(The following is an unofficial English translation of the Convocation Notice of the 82nd Ordinary General Meeting of Shareholders (Notice of Access) of Advantest Corporation (the "Company"). Please understand that the order may differ from the original. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

*Pictures, graphs and reference matters in the Japanese have been omitted from this translated document.)* 

(Stock Code Number: 6857) June 6, 2024 (Date of commencement of electronic provision measures: May 30, 2024)

**To Our Shareholders** 

Koichi Tsukui **Representative Director** Senior Executive Officer and President, Group COO ADVANTEST CORPORATION 1-6-2 Marunouchi, Chiyoda-ku, Tokyo

#### **CONVOCATION NOTICE OF** THE 82nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 82nd Ordinary General Meeting of Shareholders of ADVANTEST CORPORATION (the "Company") will be held as set forth below.

If you cannot attend the General Meeting of Shareholders in person, you can exercise your voting rights via the Internet or in writing. As such, the Company requests that you exercise your voting rights by 5:00 p.m. (All the times listed below will be in Japanese Standard Time) on June 27, 2024 (Thursday).

1.	Date and time:	June 28, 2024 (Friday) at 10:00 a.m.	
2.	Place:	(The reception desk will open at 9:00 a.m.) Otemachi Mitsui Hall, Otemachi One 3F,	
		2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo	
		(The venue is different from the one in the last year. Please refer to the venue	
3.	guide map on the back cover for details.) Subject matters of the General Meeting of Shareholders:		
5.	Matters to be reported:		
	Item No.1: Matters concerning the business report, consolidated financial statements ar non-consolidated financial statements reporting for the 82nd Fiscal Year (from April 1, 2023 to March 31, 2024)		
	Item No.2:	Item No.2: Matters concerning the results of audit of the Company's consolidated financial statements by the Independent Auditors and the Audit and Supervisory Committee	
	Matters to be resolved: Agenda Items:		
	Agenda Item N	No.1: Election of 6 directors (excluding directors who are Audit and Supervisory Committee members)	
	Agenda Item N	No.2: Election of 1 director who is an Audit and supervisory Committee member	
	Agenda Item N	No.3: Election of 1 director who is a substitute Audit and Supervisory Committee member	
	Agenda Item N	No.4: Revision of amount of compensation for directors (excluding directors who are Audit and supervisory Committee members)	
	Agenda Item N	No.5: Revision of the restricted stock compensation plan for directors (excluding outside directors and directors who are Audit and Supervisory Committee members)	

Agenda Item No.6:	Revision of the performance share unit system for directors (excluding
	outside directors and directors who are Audit and Supervisory
	Committee members)
Agenda Item No.7:	Introduction of a restricted stock compensation plan for outside
-	directors (excluding directors who are Audit and Supervisory
	Committee members)
Agenda Item No.8:	Introduction of a restricted stock compensation plan for directors who
-	are the Audit and Supervisory Committee members

\* In convening the General Meeting of Shareholders, the Company has taken electronic provision measures, by which it provides information contained in the Reference Documents for the General Meeting of Shareholders (the "matters subject to electronic provision measures") in electronic format, and has posted the information on its website as the "Convocation Notice of the 82nd Ordinary General Meeting of Shareholders (Notice of Access)," "Reference Documents for the 82nd Ordinary General Meeting of Shareholders and Business Report (Matters for Document Delivery)," and "Reference Documents for the 82nd Ordinary General Meeting of Shareholders and Business Report (Matters for which Document Delivery is Omitted)." Please access our website as shown below to review the information. The matters subject to electronic provision measures have also been posted on the websites of Tokyo Stock Exchange (TSE) and the convocation website provided by TAKARA Printing in addition to the Company's website.

[The Company's website]

https://www.advantest.com/investors/shares-and-corporate-bonds/meeting/ (note: QR code is omitted)

[The Tokyo Stock Exchange (TSE) website]

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

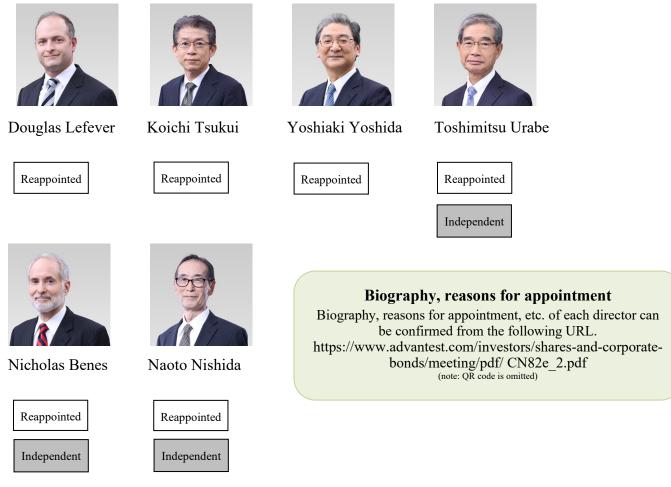
Please access the TSE website (Listed Company Search), enter our issue name (Advantest) or stock exchange code (6857). Then, click "Basic information," and "Documents for public inspection/PR information" to review the information. (note: QR code is omitted)

[TAKARA Printing's website]

https://s.srdb.jp/6857/ (note: QR code is omitted)

## Overview of the agenda

Agenda Item No.1: Election of 6 directors (excluding directors who are Audit and Supervisory Committee members) The candidates are as follows.



Agenda Item No.2: Election of 1 director who is an Audit and Supervisory Committee member The candidate is as follows.



Sayaka Sumida



## **Skill Matrix**

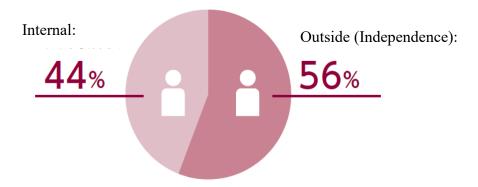
You can check the skill matrix of the Board of Directors if all the candidates listed on this page are elected according to the original proposal, using the following URL. https://www.advantest.com/investors/shares-andcorporate-bonds/meeting/pdf/ CN82e\_2.pdf (note: QR code is omitted) Agenda Item No.3: Election of 1 director who is a substitute Audit and Supervisory Committee member The candidate is as follows.

Naoto Nishida

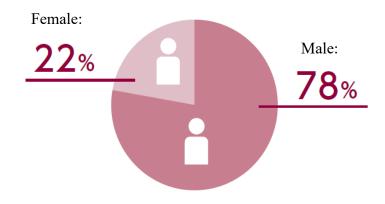
(Reference)

If all of the above 1 to 3 agenda are all approved, the composition of the Board of Directors, including Director Kurita and Director Nakada, who are not up for election this time, will be as follows.

Composition of Board of Directors

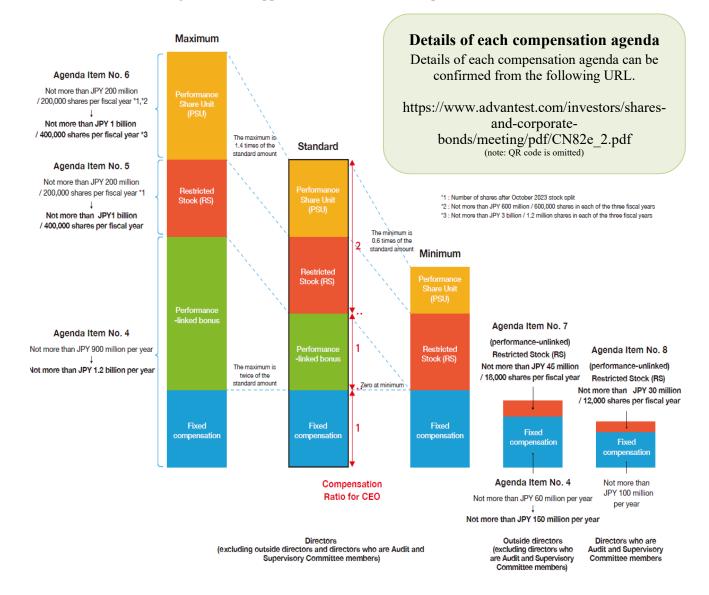


Gender Ratio of Board of Directors



Agenda Item No.4: Revision of amount of compensation for directors (excluding directors who are Audit and supervisory Committee members)
Agenda Item No.5: Revision of the restricted stock compensation plan for directors (excluding outside directors and directors who are Audit and Supervisory Committee members)
Agenda Item No.6: Revision of the performance share unit system for directors (excluding outside directors and directors who are Audit and Supervisory Committee members)
Agenda Item No.7: Introduction of a restricted stock compensation plan for outside directors (excluding directors who are Audit and Supervisory Committee members)
Agenda Item No.8: Introduction of a restricted stock compensation plan for directors who are the Audit and Supervisory Committee members)

If all of the above 4 to 8 agenda are all approved, new directors' compensation scheme will be as follows.



## Notice of Registration of questions in advance

We can receive questions from shareholders in advance regarding the subject matters of the General Meeting of Shareholders.

- 1. How to register questions
- (1) Log in to the website of Registration of questions in advance from the following URL or QR code.
- (2) Click the "Questions in advance" button shown on the screen after entering your name, shareholder number and questions.
- (3) After confirming the content of your questions, etc., click the button of "Send".
- \* "QR Code" is a registered product of DENSO WAVE INCORPORATED.

the website of Registration of questions in advance: https://www2.advantest.com/sh\_ask/en/ (note: QR code is omitted)

- 2. Receipt of questions: By 5:00 p.m., June 21, 2024 (Friday)
- 3. Important notes

Of the questions we received in advance, we plan to address matters of high interest to our shareholders on the day of the General Meeting of Shareholders. Please be aware that we will refrain from answering questions that are not related to the subject matters of the General Meeting of Shareholders, that duplicate other questions, or which, by answering, would violate the rights or interests of our customers, our employees, or other persons.

#### Notice of Live streaming via the Internet

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

Streaming date/time: Starting at 10:00 a.m., June 28, 2024 (Friday) \* The live stream will go online from 9:30 a.m.

#### How to watch the streamed meeting on the day

- 1. How to read the QR code printed on the enclosed voting right exercise form:
- (1) Read the QR code printed on the back of the enclosed voting right exercise form. You can log in to the website for viewing without entering the "login ID" and "password."
- (2) Click the "View live streaming" button after logging in.
- (3) After reading the terms of use regarding the viewing of the live streaming, check "Agree to the terms of use" and then click the button of "View".

\*"QR Code" is a registered trademark of DENSO WAVE INCORPORATED. (note: QR code is omitted.)

- 2. How to log in with your login ID and password: URL: <u>https://engagement-portal.tr.mufg.jp/</u> (note: QR code is omitted.)
- (1) Access the website from the above URL.
- (2) Enter your "login ID" and "password" on the shareholder authentication screen (login screen). Your "login ID" and "password" are printed on the back of the enclosed voting right exercise form.
- (3) Read the terms of use and check "Agree to the terms of use."
- (4) Click the button of "Login".
- (5) Click the "View livestreaming" button after login.
- (6) After reading the terms of use regarding the viewing of the livestreaming, check "Agree to the terms of use," and then click the button of "View".

## Important notes

- Viewing the stream of the meeting is not considered attending the General Meeting of Shareholders under the Companies Act. Accordingly, shareholders viewing the live stream will not be able to make comments, exercise voting rights, or make objections at the General Meeting of Shareholders. Advantest requests that shareholders exercise their voting rights in advance via the Internet or by mail.
- In order to protect the privacy of shareholders attending the meeting, only the areas near the chairperson and the officers will be shown in the stream. However, please be aware that, when unavoidable, shareholders attending the meeting may be visible in the stream.
- Please keep your login ID and password before mailing voting right exercise form.
- If you lose the enclosed voting right exercise form, you can request that it be reissued at the contact information for the Inquiries above. However, please note that the reissue may not be accepted depending on the timing of the inquiry, such as when approximately one week has passed before the date of the General Meeting of Shareholders.
- Opinions from shareholders will be received on the day of the General Meeting of Shareholders.
- The General Meeting of Shareholders will only be streamed live in Japanese.
- You can also test your viewing environment from our website, so please perform confirmation in advance.
- If the live streaming cannot be carried out due to unavoidable circumstances, the Company will notify you via the Company's website.
- Individual shareholders are responsible for any expenses such as Internet connection fees or communication fees involved in viewing the streamed meeting.
- Please note that you may experience audio or video issues depending on your computer environment (model, capabilities, etc.) and Internet connectivity environment (traffic conditions, connection speed, etc.).
- Internet Explorer is not available on this site. Please use browsers such as Microsoft Edge, Google Chrome, or Safari. Details regarding viewing environments, etc., will be posted separately on the "Shareholders' Meeting" section of our website.
- Only shareholders may view the live streamed meeting.
- Please refrain from filming, making video recordings, making audio recordings, saving, or posting the streamed meeting to social media.
- Disclosing or providing the personal information of shareholders or other information involving the privacy of shareholders, obtained through the video or audio of the meeting, to third parties is strictly prohibited.
- Live streaming of the meeting may not be possible in the event of a natural disaster. Information regarding whether or not live streaming will be performed, streaming conditions, and the like will be provided as necessary on our website.

#### << The Company's website:>>

https://www.advantest.com/investors/shares-and-corporate-bonds/meeting/ (note: QR code is omitted)

## Inquiries regarding IDs, passwords, or the live streaming of the General Meeting of Shareholders

(Inquiries)

Mitsubishi UFJ Trust and Banking Corporation

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

Business hours: 9:00 to 17:00 (JST) on Monday through Friday. Closed on Saturday, Sunday, and holidays; provided, however, that June 28, 2024, from 9:00 a.m. until the meeting ends.

## Instructions for the Exercise of Voting Rights

## If you attend the General Meeting of Shareholders

When attending the meeting, please submit the enclosed voting rights exercise form to the reception desk at the site of the meeting. If you attend the meeting, you do not need to exercise your voting rights via the Internet or in writing.

Date and time: June 28, 2024 (Friday) at 10:00 a.m.

# If you exercise your voting rights or via the Internet or in writing Exercise of voting rights via the Internet

Please indicate your intention to vote "for" or "against" each agenda item by following the "Instructions for the Exercise of Voting Rights via the Internet."

Deadline: By 5:00 p.m. of June 27, 2024 (Thursday)

## Exercise of voting rights in writing

Please indicate your intention to vote "for" or "against" each agenda item on the enclosed voting right exercise form, and then return the form to us.

## Deadline: To be delivered by 5:00 p.m. of June 27, 2024 (Thursday)

- If you exercise your voting rights via the Internet, you do not need to exercise your voting rights in writing.
- If voting rights are exercised both by mail and via the Internet, the exercise of voting rights via the Internet shall be deemed valid.
- In exercising your voting right in writing, if your intention to vote "for" or "against" each agenda item is not indicated, your vote will be counted as approval for the agenda item."
- If you exercise your voting rights by proxy, one other shareholder with voting rights can attend the meeting as a proxy. In this case, you will be required to submit a document to prove the validity of the proxy rights.

## Instructions for the Exercise of Voting Rights via the Internet

#### How to read the QR code printed on the enclosed voting rights exercise form

- 1. Read the QR code printed on the right-hand side of the enclosed voting rights exercise form. You do not need to enter the "Login ID" and "Password."
- 2. The screen displays options for exercise of voting rights. Please select your preferred option for exercise of voting rights.
- 3. Follow the on-screen instructions and enter "for" or "against." \* "QR Code" is a registered product of DENSO WAVE INCORPORATED. (note: QR code is omitted.)

## How to login with the login ID and password

1. Access the website for casting votes.

https://evote.tr.mufg.jp/

- 2. Enter the "Login ID" and "Temporary password" printed on the right-hand side of the enclosed voting rights exercise form.
- 3. Follow the on-screen instructions and enter "for" or "against."
  - If voting rights are exercised via the Internet multiple times, the last exercise of voting rights shall be deemed valid.
  - In some cases, you may not be able to use the website for casting votes due to your Internet environment, network service, or communication device model.
  - Internet connection charges, communication fees, and other costs incurred by accessing the website for casting votes by smartphone, PC, etc. shall be the responsibility of each shareholder.
  - The website for casting votes is not available from 2:30 a.m. to 4:30 a.m. everyday.
  - Institutional investors can use the electronic voting platform operated by ICJ, Inc. by submitting an

application in advance.

[Contact for inquiry on how to operate the website for casting votes] Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation Phone number: 0120-173-027 (toll-free number within Japan) Business hours: 9:00 a.m. to 9:00 p.m. (JST)

VENUE MAP (note: OMITTED)

#### Notice regarding the Operation of the General Meeting of Shareholders

- The Company will not be presenting a gift to shareholders who attend the meeting.
- The company introduction video/materials will be displayed in the lobby of the venue.
- Shareholders who require assistance or Japanese interpretation are allowed to be accompanied by one caregiver or interpreter. However, unless these accompanying individuals are shareholders with voting rights, their speech and conduct will be limited to their capabilities as a caregiver or interpreter.

#### Notice of Items to be listed on our website

- Among the matters subject to electronic provision measures, following information is not included in the paper copy to shareholders who made a request for delivery of documents in paper copy, because the information is available on the Company's website, etc. in accordance with laws and regulations and the Company's Articles of Incorporation: in Business Report, "Significant Sales Offices and Factories," "Employees," "Major Lenders," "Other significant matters with respect to the current status of the Company group," "Stock Acquisition Rights," "Overview of limited liability agreements," "Overview of indemnification agreements," "Overview of the contents of the directors and officers liability insurance contracts," "Independent Auditor," "The system to ensure the appropriateness of business," and "Status of implementation of the system to ensure the appropriateness of business;" among consolidated financial statements, "Consolidated Statement of Comprehensive Income," "Consolidated Statement of Changes in Equity," and "Notes to Consolidated Financial Statements;" and among non-consolidated financial statements, "Balance Sheet (Non-Consolidated)," "Statement of Operations (Non-Consolidated)," "Statement of Changes in Net Assets," and "Notes to Non-Consolidated Financial Statements." Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements audited by the Audit and Supervisory Committee; and Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Independent Auditors include above information, and the paper copy sent to shareholders who made a request for delivery of documents in paper copy is a part of documents audited by the Audit and Supervisory Committee and the Independent Auditors when preparing the Audit Reports.
- Any amendments to the matters subject to the electronic provision measures will be posted on the respective websites where these matters are posted.
- Any significant changes in the operation of the General Meeting of Shareholders will be posted on the Company's website.
- Presentation materials concerning matters to be reported will be posted on the Company's website.
- The resolutions adopted at the meeting will be posted on the Company's website instead of issuing a written notice of the resolutions.
- On-demand streaming of the General Meeting of Shareholders will be available on our website at a later date.

The Company's website:

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

(note: QR code is omitted)