

June 28, 2024

ADVANTEST CORPORATION

Koichi Tsukui

Representative Director, Senior Executive Officer and President, Group COO
(Stock Code Number: 6857)**CONTACT:**Yasushi Yoshimoto
Executive Officer
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Phone: +81-(0)3-3214-7500**Notice regarding Disposal of Treasury Stock based on Post-issued Restricted Stock Unit Remuneration Plan and Performance Share Unit Plan**

Tokyo – June 28, 2024 – Advantest Corporation (the “Company”) hereby announce that the Company resolved at the Board of Directors’ meeting held today to dispose treasury stocks based on Post-issued Restricted Stock Unit Remuneration Plan and Performance Share Unit Plan.

1. Outline of the Disposal

(1) Payment date	July 29, 2024
(2) Type and number of shares to be disposed	Common stock 608,036 shares
(3) Disposal amount	6,238 yen per share
(4) Total disposal amount	3,792,928,568 yen
(5) Disposal destination, number of persons, and number of shares to be disposed	3 directors of the Company (excluding outside directors and directors who are audit and supervisory committee members): 128,008 shares 2 retired directors of the Company (excluding outside directors and directors who are audit and supervisory committee members): 45,684 shares 20 executive officers who do not concurrently serve as a director of the Company: 347,340 shares 6 retired executive officers who do not concurrently serve as a director of the Company: 87,004 shares
(6) Others	The disposal of treasury stock is subject to the entry into force of the Securities Registration Statement under the Financial Instruments and Exchange Act.

2. Purpose and reason for disposal

The Company, for the directors of the Company (excluding outside directors and directors who are Audit and Supervisory Committee members; hereinafter referred to as "eligible directors"), resolved to introduce the Restricted Stock Compensation Plan (If the eligible directors are non-resident of Japan at the time of receiving the allotment of restricted stock, in order to avoid the need to comply with the laws and regulations of the country of residence and to avoid any disadvantages regarding tax systems, Post-issued Restricted Stock Unit

Remuneration Plan (hereinafter referred to as "the System I") will be applied in place of the Restricted Stock Compensation Plan described above.) and Performance Share Unit Plan (hereinafter referred to as "the System II" and together with the System I, collectively referred to as "the System") for the purpose of promoting further value sharing with shareholders and the eligible directors and encouraging eligible directors to promote management from a medium- to long-term perspective at the Board of Directors' meeting held on May 21, 2021. In addition, at the 79th Ordinary General Meeting of Shareholders held on June 23, 2021, based on the System, it has been approved that monetary claims or cash up to 200 million yen per year for the System I and monetary claims or cash up to 600 million yen per year for the System II (However, as a general rule, the compensation amount is assumed to be paid in a lump sum equivalent to the consideration for the execution of duties over the three business years covered by the medium-term management plan. Therefore, the payment is equivalent to 200 million yen per business year.) will be paid to the eligible directors to make it an investment property for the acquisition of the common stock of the Company and the total number of common shares of the Company to be delivered to the eligible directors based on the System is within 50,000 shares per year for the System I, and within 150,000 shares per year for each medium-term management plan (three business years) for the System II (within 200,000 shares for the System I, and within 600,000 shares for the System II, after adjustment due to the 4-for-1 stock split of the common stock of the Company, which took place on October 1, 2023).

In addition, at the Board of Directors' meeting held on June 23, the Company resolved to introduce the System I and the System II for the executive officers who do not concurrently serve as directors of the Company (hereinafter collectively referred to as "eligible directors, etc." together with the "eligible directors") and to introduce the System I for the employees of the Company, directors (excluding outside directors) and employees of domestic subsidiaries of the Company (hereinafter collectively referred to as "allotted persons" together with the "eligible directors, etc.").

Furthermore, at the 82nd Ordinary General Meeting of Shareholders held on June 28, 2024, based on the System, the Company revised the total amount of monetary claims to be paid to eligible directors to make it an investment property for the acquisition of the common stock of the Company and the total number of common stock of the Company to be issued or disposed to eligible directors.

This time, based on the System before the revision, the Company decided to grant a total of monetary claims of 3,792,928,568 yen and a total of 608,036 shares of the common stock of the Company to 31 allotted persons at the Board of Directors' meeting held on June 28, 2024. The details are as follows:

(1) Post-issued Restricted Stock Unit

Monetary claims: 95,616,064 yen, Common stock of the Company: 15,328 shares

(2) Performance Share Unit:

Monetary claims: 3,697,312,504 yen, Common stock of the Company: 592,708 shares

3. Outline of the System

<Outline of the System I>

Under the System I, allotted persons will pay all of the monetary claims provided by the Company based on the System I as in-kind contribution property and receive the issuance or disposal of the common stock of the Company. The payment amount per share will be determined by the Board of Directors' meeting within the

scope of an amount that is not particularly advantageous to the allotted persons who subscribe for the common stock of the Company based on the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or, if no transactions are completed on that day, the closing price on the most recent trading day preceding that).

<Outline of the System II>

The System II is a performance-linked stock-based compensation plan in which the Board of Directors of the Company sets in advance numerical targets for the Company's business performance, etc. during the performance evaluation period, which consists of the fiscal year corresponding to the medium-term management plan, and pay monetary claims to issue or dispose the number of common shares of the Company according to the achievement rate of the relevant numerical targets, etc. to the eligible directors, etc. as compensation for the performance evaluation period. Therefore, the payment of monetary claims to issue or dispose the common stock of the Company to the eligible directors, etc. will, in principle, be made after the end of the performance evaluation period. The initial performance evaluation period will be three business years, from the fiscal year ending March 31, 2022 to the fiscal year ending March 31, 2024, which is the period of the Company's medium-term management plan and the indicators used to evaluate the degree of achievement of medium-term business goals are as follows:

Main Indicator: Growth rate of Earnings Per Share (EPS) in the medium-term management plan

Sub-indicators: Relative Total Shareholder Return (r-TSR) and ESG Rating

(1) Structure of the System II

The specific structure of the System II is as follows:

- (i) The Board of Directors of the Company will determine each numerical target used in the System II, performance-linked coefficient, and the indicators required for the specific calculation of the number of common stock of the Company to be issued (hereinafter referred to as the “number of issued shares”).
- (ii) After the performance evaluation period has expired, the Company will determine the number of common shares of the Company to be allocated to each eligible directors, etc. according to the achievement rate of each numerical target during the performance evaluation period.
- (iii) The Company will pay monetary claims to each eligible directors, etc. as compensation, etc. under the System II, based on the number of the common shares of the Company to be allocated to each eligible directors, etc. as determined in (ii) above, pursuant to a resolution of the Company's Board of Directors and eligible directors, etc. will pay all of the monetary claims provided by the Company based on the System II as in-kind contribution property and receive the issuance or disposal of the common stock of the Company. The payment amount will be determined by the Board of Directors' meeting within the scope of an amount that is not particularly advantageous to the eligible directors, etc. who subscribe for the common stock of the Company based on the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of

Directors regarding the allotment (or, if no transactions are completed on that day, the closing price on the most recent trading day preceding that).

(iv) The requirements for the issuance of shares to each eligible directors, etc. and other details will be determined by the Company's Board of Directors.

(2) Calculation method for the number of shares to be issued and the amount of monetary claims

The Company calculates the number of the common shares of the Company to be issued to each eligible directors, etc. in accordance with the formula (i) below (provided, however, that any fractional part less than one share will be rounded down), and calculates the amount of monetary claims to be paid to each eligible directors, etc. in accordance with the formula (ii) below. In addition, if an eligible director resigns or otherwise changes his/her position during the performance evaluation period, the number of common shares of the Company or the amount of money to be delivered to the eligible director or his/her successors, etc. may be reasonably adjusted, as determined by the Company's Board of Directors.

Furthermore, if there is a risk that the upper limit of the monetary claim of the eligible directors or the upper limit of the number of the common shares of the Company to be issued will be exceeded by issuing the number of the common shares of the Company determined by the formula below, the number of shares to be issued to each eligible director will be reduced by a reasonable method determined by the Company's Board of Directors, such as proportional distribution, within the scope not to exceed the upper limit of the monetary claim or the upper limit of the number of the common shares of the Company to be issued.

(i) Number of common shares of the Company to be issued or disposed of to each eligible director, etc.

Standard number of shares (*1) × Payment ratio (*2)

(ii) Amount of monetary claims to be paid to each eligible director, etc.

Number of common shares of the Company calculated in (i) above × share price at time of issuance (*3)

*1) This is determined in advance by the Company's Board of Directors.

*2) This is calculated within the range of 60% to 140% according to the degree of achievement of each performance evaluation indicator during the performance evaluation period predetermined by the Company's Board of Directors.

*3) This is determined by the Board of Directors' meeting within the scope of an amount that is not particularly advantageous to the eligible directors, etc. who subscribe for the common stock of the Company based on the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company's Board of Directors regarding the issuance or disposition of the common stock of the Company after the end of the performance evaluation period (or, if no transactions are completed on that day, the closing price on the most recent trading day preceding that).

(3) Conditions of payment to eligible directors, etc.

In principle, if the eligible directors, etc. satisfy the following requirements, after the performance evaluation period ends, the Company will issue or dispose of the number of common shares of the Company calculated

under (1) above to eligible directors, etc.

- (i) The eligible directors, etc. have continuously held the position of either director or executive officer of the Company during the performance evaluation period.
- (ii) There was no violation of certain rules as determined by the Company's Board of Directors.
- (iii) Any other requirements that the Company's Board of Directors deems necessary to achieve the purpose of the System II.

In addition, during the performance evaluation period, if a new director or executive officer is appointed or if the eligible director, etc. resigns from both his/her position as director or executive officer of the Company for a justifiable reason, the Company will issue or dispose of the common shares of the Company based on a reasonable adjustment in proportion to the term of office of the eligible directors, etc.

Furthermore, if eligible director, etc. dies during the performance evaluation period, money will be paid to his or her heir in lieu of the common stock of the Company. The amount of money to be paid to the heirs, etc. of the relevant eligible directors, etc. shall be an amount obtained by multiplying the base number of shares, reasonably adjusted according to the term of office of the relevant eligible directors, etc., by the price determined by the Board of Directors to the extent that it is not particularly advantageous to any person who would subscribe to the common shares of the Company based on the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Company's Board of Directors regarding the payment of money (or, if no transactions are completed on that day, the closing price on the most recent trading day preceding that).

(4) Handling in organizational restructuring, etc.

If, during the performance evaluation period, a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will be a wholly owned subsidiary, or other matters related to organizational restructuring, etc. are approved at the Company's General Meeting of Shareholders (or, in cases where approval at the Company's General Meeting of Shareholders is not required for the organizational restructuring, etc., at the Company's Board of Directors), the Company will, by resolution of the Board of Directors, pay, in place of the common shares of the Company, an amount of money obtained by multiplying the base number of shares to be delivered, adjusted for the period from the start of the performance evaluation period to the date of approval of the organizational restructuring, etc., by a value that is not particularly advantageous to the eligible directors, etc., based on the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the business day in which the Board of Directors resolves (or, if no transactions are completed on that day, the closing price on the most recent trading day preceding that).

4. Calculation basis for payment amount and its specific details

The disposal of treasury stock to the intended allottee will be made using the monetary claims provided under the Plan as contributed assets. Regarding the disposal price, in order to eliminate arbitrariness, the closing price of the common stock of the Company on the Prime Market of the Tokyo Stock Exchange on June 27, 2024 (the

business day before the date of the Board of Directors' resolution), which is 6,238 yen. This is the market share price immediately before the date of the Board of Directors' resolution, and we believe it to be reasonable. Furthermore, this share price has a deviation rate of 12.13% from the simple average closing price of 5,563 yen for the one-month period (from May 28, 2024 to June 27, 2024) (rounded down to the nearest yen; simple average closing price; same below), a deviation rate of 10.88% from the simple average closing price of 5,626 yen for the three-month period (from March 28, 2024 to June 27, 2024) and a deviation rate of 5.44% from the simple average closing price of 5,916 yen over the six-month period (from December 28, 2023 to June 27, 2024) of our common stock on the Prime Market of the Tokyo Stock Exchange, and therefore we do not believe that this price is particularly favorable. This disposal of treasury stock falls under the category of third-party allotment, as the allottees are eight retired persons (including those under commission contracts). The disposal price mentioned above complies with the Japan Securities Dealers Association's "Guidelines for Handling Third-Party Allotments of New Shares." In addition, all three directors who are Audit and Supervisory Committee members (including two outside directors) attended the Company's Board of Directors held today expressed the opinion that the disposal price mentioned above is not particularly favorable and is lawful.

5. Matters related to procedures under the Corporate Code of Conduct

This disposal of treasury stock does not require the obtaining of an opinion from an independent third party or the confirmation of shareholder intent as stipulated in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange, because (i) the dilution rate is less than 25% and (ii) there is no change in controlling shareholders.

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