) | (36,086) |
| Other | _ | (4) | (32) |
| Net cash used in financing activities | (1,775) | (10,266) | (82,856) |
| Net effect of exchange rate changes on cash | | | |
| and cash equivalents | (1,437) | 1,888 | 15,238 |
| Net change in cash and cash equivalents | 9,415 | 5,089 | 41,074 |
| Cash and cash equivalents at beginning of year | 109,038 | 118,453 | 956,037 |
| Cash and cash equivalents at end of year | ¥ 118,453 | ¥123,542 | \$ 997,111 |
| Supplemental data: | | | |
| Cash paid during the year for: | | | |
| Income taxes | ¥ 8,212 | ¥ 20,151 | \$ 162,639 |
| Interest | 710 | 719 | 5.803 |

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies and Practices

(a) Description of Business

Advantest Corporation (the "Company") and its subsidiaries (hereafter collectively referred to as "Advantest") are engaged in the design, manufacture, and sale of automated test equipment for semiconductors. Advantest has a diverse product line that meets the needs of semiconductor manufacturers, as well as assembly and test services companies worldwide, for sophisticated systems that test the operation and performance of different types of semiconductors. Advantest equips its automated test equipment with sophisticated, yet easy-to-use, operating systems and testing software. Advantest supports its products and customers through a worldwide customer service network staffed by trained technical and maintenance personnel.

Advantest also designs, manufactures, and sells standard and customized measuring instruments that are used by the communications, electric equipment and systems industries. These instruments are used by Advantest's customers to improve time-to-market, lower costs of manufacturing and improve the quality of their products.

The Company was incorporated on July 1, 1954 under the name of Takeda Riken Industry Co., Ltd. as a limited liability, joint-stock company in Japan under the Commercial Code of Japan. Takeda Riken changed its legal name to Advantest Corporation in 1985.

(b) Principles of Consolidation

The Company and its domestic subsidiaries maintain their records and prepare their financial statements in accordance with accounting principles generally accepted in Japan, and its foreign subsidiaries in conformity with those of the country of their domicile. Certain adjustments and reclassifications have been incorporated in the accompanying consolidated financial statements to conform with accounting principles generally accepted in the United States of America ("U.S. GAAP"). These adjustments were not recorded in the statutory books of account.

The consolidated financial statements include the financial statements of the Company and its majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

(c) Cash Equivalents

Cash equivalents consist of overnight deposits and certificates of deposit with an initial term of less than three months. For purposes of the statements of cash flows, Advantest considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

(d) Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the average method.

(e) Investment Securities

Investment securities at March 31, 2000 and 2001 consist of equity securities. Advantest classifies its equity securities in one of two categories: trading or available-for-sale. Trading securities are bought and held principally for the purpose of selling them in the near term. All equity securities not included in trading are classified as available-for-sale.

Trading and available-for-sale securities are recorded at fair value. Unrealized holding gains and losses on trading securities are included in earnings. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are excluded from earnings and are reported as a separate component of other comprehensive income (loss) until realized. Realized gains and losses from sale of available-for-sale securities are determined on a specific-identification basis.

A decline in the market value of any available-for-sale security below cost that is deemed to be other than temporary results in a reduction in carrying amount to fair value. The impairment is charged to earnings and a new cost basis for the security is established. Dividend income is recognized when earned.

As of March 31, 2000 and 2001, all equity securities held by Advantest are classified as available-for-sale.

(f) Derivative Financial Instruments

Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities", was issued by the Financial Accounting Standards Board in June 1998. SFAS No. 133, as amended, standardizes the accounting for derivative instruments, including certain derivative instruments embedded in other contracts. Under SFAS No. 133, entities are required to carry all derivative instruments in the consolidated balance sheets at fair value. The accounting for changes in the fair value (that is, gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, on the reason for holding it. If certain conditions are met, entities may elect to designate a derivative instrument as a hedge of exposures to changes in fair values, cash flows, or foreign currencies. If the hedged exposure is a fair value exposure, the gain or loss on the derivative instrument is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. If the hedged exposure is a cash flow exposure, the effective portion of the gain or loss on the derivative instrument is reported initially as a component of other comprehensive income (loss) and subsequently reclassified into earnings when the forecasted transaction affects earnings. Any amounts excluded from the assessment of hedge effectiveness as well as the ineffective portion of the gain or loss are reported in earnings immediately. If the derivative instrument is not designated as a hedge, the gain or loss is recognized in earnings in the period of change. Advantest adopted SFAS No. 133 on April 1, 1999, and the effect of adoption was not material.

Foreign exchange forward contracts are used to manage currency exposure, resulting from changes in foreign currency exchange rates, on accounts receivable and payable. Advantest regularly enters into these contracts in U.S. and European currencies to hedge its non-Japanese currency net monetary exposures. However, these contracts do not qualify for hedge accounting since they do not meet the hedging criteria contained in SFAS No. 133. Advantest does not engage in currency speculation.

Foreign exchange forward contracts generally have maturities of less than two months. These contracts are used to reduce Advantest's risk associated with exchange rate movements, as gains and losses on these contracts are intended to offset exchange losses and gains on underlying exposures. Changes in fair value of foreign exchange forward contracts are recognized in earnings under the caption of other income (expense).

(g) Property, Plant and Equipment

Property, plant and equipment is stated at cost. Equipment under capital leases is stated at the present value of minimum lease payments.

Depreciation is computed using the declining-balance method except for buildings and machinery and equipment under capital leases for the Company and its domestic subsidiaries and the straight-line method over estimated useful lives of the assets for foreign subsidiaries. Buildings are principally depreciated using the straight-line method over their estimated useful lives. Depreciation for machinery and equipment under capital leases is computed using the straight-line method over the lease term. The depreciation period ranges from 3 years to 50 years for buildings, 2 years to 10 years for machinery and equipment, and 2 years to 20 years for furniture and fixtures.

Depreciation expense was \(\frac{\pmathbf{47}}{7,537}\) million and \(\frac{\pmathbf{48}}{8,293}\) million (\(\frac{\pmathbf{66}}{933}\) thousand) in the years ended March 31, 2000 and 2001, respectively.

(h) Intangible Assets and Other Assets

Intangible assets principally consist of licenses, goodwill and computer software for internal-use, including computer software under capital leases. Other assets consist of investments, security deposits and prepaid expenses, of which no one individual item was material to the consolidated financial statements of Advantest.

Certain costs incurred to purchase or develop software for internal-use during the application development stage are capitalized. With respect to internal-use software costs, Advantest expenses costs incurred during the preliminary project stage which includes costs for making strategic decisions about the project, determining performance and system requirements, and vendor demonstration costs. Advantest also expenses costs incurred for internal-use software in the post-implementation stage such as training and maintenance costs. Costs incurred to establish the technological feasibility of software products to be sold as part of the automated test equipment are recorded as

research and development costs in the consolidated statements of income. Costs incurred subsequent to establishing technological feasibility with respect to such software have also been expensed by Advantest as such costs have been insignificant.

Goodwill, which represents the excess of purchase price over fair value of net assets acquired, is amortized on a straight-line basis over the expected periods to be benefited, generally 5 years. Advantest assesses the recoverability of this intangible asset by determining whether the amortization of the goodwill balance over its remaining life can be recovered through undiscounted future operating cash flows of the acquired operation. The amount of goodwill impairment, if any, is measured based on projected discounted future operating cash flows using a discount rate reflecting Advantest's average cost of funds. The assessment of the recoverability of goodwill will be impacted if estimated future operating cash flows are not achieved. Goodwill of \mathbb{\cupacture{4}800} million (\$6,457 thousand), net of accumulated amortization of \mathbb{\cupacture{2}200} million (\$1,614 thousand), as of March 31, 2001 is included in intangible assets.

The cost of software is amortized straight-line over the estimated useful life, which is generally 5 years. The cost of computer software under capital leases is amortized straight-line over the lease term. The remaining weighted average life of intangible assets at March 31, 2001 is 3.6 years. The amortization expenses for the years ended March 31, 2000 and 2001 were \$1,038 million and \$1,884 million (\$15,206 thousand) for intangible assets, and \$351 million and \$50 million (\$404 thousand) for other assets, respectively.

(i) Revenue Recognition

In December 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements". SAB No. 101 summarizes the SEC's view in applying accounting principles generally accepted in the United States of America to selected revenue recognition issues. The application of the guidance in SAB No. 101 is required in Advantest' fiscal year ended March 31, 2001. In accordance with Accounting Principles Board ("APB") Opinion No. 20, "Accounting Changes", SAB No. 101 has been retroactively applied for all periods presented.

(Automated test equipment)

Revenue from sales of automated test equipment which require installation work is recognized when the related installation work is completed and the equipment is accepted by the customer. Revenue from sales of parts for automated test equipment such as backup boards, which do not require installation work by Advantest, is recognized upon shipment if the terms of the sale are free on board ("FOB") shipping point or upon delivery if the terms are FOB destination.

Measuring instruments

Revenue from sales of measuring instruments which do not require installation work by Advantest is recognized upon

shipment if the terms of the sale are FOB shipping point and upon delivery if the terms are FOB destination. Revenue from sales of measuring instruments which require installation work is recognized when the related installation work is completed and the instrument is accepted by the customer. Advantest utilizes distributors to market certain of its measuring instruments which do not require installation work. Advantest recognizes revenues from sales of measuring instruments to distributors upon shipment or delivery of instruments to the distributors.

Service fee

Revenue from fixed-price, long-term service contracts is recognized on the straight-line basis over the contract term.

Operating lease

Revenue from operating leases is recognized on the straight-line basis over the lease term.

(j)Shipping and Handling Costs

Shipping and handling costs totaled \$1,468 million and \$1,917 million (\$15,472 thousand) for the years ended March 31, 2000 and 2001, respectively, and are included in selling, general and administrative expenses in the consolidated statements of income.

(k) Accrued Warranty Expenses

Advantest's products are generally subject to warranty, and Advantest provides an allowance for such estimated costs when product revenue is recognized. To prepare for future repairs during warranty periods, estimated repair expenses over the warranty period are accrued based on the historical ratio of actual repair expenses to corresponding sales.

(I) Research and Development

Research and development costs are expensed as incurred.

(m) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(n) Stock-Based Compensation

Advantest applies the intrinsic value-based method of accounting prescribed by APB Opinion No. 25, "Accounting for Stock Issued to Employees", and related interpretations, in accounting for its stock-based compensation plans. As such,

compensation expense would be recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. SFAS No. 123, "Accounting for Stock-Based Compensation", established accounting and disclosure requirements using a fair value-based method of accounting for stock-based employee compensation plans. As allowed by SFAS No. 123, Advantest has elected to continue to apply the intrinsic value-based method of accounting described above, and has adopted the disclosure requirements of SFAS No. 123.

(o)Accrued Pension and Severance Costs

The Company and its domestic subsidiaries have retirement and severance defined benefit plans covering substantially all of their employees. The benefits are based on years of service and the employee's compensation and vest after one year of service. Advantest adopted SFAS No. 87, "Employer's Accounting for Pensions", on April 1, 1999, since it was not feasible to obtain actuarial information necessary to implement the standard as of the effective date as specified in the standard. The unrecognized transition obligation of ¥3,204 million determined at the effective date is amortized over a period of 15 years. The portion of the transition obligation allocated to the period from April 1, 1989 to March 31, 1999 of ¥2,136 million representing the ratio of the years elapsed between the effective date of the standard and the adoption date to the 15-year period has been recorded as an adjustment to beginning shareholders' equity. Prior service costs that result from amendments to the plan are amortized over the average remaining service period of the employees expected to receive benefits. Unrecognized net gains and losses are amortized over the average remaining service life of employees expected to receive benefits. See note 15 to the consolidated financial statements for further discussion.

(p) Use of Estimates

Management of Advantest has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

(q) Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of

Advantest accounts for long-lived assets in accordance with the provisions of SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of". SFAS No. 121 requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the

amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

(r) Net Income per Share

Basic net income per share is calculated by dividing net income by the weighted average number of shares outstanding during the year. Diluted net income per share is calculated by dividing net income by the sum of the weighted average number of shares plus additional shares that would have been outstanding if potential dilutive shares had been issued for granted stock options and warrants.

(s) Segment Information

Advantest discloses information regarding segments in accordance with SFAS No.131, "Disclosure about Segments of an Enterprise and Related Information". SFAS No. 131 establishes standards for reporting of financial information about operating segments in annual financial statements.

(t) Translation of Foreign Financial Statements

Foreign currency financial statements have been translated in accordance with SFAS No. 52, "Foreign Currency Translation". Under SFAS No. 52, the balance sheet accounts of non-Japanese subsidiaries, which are denominated in currencies other than the Japanese yen, are translated at rates of exchange prevailing at end of year. Revenue and expense accounts are translated at average rates of exchange in effect during the year. Resulting translation adjustments are included as a separate component of other comprehensive income (loss).

(u) Foreign Currency Transactions

Assets and liabilities denominated in foreign currencies are translated at the applicable current rates on the balance sheet date. All revenue and expenses associated with foreign currencies are converted at the rates of exchange prevailing when such transactions occur. The resulting exchange gains or losses are reflected in other income (expense) in the accompanying consolidated statements of income.

2. U.S. Dollar Amounts

U.S. dollar amounts presented in the consolidated financial statements and related notes are included solely for the convenience of the reader. These translations should not be construed as representations that the yen amounts actually represent, or have been or could be converted into, U.S. dollars. For this purpose, the rate of ¥123.90 per U.S.\$1, the approximate current exchange rate at March 31, 2001, was used for the translation of the accompanying financial results of Advantest as of and for the year ended March 31, 2001.

3. Allowance for Doubtful Accounts

Changes in the allowance for doubtful accounts are as follows:

| | 2000 | 2001 | 2001 |
|---------------------------------|-------|-----------|-------------------------|
| | Yen(! | Millions) | U.S. Dollars(Thousands) |
| Balance at beginning of year | ¥159 | ¥159 | \$1,284 |
| Amount utilized | - | (141) | (1,138) |
| Provision for doubtful accounts | - | 243 | 1,961 |
| Balance at end of year | ¥159 | ¥261 | \$2,107 |

4. Inventories

Inventories are composed of the following:

| | 2000 | 2001 | 2001 |
|-----------------|---------|------------|-------------------------|
| | Yen(| (Millions) | U.S. Dollars(Thousands) |
| Finished goods | ¥16,868 | ¥18,981 | \$153,196 |
| Work in process | 29,519 | 39,748 | 320,807 |
| Raw materials | 10,120 | 23,490 | 189,589 |
| | ¥56,507 | ¥82,219 | \$663,592 |

Advantest recognized inventory write-downs in cost of sales of \$\frac{\pmathbf{\frac{1}}}{1,817}\$ million, net of a recovery of \$\frac{\pmathbf{\frac{7}}{26}\$ million related to previously written down inventory subsequently sold, and \$\frac{\pmathbf{\frac{7}}}{7,535}\$ million (\$60,815\$ thousand) for the years ended March 31, 2000 and 2001, respectively. The write-down of \$\frac{\pmathbf{7}}{7,535}\$ million (\$60,815\$ thousand) for the year ended March 31, 2001 consists of \$\frac{\pmathbf{4}}{4,565}\$ million (\$36,844\$ thousand) derived from discontinuation of products lines, including those lines that are being replaced by new product lines, \$\frac{\pmathbf{2}}{2,078}\$ million (\$16,772\$ thousand) due to declines in net realizable value of Advantest's inventory located at customer sites, and \$\frac{\pmathbf{8}}{29}\$ million (\$7,199\$ thousand) caused by higher amounts of slow moving raw materials due to current adverse trends in demand for Advantest's products.

5. Property, Plant and Equipment

Property, plant and equipment is composed of the following:

| | 2000 | 2001 | 2001 |
|-------------------------------|----------|---------------|------------|
| | Yen(| Yen(Millions) | |
| Land | ¥17,940 | ¥17,977 | \$145,093 |
| Buildings | 43,056 | 44,161 | 356,424 |
| Machinery and equipment | 19,650 | 23,550 | 190,073 |
| Furniture and fixtures | 21,172 | 25,164 | 203,099 |
| Construction in progress | 411 | 3,792 | 30,605 |
| | 102,229 | 114,644 | 925,294 |
| Less accumulated depreciation | (51,229) | (59,310) | (478,692) |
| | ¥51,000 | ¥55,334 | \$446,602 |

6. Investment Securities

Marketable securities consist of equity securities with an aggregate fair value of \$4,654 million and \$3,365 million (\$27,159 thousand), gross unrealized gains, which are determined based on the specific-identification method, of \$1,990 million and \$897 million (\$7,240 thousand), gross unrealized losses of \$424 million and \$723 million (\$5,836 thousand), and acquisition cost of \$3,088 million and \$3,191 million (\$25,755 thousand) as of March 31, 2000 and 2001, respectively.

Proceeds from sale of available-for-sale securities were \$222 million and nil for the years ended March 31, 2000 and 2001, respectively. From these sales, gross realized gains were \$74 million and \$102 million (\$823 thousand), and gross realized losses were nil for the years ended March 31, 2000 and 2001, respectively.

Advantest maintains long-term investment securities, included in marketable securities and other investments, issued by nonpublic companies, which are recorded at cost. In addition, the fair values of such securities were not readily determinable.

7. Derivative Financial Instruments

Derivative financial instruments are utilized by Advantest primarily to reduce foreign currency exchange risk. Advantest does not hold or issue financial instruments for trading purposes. Advantest generally does not require or place collateral for these financial instruments.

Derivative financial instruments contain an element of risk in the event the counterparties are unable to meet the terms of the agreements. However, Advantest minimizes risk exposure by limiting the counterparties to major international banks and financial institutions meeting established credit guidelines. Management of Advantest does not expect any counterparty to default on its obligations and, therefore, does not expect to incur any losses due to counterparty default on its obligations.

At March 31, 2000 and 2001, Advantest had foreign exchange forward contracts to receive Japanese yen for non-Japanese currencies such as U.S. dollars and German marks. The notional amounts of these contracts were \$4,838 million and \$5,105 million (\$41,203 thousand) at March 31, 2000 and 2001, respectively. The fair values of these contracts at March 31, 2000 and 2001 are shown in note 8 to the consolidated financial statements. These contracts do not qualify for hedge accounting since they do not meet the hedging criteria contained in SFAS No. 133. Changes in the fair values are recognized in earnings under the caption of other income (expense).

8. Fair Value of Financial Instruments

The following table presents the carrying amounts and estimated fair values of Advantest's financial instruments at March 31, 2000 and 2001. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties.

| | 2 | 000 | 20 | 001 |
|--|--|----------------------------------|------------------------------|----------------|
| | Carrying | Fair | Carrying | Fair |
| | amount | value | amount | value |
| | | Yen(Mi | illions) | |
| Financial assets: | | | | |
| Investment securities | for which it | is: | | |
| Practicable to estin | nate fair valu | ıe | | |
| | ¥ 4,654 | ¥ 4,654 | ¥ 3,365 | ¥ 3,365 |
| Not practicable to | estimate fair | value | | |
| | 2,572 | 2,572 | 3,083 | 3,083 |
| Financial liabilities: | | | | |
| Foreign exchange for | ward contra | ets | | |
| 0 0 | 0 | 9 | 66 | 66 |
| Long-term debt inclu | ding curren | t installments | | |
| 6 | **** | | ¥31,254 | ¥32.258 |
| | 100,022 | 101,110 | 101,201 | 102,200 |
| | | | 2001 | |
| | | | 2001 | |
| | | Carrying amou | nt Fair | value |
| | | Carrying amou | nt Fair ollars (Thousands | |
| Financial assets: | | | | |
| Financial assets: Investment securities | for which it | U.S. D | | |
| | | U.S. D | ollars (Thousands | |
| Investment securities | te fair value . | is: \$ 27,159 | sollars (Thousands | s) |
| Investment securities Practicable to estimate | te fair value . | is: \$ 27,159 | sollars (Thousands | 7,159 |
| Investment securities Practicable to estima Not practicable to esti | te fair value . mate fair value | is: \$ 27,159 | sollars (Thousands | 7,159 |
| Investment securities Practicable to estima Not practicable to esti Financial liabilities: | te fair value . mate fair value rd contracts . | us. D is: \$ 27,159 2 24,883 533 | sollars (Thousands | 7,159 1,883 |

The carrying amounts shown in the table are included in the consolidated balance sheets under the indicated captions.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, trade accounts receivable, other current assets, notes payable to financial institution, trade accounts payable, and accrued expenses (nonderivatives):

The carrying amounts approximate fair value because of the short maturity of these instruments.

Investment securities:

The fair values of equity investments are based on quoted market prices at the reporting date for those investments. It was not practicable to estimate the fair value of nonpublic companies; those investments are carried at their original cost.

Long-term debt:

The fair value of Advantest's long-term debt is estimated by discounting the future cash flows of each instrument at rates currently offered to Advantest for similar debt instruments of comparable maturities by Advantest's bankers.

9. Leases - Lessor

Advantest provides leases that enable its customers to acquire automated test equipment. All leases are classified as operating leases. Lease terms range from 1 year to 5 years, and certain of the lease agreements are cancelable. The gross amount of machinery and equipment and the related accumulated depreciation on operating leases as of March 31, 2001 were as follows:

| | | 2001 |
|-------------------------------|---------------|-------------------------|
| | Yen(Millions) | U.S. Dollars(Thousands) |
| Machinery and equipment | ¥2,905 | \$23,446 |
| Less accumulated depreciation | (739) | (5,964) |
| | ¥2,166 | \$17,482 |

Future minimum rental income from equipment on noncancelable operating leases as of March 31, 2001 is as follows:

| | | Year ending March 31 | | |
|-------|----------------------|----------------------|-----------|-------------------------|
| | | Yen(| Millions) | U.S. Dollars(Thousands) |
| 2002 | | ¥ | 618 | \$ 4,988 |
| 2003 | | | 436 | 3,519 |
| 2004 | | | 231 | 1,864 |
| 2005 | | | 24 | 194 |
| Total | minimum lease income | ¥1 | 1,309 | \$10,565 |

10. Leases - Lessee

Advantest is obligated under various capital leases for certain machinery and equipment and software that expire at various dates during the next 5 years. At March 31, 2000 and 2001, the gross amount of machinery and equipment and software, and the related accumulated depreciation and amortization recorded under capital leases were as follows:

| | 2000 | 2001 | 2001 |
|----------------------------------|---------------|---------|-------------------------|
| | Yen(Millions) | | U.S. Dollars(Thousands) |
| Machinery and equipment | ¥2,290 | ¥1,689 | \$13,632 |
| Software | 490 | 500 | 4,036 |
| | 2,780 | 2,189 | 17,668 |
| Less accumulated depreciation an | nd amortizati | on | |
| | (1,530) | (1,373) | (11,082) |
| | ¥1,250 | ¥ 816 | \$ 6,586 |

Amortization of assets held under capital leases is included with depreciation and amortization expense.

Future minimum capital lease payments as of March 31, 2001 are:

| | Year ending March 31 | | |
|---|----------------------|-------------------------|--|
| | Yen(Millions) | U.S. Dollars(Thousands) | |
| 2002 | ¥456 | \$3,680 | |
| 2003 | 280 | 2,260 | |
| 2004 | 121 | 977 | |
| 2005 | 17 | 137 | |
| 2006 | 2 | 16 | |
| Total minimum lease payments | 876 | 7,070 | |
| Less amount representing interest | | | |
| (at rates ranging from 1.32% to 4.67%) | (33) | (266) | |
| Present value of net minimum capital lease payments | 843 | 6,804 | |
| Less current installments | (439) | (3,543) | |
| Obligations under capital leases, | | | |
| excluding current installments | ¥404 | \$3,261 | |

Advantest also has several noncancelable operating leases, primarily for computer and office equipment that expire over the next 5 years. Rent expense, including rental payments for cancelable leases, for the years ended March 31, 2000 and 2001 was \$2,067 million and \$2,339 million (\$18,878 thousand), respectively.

Future minimum lease payments under noncancelable operating leases (with initial or remaining lease terms in excess of one year) as of March 31, 2001 are as follows:

| | Year ending March 31 | | |
|----------------------------|----------------------|-------------------------|--|
| | Yen(Millions) | U.S. Dollars(Thousands) | |
| 2002 | ¥22 | \$178 | |
| 2003 | 17 | 137 | |
| 2004 | 6 | 48 | |
| 2005 | 1 | 8 | |
| Total minimum lease income | ¥46 | \$371 | |

11. Long-Term Debt

Long-term debt at March 31, 2000 and 2001 consists of the following:

| | 2000 | 2001 | 2001 |
|-----------------------------------|----------------|--------------------|-------------------------|
| | Yen(! | Millions) | U.S. Dollars(Thousands) |
| Secured notes payable, due 2001 t | o 2008 with in | iterest rates rang | ing from |
| 1.05% to 5.025% per annum in 2 | 000 and 1.05% | to 4.125% per a | nnum in 2001 |
| | ¥ 322 | ¥ 254 | \$ 2,050 |
| Unsecured 2.25% bonds, repa | id in 2001 | | |
| | 10,000 | - | - |
| Unsecured 0.95% bonds, due | May 30, 200 | 1 | |
| | 4,300 | 4,300 | 34,705 |
| Unsecured 1.05% bonds, due | January 27, 2 | 2004 | |
| | 2,200 | 2,200 | 17,756 |
| Unsecured 0.88% bonds, due | February 5, 2 | 2005 | |
| | | 4,500 | 36,320 |
| Unsecured 1.88% bonds, due | December 14 | 1. 2005 | ŕ |
| | 20,000 | 20,000 | 161,420 |
| Total long-term debt | 36,822 | 31,254 | 252,251 |
| Less current installments | (10,000) | (4,343) | (35,052) |
| Long-term debt, excludin | g | | |
| current installments | ¥26,822 | ¥26,911 | \$217,199 |

The Company's unsecured 0.95% bonds, 1.05% bonds and 0.88% bonds related to detachable warrants which were issued in connection with one of Advantest's stock-based compensation plans. As described in note 14 to the consolidated financial statements, upon issuance of each bond, the Company purchased all detachable warrants from the underwriter and distributed such warrants to the directors and selected employees of the Company and its subsidiaries. No gain or loss was recognized on the sale and purchase of the warrants. For financial reporting purpose, these transactions were accounted for as the issuance of debt to third parties and separately as the issuance of warrants to directors and employees.

At March 31, 2001, property, plant and equipment with a carrying amount of \$442 million (\$3,567 thousand) was pledged as collateral for certain debt obligations in the amount of \$82 million (\$662 thousand).

The aggregate maturities of long-term debt for each of the five years subsequent to March 31, 2001 are as follows:

| | Year ending March 31 | | |
|---------------------------|----------------------|-------------------------|--|
| | Yen(Millions) | U.S. Dollars(Thousands) | |
| 2002 | ¥ 4,343 | \$ 35,052 | |
| 2003 | 43 | 347 | |
| 2004 | 2,243 | 18,103 | |
| 2005 | 4,543 | 36,667 | |
| 2006 | 20,042 | 161,759 | |
| Later years, through 2008 | 40 | 323 | |
| Total long-term debt | ¥31,254 | \$252,251 | |

12. Income Taxes

The components of income before income taxes and provision for income taxes as shown in the consolidated statements of income are as follows:

| | 2000 | 2001 | 2001 | |
|-----------------------------|---------------|---------|-------------------------|--|
| | Yen(Millions) | | U.S. Dollars(Thousands) | |
| Income before income taxes: | | | | |
| The Company and domestic | subsidiaries | | | |
| | ¥22,495 | ¥63,910 | \$515,819 | |
| Foreign subsidiaries | 10,999 | 22,423 | 180,977 | |
| | ¥33,494 | ¥86,333 | \$696,796 | |
| Provision for income taxes: | | | | |
| Current: | | | | |
| The Company and domestic | subsidiaries | | | |
| | ¥10,473 | ¥29,715 | \$239,831 | |
| Foreign subsidiaries | 4,023 | 6,715 | 54,197 | |
| Deferred: | | | | |
| The Company and domestic | subsidiaries | | | |
| | (1,456) | (3,312) | (26,731) | |
| Foreign subsidiaries | (451) | 94 | 758 | |
| - | ¥12,589 | ¥33,212 | \$268,055 | |

The Company and its domestic consolidated subsidiaries are subject to a number of taxes based on income, which in the aggregate, resulted in a normal tax rate of approximately 41.6% for the years ended March 31, 2000 and 2001.

| | 2000 | 2001 |
|---|----------------|-------|
| Normal tax rate | 41.6% | 41.6% |
| Increase (reduction) in income taxes resu | ılting from: | |
| Earnings of foreign subsidiaries taxed | at different r | ate |
| from the normal rate in Japan | (2.2) | (2.4) |
| Tax credits utilized | (1.1) | (0.7) |
| Expenses not deductible for tax purpose | es 0.5 | 0.2 |
| Other, net | (1.2) | (0.2) |
| | 37.6% | 38.5% |

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at March 31, 2000 and 2001 are presented below.

| | 2000 | 2001 | 2001 |
|---|--------------|------------------|-------------------------|
| | Yen | n(Millions) | U.S. Dollars(Thousands) |
| Deferred tax assets: | | | |
| Inventory adjustments principa | ally due to: | | |
| Valuation | ¥ 1,858 | ¥ 3,073 | \$ 24,802 |
| Intercompany profit | 2,293 | 1,613 | 13,019 |
| Accrued warranty expenses | 1,174 | 1,765 | 14,245 |
| Accrued business taxes | 608 | 2,190 | 17,676 |
| Revenues recognized for tax purposes | 1,444 | - | - |
| Accrued pension and severance costs | 4,014 | 4,864 | 39,257 |
| Other accrued expenses | 1,106 | 1,638 | 13,220 |
| Property, plant and equipment | - intercom | pany profit | |
| | 691 | 1,125 | 9,080 |
| Research and development exp | enses capita | lized for tax pu | ırposes |
| | 2,447 | 2,914 | 23,519 |
| Other | 1,718 | 1,362 | 10,993 |
| Total gross and net deferred tax assets | 17,353 | 20,544 | 165,811 |
| Deferred tax liabilities: | | | |
| Unrealized gains on marketable securities | 783 | 435 | 3,511 |
| Depreciation | 341 | 310 | 2,502 |
| Other | 256 | 437 | 3,527 |
| Total gross deferred liabilities | 1,380 | 1,182 | 9,540 |
| Net deferred tax assets | ¥15,973 | ¥19,362 | \$156,271 |

Management of Advantest intends to reinvest certain undistributed earnings of the Company's foreign subsidiaries for an indefinite period of time. As a result, no provision for income taxes has been made on undistributed earnings of these subsidiaries not expected to be remitted in the foreseeable future, aggregating $\frac{1}{4}$ 3,225 million and $\frac{1}{4}$ 5,135 million ($\frac{1}{4}$ 4,445 thousand) as of March 31, 2000 and 2001, respectively.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible.

Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that Advantest will realize the benefits of these deductible differences. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income are reduced.

13. Other Comprehensive Income (Loss)

The accumulated balances for each classification of other comprehensive income (loss) are as follows:

| | Foreign currency | Net unrealized | Accumulated other |
|--------------------------------|------------------|-------------------|-------------------|
| | translation | gains on | comprehensive |
| | adjustments | securities | income (loss) |
| | | Yen (Millions) | |
| Balance at April 1, 1999 | ¥(4,811) | ¥249 | ¥(4,562) |
| Change during the year | (3,037) | 689 | (2,348) |
| Reclassification adjustments f | for realized por | rtion | |
| | - | (24) | (24) |
| | (3,037) | 665 | (2,372) |
| Balance at March 31, 2000 | (7,848) | 914 | (6,934) |
| Change during the year | 5,212 | (713) | 4,499 |
| Reclassification adjustments f | for realized por | rtion | |
| | - | (99) | (99) |
| | 5,212 | (812) | 4,400 |
| Balance at March 31, 2001 | ¥(2,636) | ¥102 | ¥(2,534) |
| | | | |
| | Foreign currency | Net unrealized | Accumulated other |
| | translation | gains on | comprehensive |
| _ | adjustments | securities | income (loss) |
| | U.S. | Dollars (Thousand | ds) |
| Balance at March 31, 2000 | \$(63,341) | \$7,377 | § 55,964) |
| Change during the year | 42,066 | (5,755) | 36,311 |
| Reclassification adjustments f | for realized por | rtion | |
| | - | (799) | (799) |
| | 42,066 | (6,554) | 35,512 |
| Balance at March 31, 2001 | \$(21,275) | \$ 823 | \$(20,452) |
| | | | |

The related tax effects allocated to each component of other comprehensive income (loss) are as follows:

| | Before-tax amount | Tax(expense) or benefit | Net-of-tax amount |
|---|----------------------|----------------------------|----------------------|
| | | Yen (Millions) | |
| Year ended March 31, 2000: | | | |
| Foreign currency translation adjustments | ¥(3,037) | - | ¥(3,037) |
| Net unrealized gains on securit | ies: | | |
| Net unrealized gains arising duri | ng the year | | |
| | 1,180 | ¥(491) | 689 |
| Less reclassification adjustme | nts for net g | ains realized in | earnings |
| | (41) | 17 | (24) |
| Net unrealized gains | 1,139 | (474) | 665 |
| Other comprehensive income (loss) | ¥(1,898) | ¥(474) | ¥(2,372) |
| Year ended March 31, 2001: Foreign currency translation adjustments | V5 919 | | ¥5.212 |
| Net unrealized losses on securitie | | - | ₹3,212 |
| Net unrealized losses arising of | | aar | |
| | | ¥508 | (713) |
| Less reclassification adjustme | ` ' ' | | • • |
| Less reclassification adjustific | (170) | 71 | (99) |
| Net unrealized losses | (1,391) | 579 | (812) |
| Other comprehensive income (loss) | ¥3,821 | ¥579 | ¥4,400 |

| | Before-tax amount | Tax(expense) or benefit | Net-of-tax amount |
|--|----------------------|----------------------------|----------------------|
| | | U.S.Dollars (Thousands) | |
| Year ended March 31, 2001: | | | |
| Foreign currency translation adjustments 3 | 342,066 | - | \$42,066 |
| Net unrealized losses on securities | es: | | |
| Net unrealized losses arising during | g the year | | |
| (| 9,855) | \$4,100 | (5,755) |
| Less reclassification adjustments for ne | t losses real | ized in earnings | |
| (| 1,372) | 573 | (799) |
| Net unrealized losses(| 11,227) | 4,673 | (6,554) |
| Other comprehensive income (loss) & | 30,839 | \$4,673 | \$35,512 |

14. Stock-Based Compensation

Advantest has two types of stock-based compensation plans as incentive plans for directors and selected employees. One plan uses stock options and the other plan uses bonds with detachable warrants.

In June 1998, the Company's shareholders approved a stock option plan for directors and certain employees. Under the stock option plan, the total number of shares authorized for grant totaled 415,000. Options are granted with an exercise price equal to the higher of (1) 1.05 times the average price of the preceding month on the date of each grant, (2) 1.05 times the closing price of the Company's shares traded on the Tokyo Stock Exchange on the date of each grant, and (3) the average price of the treasury stock acquired in the markets, and have an exercise period of 4 years. The options vest immediately.

In May 1997, January 2000 and January 2001, the Company issued unsecured bonds with detachable warrants. Simultaneously with the issuance of the unsecured bonds, the Company purchased all of the detachable warrants from the underwriter and distributed such warrants to the directors and selected employees of the Company and its subsidiaries. By exercising a warrant, directors and selected employees can purchase the shares of the Company, the number of which is 654,014 shares, 99,000 shares and 319,500 shares at the strike price of ¥6,533, ¥21,840 and ¥14,018 for warrants issued in May 1997, January 2000 and January 2001, respectively. Warrants are granted with an exercise price equal to 1.05 times the closing price of the Company's shares traded on the Tokyo Stock Exchange on the date of each grant. Under each plan, 5,934 warrants, 990 warrants and 3,195 warrants in May 1997, January 2000, and January 2001, respectively, were issued. The warrants vest immediately, and are exercisable up to 4 years from the date of grant. For financial reporting purposes, these transactions were accounted for as the issuance of debt to third parties and separately as the issuance of warrants to directors and employees. The issuance of the warrants to directors and employees was accounted for under APB Opinion No. 25.

The per share weighted average fair value of stock options and warrants granted during the years ended March 31, 2000 and 2001 was ¥8,216 and ¥5,624 on the date of grant using the Black Scholes option-pricing model with the following weighted-

average assumptions:

The year ended March 31, 2000 - expected dividend yield of 0.18%, risk-free interest rate of 0.6%, volatility of 53.5%, and an expected life of 4 years;

The year ended March 31, 2001 - expected dividend yield of 0.37%, risk-free interest rate of 0.6%, volatility of 58.1%, and an expected life of 4 years.

Advantest applies APB Opinion No. 25 in accounting for its stock option plan and warrants plan and, accordingly, no compensation cost has been recognized for its stock options and warrants in the consolidated financial statements. Had Advantest determined compensation cost based on the fair value at the grant date for its stock options and warrants under SFAS No. 123, Advantest's net income and net income per share would have been reduced to the pro forma amounts indicated below:

| | 2000 | 2001 | 2001 |
|-------------------------------|-----------|------------------|---------------------------|
| | | Yen | U.S. Dollars |
| | (Millions |) except for per | (Thousands) |
| | sha | are data | except for per share data |
| Net income: | | | |
| As reported | ¥20,905 | ¥53,121 | \$428,741 |
| Pro forma | 20,092 | 51,324 | 414,237 |
| Basic net income per share: | | | |
| As reported | 210.63 | 534.44 | 4.31 |
| Pro forma | 202.44 | 516.36 | 4.17 |
| Diluted net income per share: | | | |
| As reported | 209.99 | 533.24 | 4.30 |
| Pro forma | 201.82 | 515.21 | 4.16 |

Stock option and warrant activity during the years ended March 31, 2000 and 2001 is as follows:

| | Number of | Weighted average exercise price | Weighted average exercise price | |
|---------------------------|-----------|---------------------------------|---------------------------------|--|
| | silares | Yen | U.S. Dollars | |
| Balance at April 1, 1999 | 845,277 | ¥ 6,993 | | |
| Granted | 99,000 | 21,840 | | |
| Exercised | (436,586) | (6,683) | | |
| Expired | (110) | (6,533) | | |
| Balance at March 31, 2000 | 507,581 | 10,156 | \$ 82 | |
| Granted | 319,500 | 14,018 | 113 | |
| Exercised | (39,603) | (7,030) | (57) | |
| Expired | (441) | (6,533) | (53) | |
| Balance at March 31, 2001 | 787,037 | 11,883 | 96 | |

At March 31, 2001, the range of exercise prices and weighted-average remaining contractual life of outstanding options and warrants, all of which are exercisable, was as follows:

| Yen | | |
|----------------|-------------|----------------------------|
| Range of | Number | Weighted average |
| exercise price | outstanding | remaining contractual life |
| ¥6,533-7,471 | 368,537 | 1.8 years |
| ¥14,018 | 319,500 | 3.8 years |
| ¥21,840 | 99,000 | 2.8 years |
| | 787,037 | |

15. Accrued Pension and Severance Costs

The Company and its domestic subsidiaries have unfunded retirement and severance plans. On terminating employment, substantially all employees of the Company and its domestic subsidiaries are entitled to lump-sum payments based on the employees' compensation and years of service. The Company and its domestic subsidiaries also have contributory funded defined benefit pension plans which, pursuant to the Japanese Welfare Pension Insurance Law, are administered on behalf of the Japanese government and cover substantially all employees. The Company and its domestic subsidiaries and their employees contribute to the governmental welfare pension program. Additional contributions are made to the program by the participating employers into the program. Benefits under these plans are based on the employees' years of service and compensation. The Company and its domestic subsidiaries' funding policy is to make contributions to the plans in accordance with local laws and to the extent that such contributions are tax deductible. The assets of these plans consist primarily of equity securities and fixed income securities.

| | 2000 | 2001 | 2001 |
|---------------------------------|------------|-----------|-------------------------|
| | Yen(N | Aillions) | U.S. Dollars(Thousands) |
| Components of net periodic bene | efit cost: | | |
| Service cost | ¥2,175 | ¥2,183 | \$17,619 |
| Interest cost | 885 | 896 | 7,232 |
| Expected return on plan assets | (964) | (660) | (5,327) |
| Amortization of unrecognized: | | | |
| Net transition obligation | 214 | 214 | 1,727 |
| Net actuarial gain | - | (279) | (2,252) |
| Net periodic benefit cost | ¥2,310 | ¥2,354 | \$18,999 |

| _ | Weighted average assumptions as of March 31: | |
|----------------------------------|--|------|
| | 2000 | 2001 |
| Discount rate | 3.0% | 3.0% |
| Expected return on plan assets . | 5.5% | 3.0% |
| Rate of compensation increase . | 3.3% - 3.5% | 3.0% |

Information about the retirement and severance plans of the Company and its domestic subsidiaries are as follows:

The following table sets forth the plan's benefit obligations, fair value of plan assets, and funded status at March 31, 2000 and 2001.

| | | | (Thousands) |
|---|--|--|--|
| | 2000 | 2001 | 2001 |
| | Yen (! | Millions) | U.S. Dollars |
| Projected benefit obligation: | | | |
| Balance at beginning of year | ¥29,511 | ¥29,879 | \$241,154 |
| Service cost | 2,175 | 2,183 | 17,619 |
| Interest cost | 885 | 896 | 7,232 |
| Employee contributions | 304 | 341 | 2,752 |
| Actuarial (gain) loss | (2,661) | 287 | 2,316 |
| Benefits paid | (335) | (265) | (2,139) |
| Acquisition | - | 567 | 4,576 |
| Plan amendment | - | (460) | (3,712) |
| Balance at end of year | 29,879 | 33,428 | 269,798 |
| Fair value of plan assets: Balance at beginning of year Employer contributions Employee contributions Actual return on plan assets Benefits paid | 17,512 1,333 304 3,028 (161) 22,016 | 22,016 1,290 341 (2,894) (133) 20,620 | 177,692 10,411 2,752 (23,358) (1,073) 166,424 |
| Funded status | 7,863 | 12,808 | 103,374 |
| Unrecognized prior year service cost | - | 460 | 3,713 |
| Unrecognized net transition obligation | (855) | (641) | (5,174) |
| Unrecognized net actuarial gain | 4,726 | 606 | 4,891 |
| Accrued pension and severance | costs recogn | ized in the | |
| consolidated balance sheets | ¥11,734 | ¥13,233 | \$106,804 |

The accumulated benefit obligation of \$25,879 million and \$29,077 million (\$234,681 thousand) at March 31, 2000 and 2001, respectively, did not exceed the sum of the fair value of plan assets and accrued pension and severance costs recognized in the consolidated balance sheets.

16. Stockholders' Equity

| | Total shares of common stock | Shares of treasury stock |
|---------------------------------------|------------------------------|-----------------------------|
| Number of shares as of April 1, 1999 | 99,350,380 | 415,718 |
| Exercise of warrants | 366,586 | - |
| Exercise of stock options | - | (70,000) |
| Purchase of shares | - | 39,267 |
| Sale of shares | - | (39,800) |
| Number of shares as of March 31, 2000 | 99,716,966 | 345,185 |
| Exercise of warrants | 18,603 | - |
| Exercise of stock options | - | (21,000) |
| Purchase of shares | - | 11,410 |
| Sale of shares | - | (11,500) |
| Number of shares as of March 31, 2001 | 99,735,569 | 324,095 |

Changes in the number of shares issued and treasury stock during the years ended March 31, 2000 and 2001 are as follows:

The Commercial Code of Japan provides that an amount not exceeding one-half of the issue price of new shares may be accounted for as additional paid-in capital with the approval of the Board of Directors. Under the Commercial Code of Japan, the Company shall set aside as legal reserve at least 10% of appropriations paid in cash until such reserve equals 25% of stated capital. The legal reserve is not available for dividends but may be used to reduce a deficit or may be transferred to stated capital.

Cash dividends for the years ended March 31, 2000 and 2001 represent dividends paid out during those years. The accompanying consolidated financial statements do not include any provision for the semi-annual dividend of \(\frac{\cute2}{25}\) (\(\frac{\cute{80.20}}{20}\) per share, aggregating \(\frac{\cute{200}}{22}\), 485 million (\(\frac{\cute{200}}{200}\), 56 thousand), subsequently proposed in June 2001 in respect of the year ended March 31, 2001.

Cash dividends per share are computed based on dividends declared with respect to earnings for the periods.

The amount of retained earnings available for dividends under the Commercial Code of Japan is based on the amount recorded in the Company's books of account and amounted to \$162,831 million (\$1,314,213 thousand) at March 31, 2001. There are certain restrictions on the payment of dividends relating to the treasury stock repurchased for the stock option plan. As a result of restrictions on the treasury stock repurchased for the stock option plan, retained earnings of \$2,420 million (\$19,532 thousand) at March 21, 2001 are restricted as to the payment of cash dividends.

17. Noncash Financing and Investing Activities

Obligations under capital leases of \$393 million and \$151 million (\$1,219 thousand) were incurred in the years ended March 31, 2000 and 2001, respectively, when Advantest entered into leases for new machinery and equipment and software.

18. Operating Segment and Geographic Information

In accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", Advantest has two operating and reportable segments, which are the design, manufacturing, and marketing of automated test equipment and measuring instruments. These operating segments are determined based on the nature of the products and the markets. Automated test equipment is used to confirm that a semiconductor functions properly during the semiconductor manufacturing process at sites of manufactures of semiconductor or test houses. Automated test equipment consists of semiconductor test systems, test handlers or probers, semiconductor device interfaces and software. Test handlers or probers, semiconductor device interfaces and software are always with or incorporated in automated test equipment. Measuring instruments are used primarily by manufacturers of equipment

and components and service providers of the fiber optic communications industry, the wireless communications industry and the electronics industry. Fundamental research and

| | Automated test equipment | Measuring instruments | Corporate | Total | | |
|---|---|-----------------------|-----------|---------|--|--|
| _ | | Yen (Mi | llions) | | | |
| As of and the year ended March 31, 2000: | | | | | | |
| Net sales to unaffiliated cus | Net sales to unaffiliated customers | | | | | |
| ¥135,728 ¥22,850 - ¥158,578 | | | | | | |
| Depreciation and amortization | 6,322 | 889 | ¥1,694 | 8,905 | | |
| Operating income (loss) | 40,723 | (68) | (5,853) | 34,802 | | |
| Expenditures for additions | Expenditures for additions to long-lived assets | | | | | |
| | 4,486 | 739 | 4,401 | 9,626 | | |
| Total assets | 163,215 | 21,730 | 135,947 | 320,892 | | |
| As of and the year ended Ma | rch 31, 20 | 01: | | | | |
| Net sales to unaffiliated cus | stomers | | | | | |
| | 241,499 | 35,013 | _ | 276,512 | | |
| Depreciation and amortization | 7,438 | 785 | 1,991 | 10,214 | | |
| Operating income (loss) | 86,413 | 6,672 | (8,180) | 84,905 | | |
| Expenditures for additions to long-lived assets | | | | | | |
| | 9,562 | 1,657 | 5,114 | 16,333 | | |
| Total assets | 230,389 | | 142,514 | 407,431 | | |

| As of and the year ended March 31, 2001: | | | | | |
|---|--|--|--|--|--|
| Automated test equipment | Measuring instruments | Corporate | Total | | |
| U.S. Dollars (Thousands) | | | | | |
| \$1,949,144 | \$282,591 | - | \$2,231,735 | | |
| 60,032 | 6,336 | \$ 16,069 | 82,437 | | |
| 697,441 | 53,850 | (66,021) | 685,270 | | |
| Expenditures for additions to long-lived assets | | | | | |
| 77,175 | 13,374 | 41,275 | 131,824 | | |
| 1,859,476 | 278,676 | 1,150,234 | 3,288,386 | | |
| | Automated test equipment \$1,949,144 60,032 697,441 s to long-lived 77,175 | Automated test equipment U.S. Dollars \$1,949,144 \$282,591 60,032 6,336 697,441 53,850 s to long-lived assets 77,175 13,374 | Automated test equipment Measuring instruments Corporate | | |

development activities and headquarters functions are represented by Corporate.

Adjustments to operating income in Corporate principally represent corporate general and administrative expenses and research and development expenses related to fundamental research activities that are not allocated to operating segments.

Additions to long-lived assets included in Corporate consist of purchases of software and fixed assets for general corporate use of \$2,005 million and \$4,703 million (\$37,958 thousand) for the years ended March 31, 2000 and 2001, respectively.

Total assets included in Corporate consist of cash and cash equivalents, assets for general corporate use and assets used for fundamental research activities, which are not allocated to reportable segments. Total assets in Corporate include cash and cash equivalents of ¥101,411 million and of ¥98,689 million (\$796,521 thousand) as of March 31, 2000 and 2001, respectively. Assets for general corporate use of ¥28,244 million and ¥19,590 million (\$158,111 thousand) as of March 31, 2000

and 2001, respectively.

One customer and its related entities in the automated test equipment segment accounted for approximately 17% of total consolidated net sales for the year ended March 31, 2000.

One customer and its related entities and another customer and its related entities in the automated test equipment segment accounted for approximately 18% and 11% of total consolidated net sales for the year ended March 31, 2001, respectively.

Information as to Advantest's net sales in various geographical areas is as follows:

| | 2000 | 2001 | 2001 |
|---------------|----------|---------------|-------------|
| | Yer | Yen(Millions) | |
| Japan | ¥ 66,128 | ¥ 78,649 | \$ 634,778 |
| North America | 22,817 | 40,700 | 328,491 |
| Europe | 8,373 | 17,227 | 139,040 |
| Asia | 61,260 | 139,936 | 1,129,426 |
| Total | ¥158,578 | ¥276,512 | \$2,231,735 |

Net sales to unaffiliated customers for the years ended March 31, 2000 and 2001 are as follows:

Net sales from unaffiliated customers are based on the customer's location. Long-lived assets are those assets located in each geographic area. Revenues included in Asia were generated in Korea, Singapore and Taiwan in the amount of \$7,687 million, \$32,792 million and \$20,781 million, and \$34,579 (\$279,088 thousand), \$56,466 million (\$455,738 thousand) and \$48,891 million (\$394,600 thousand) for the years ended March 31, 2000 and 2001, respectively. Substantially all revenues indicated as North America are generated in the United States of

| | 2000 | 2001 | 2001 |
|---------------|---------------|---------|-------------------------|
| | Yen(Millions) | | U.S. Dollars(Thousands) |
| Japan | ¥52,362 | ¥57,943 | \$467,659 |
| North America | 1,136 | 1,506 | 12,155 |
| Europe | 817 | 788 | 6,360 |
| Asia | 1,309 | 2,000 | 16,142 |
| Total | ¥55,624 | ¥62,237 | \$502,316 |

America.

Long-lived assets as of March 31, 2001 and 2000 are as follows:

There is no individually material country with respect to long-lived assets outside Japan.

Substantially all long-lived assets indicated as North America are located in the United States of America

19. Related Party Transactions

Advantest sells products and purchases raw materials from its 21% owner and its group companies. The terms of sales are the same as those with third parties. Advantest purchases raw materials after receiving competitive bids from several suppliers. Advantest also purchases various pieces of software and information system related services from related parties.

| | 2000 | 2001 | 2001 |
|--|-----------|--------------|-------------------------|
| | Yε | en(Millions) | U.S. Dollars(Thousands) |
| Sales of products | . ¥11,334 | ¥ 9,816 | \$79,225 |
| Purchases of raw materials | . 9,282 | 16,366 | 132,090 |
| Accounts receivable | . 9,404 | 6,714 | 54,189 |
| Accounts payable | . 4,184 | 5,806 | 46,860 |
| Purchases of software and hardware $$ | . 2,062 | 1,961 | 15,827 |
| Computer rentals, maintenance and other $\mbox{.}\mbox{.}$ | . 278 | 399 | 3,220 |

Advantest had the following transactions with these related parties as of and for the years ended March 31:

Advantest also has various capital lease contracts with a related company. Obligations under capital leases with this related company as of March 31, 2001 were ¥400 million (\$3,228 thousand).

20. Basic and Diluted Net Income per Share

| _ | 2000 | 2001 | 2001 |
|----------------------------------|---------------|-------------------------------|------------------------------|
| | | ions) except er share data | except for per share data |
| | | Yen I | J.S. Dollars(Thousands) |
| Numerator: | | | |
| Net income | .¥ 20,905 | ¥ 53,121 | \$428,741 |
| Denominator: | | | |
| Basic weighted average shares | . 99,249,719 | 99,394,909 | |
| Dilutive effect of exercise of s | stock options | | |
| and warrants | . 303,550 | 223,652 | |
| Diluted weighted average shares | . 99,553,269 | 99,618,561 | |
| Basic net income per share | .¥ 210.63 | ¥ 534.44 | \$ 4.31 |
| Diluted net income per share | . 209.99 | 533.24 | 4.30 |

The following table sets forth the computation of basic and diluted net income per share as of March 31:

21. Concentration

At March 31, 2000 and 2001, 5 customers accounted for approximately 22% and 31%, respectively, of accounts receivable and approximately 37% and 41%, respectively, of revenues.

Report of Independent Certified Public Accountants



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Independent Auditors' Report

The Board of Directors Advantest Corporation:

We have audited the accompanying consolidated behave sheets of Advantest Corporation and subsidiaries as of March 31, 2000 and 2001, and the related consolidated statements of income, stockholders' equity and cash flows for the years then caded, all expressed in year. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our sadits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Advantest Corporation and subsidiaries as of March 31, 2000 and 2001, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements as of and for the year cuded March 31, 2001 have been translated into United States dollars solely for the convenience of the reader. We have recomputed the translation and, in our opinion, the consolidated financial statements expressed in yen have been translated into United States dollars on the basis set forth in note 2 of the notes to consolidated financial statements.

KPMG

Tokyo, Japan July 2, 2001



Information

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Advantest Group

Overseas Subsidiaries

Advantest America Corporation

Advantest America, Inc.

Advantest America R&D Center, Inc.

Advantest Test Engineering Corporation

Advantest America Design Center, Inc.

Advantest Europe Corporation GmbH

Advantest (Europe) GmbH

ACT Advanced Circuit Testing GmbH

Advantest Test Engineering Solutions GmbH

Advantest Europe R&D S.A.R.L

Advantest Asia Pte. Ltd.

Advantest (Singapore) Pte. Ltd.

Advantest (Malaysia) Sdn. Bhd.

Advantest Philippines, Inc.

Advantest - Eng (M) Sdn. Bhd.

Advantest Korea Co., Ltd. Advantest Taiwan Inc.

Advantest Taiwan Engineering Inc.

Advantest (Suzhou) Co., Ltd.

Shareholders' Data

Capital: ¥32,206.5 million

Common Stock : Authorized : 220,000,000 shares

Issued: 99.735.569 shares

Number of Shareholders: 22,283

Stock Exchange Listings: Tokyo, New York

Transfer Agent : Tokyo Securities Transfer Agent Co., Ltd.

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Corporate Headquarters: Shinjyuku-NS building, 2-4-1,

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Tokyo 163-0880, Japan

Establishement: December, 1954

Number of Employees: 1,774 (Independent)

4,805 (Consolidated)

Inquiries (e-mail): ir@advantest.co.jp

As of March 31, 2001



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