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## Directors and Executive Officers Nomination/Dismissal Policy and Procedures

### 1. Basic Policy for Nomination

The Advantest Corporation's ("Company") basic policy is to nominate persons who can contribute to achieve a sustainable level of business development and mid-to-long term enhancement of corporate value, and who have the following qualities. Detailed appointment criteria will be considered in addition to the following criteria.

- A person who respects the management philosophy of the Company group and has excellent personality and insight
- A person who has a good understanding of the Company group's history, corporate culture, employee characteristics, etc. and has sufficient experience and knowledge about the business
- A person who, based on the business environment and competitive trends affecting the Company group, can provide concrete proposals on management strategies, implementation plans, etc. that can contribute to achieve a sustainable level of business development and mid-to-long term enhancement of corporate value, and who can constantly examine and continue efforts to enhance it
- A person who can sensitively perceive changes in the market related to the Company group's industry and the value to be offered, and who can constructively discuss the direction the Company group should move forward

### 2. Detailed Appointment Criteria

#### (1) Directors (excluding Directors who are Audit and Supervisory Committee members)

The candidate should meet excellent experience, ability, leadership, mid-to-long term foresight and strong ethical values as a person who make decisions on the Company's management and supervise business operations. Personality, experience, years of appointment as Directors of the Company and like will be considered in addition to the criteria.

#### (2) Independent Directors (excluding Directors who are Audit and Supervisory Committee members)

The candidate should fulfill "Independence Standards for Independent Directors" and should meet one or more of the below criteria. Personality, concurrent positions as another company's director, executive officer or auditor, years of appointment as an Independent Director of the Company and the like will be considered in addition to the criteria.

- a legal professional such as attorneys
- a person who has management experience for another company
- a person who has excellent knowledge and experience in finance or accounting
- a person who has excellent knowledge and experience in the Company's business field
- a person who has wide and deep experience in R&D
- a person who has enough experience or ability equivalent to above persons

#### (3) Directors who are Audit and Supervisory Committee members

The candidate should fulfill and should meet one or more of the below criteria. Personality, concurrent positions as another company's director, executive officer or auditor, years of appointment as Directors of the Company and like will be considered in addition to the criteria.

- a person who worked at the Company as a Director, an Executive Officer, or an employee

in Corporate Administration area or Internal Audit group.

- a legal professional such as attorneys
- a person who has management experience for another company
- a person who has excellent knowledge and experience in finance or accounting
- a person who has excellent knowledge and experience in the Company's business field
- a person who has wide and deep experience in R&D
- a person who has enough experience or ability equivalent to above persons

(4) Representative Director, Chairman of the Board, Vice Chairman of the Board

For Representative Director, the Company will select the person best suited to lead the Company group from among the Directors appointed at the general meeting of shareholders. The Company also can select the Chairman of the Board who convenes the Board and act as the chairperson, and the Vice Chairman of the Board who supports the Chairman of the Board, among the Directors.

(5) Executive Officer

The candidate should meet excellent experience, ability, leadership, as a person who has responsibility for business operations. Personality and like will be considered in addition to the criteria. Also, as the President and CEO, the Company will select the person best suited to lead the Company group from among the Executive Officers. The Company also can select Corporate Vice Presidents, Senior Executive Officers and Managing Executive Officers.

3. Dismissal criteria of Directors and/or Executive Officers

If any one of the following criteria applies, an individual is subject to dismissal proposal.

- In the case of violating laws, articles of association, or other rules of the Company group, causing a significant loss or operational obstruction to the Company group
- When it becomes clear that the individual lacks the qualifications stipulated in the appointment of Directors and/or Executive Officers or selection criteria
- In the event of a significant downturn in the Company group's business performance (Applicable only to a President and CEO, and a Representative Director)
- In the event of serious business slump in the responsible business or the area of responsibility (Only for Executive Officers)
- When a relationship with antisocial forces is recognized
- When conduct runs contrary to public order and morals
- If there is a serious obstacle to the performance of duties due to health reasons etc.

4. Procedures for the Nomination

The Nomination and Compensation Committee deliberates and proposes nomination recommendations for Directors and Executive Officers to the Board of Directors. Based on the Committee's proposal, the Board of Directors determines the agenda item regarding the election of Directors to be resolved at the general meeting of shareholders and submit it to the general meeting of shareholders.

In appointing Executive Officers, the Nomination and Compensation Committee proposes to the Board of Directors. The Board of Directors deliberates the proposal from the Nomination and Compensation Committee and appoints Executive Officers.

Regarding the Representative Director, Chairman of the Board, Vice Chairman of the Board, President and CEO, Corporate Vice President, Senior Executive Officer and Managing Executive Officer, the Board of Directors deliberates and selects them based on the proposal of the Nomination and Compensation Committee.

5. Procedures for Dismissal

When a report on the results of deliberations by the Nomination and Compensation Committee

falls under the dismissal criteria for Directors and/or Executive Officers or if there is a proposal for dismissal from another Director, the Board of Directors will deliberate. When judging that an individual fall under the dismissal criteria at the Board of Directors meeting, Company responds as follows:

- Representative Director, Chairman of the Board, Vice Chairman of the Board:  
A person will be dismissed by the position
- Directors:  
Company will submit a proposal for dismissal of Directors to the Extraordinary General Meeting of Shareholders.
- President and CEO, Corporate Vice President, Senior Executive Officer and Managing Executive Officer:  
An individual will be dismissed as the position.
- Executive officer:  
Dismissed from the position of Executive Officer.