

(The following is an unofficial English translation of the Convocation Notice of the 69th Ordinary General Meeting of Shareholders of Advantest Corporation (the "Company"). The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.)

(Stock Code Number: 6857, TSE first section)
June 1, 2011

To Our Shareholders

Haruo Matsuno
Representative Director
President and CEO
ADVANTEST CORPORATION
32-1, Asahi-cho 1-chome,
Nerima-ku, Tokyo

CONVOCATION NOTICE OF THE 69th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

ADVANTEST CORPORATION (the "Company") would like to express its most sincere sympathies to the victims of the Great East Japan Earthquake, and offers its prayers for a swift recovery.

Notice is hereby given that the 69th ordinary general meeting of shareholders of the Company will be held as set forth below. Your attendance thereat is respectfully requested.

If you are not able to attend the meeting, we request that you exercise your voting rights in one of the following ways by 5:00 p.m. of June 23, 2011 (Thursday) after carefully reading the reference documents as set forth below.

(Exercise of voting rights in writing by submitting the enclosed voting right exercise form)

Please indicate your intention to vote "for" or "against" each agenda item in the enclosed voting right exercise form, then send the said form to us by the time limit set forth above.

(Exercise of voting rights by way of electro-magnetic method (via the Internet, etc.))

Please access the website for casting votes (<http://www.tosyodai54.net>) and indicate your intention to vote "for" or "against" each agenda item by following the on-screen instructions by the time limit set forth above. For details, please refer to "Instructions for the Exercise of Voting Rights via the Internet, etc." as set forth on page 6.

1. Date and time: June 24, 2011 (Friday) at 10:00 a.m.
2. Place: Main Conference Room of Advantest Corporation
32-1, Asahi-cho 1-chome, Nerima-ku, Tokyo
3. Subject matters of the general meeting of shareholders:

Matters to be reported:

- Item No.1: Matters concerning the business report, consolidated financial statements and financial statements reporting for the 69th Fiscal Year (from April 1, 2010 to March 31, 2011)

Item No.2: Matters concerning the results of audit of the Company's consolidated financial statements by the independent auditor and the Board of Corporate Auditors

Matters to be resolved:

Agenda Item No.1: Election of seven directors

Agenda Item No.2: Election of two corporate auditors

4. Matters decided with respect to the convocation:
- (1) If the voting rights are exercised by way of both voting right exercise form and electro-magnetic method, the exercise of voting rights by way of electro-magnetic method shall be deemed valid.
 - (2) If the voting rights are exercised by way of electro-magnetic method multiple times, the last exercise of voting rights shall be deemed valid.

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When you arrive at the meeting, please submit the enclosed voting right exercise form to the reception desk at the site of the meeting.

The following information may be found on the Company's website (<http://www.advantest.co.jp/investors/>), in accordance with the legal regulations and Article 13 of the Articles of Incorporation, but is not included in the "Report for the 69th Fiscal Year" also enclosed herein.

1. Notes to Consolidated Financial Statements
2. Notes to Non-Consolidated Financial Statements

Amendments to the reference documents for the general meeting of shareholders and/or attached materials, if any, will appear on the Company's website (<http://www.advantest.co.jp/investors/>).

We cordially invite you to attend a reception to be held after the meeting for shareholders.

For shareholders who will be unable to attend the meeting on the date it is held, presentation materials concerning matters to be reported will be posted on the Company's website on the day of the meeting.

## Reference Documents for the General Meeting of Shareholders

Agenda Items and Reference Matters:

### **Agenda Item No.1 :** Election of seven directors

Upon the closing of this ordinary general meeting of shareholders, the term of office of all eight directors will expire. At this time, we request that you elect seven new directors.

The profile of the candidates for director is set forth below.

|   | Name<br>(Date of Birth)                | Brief personal history; position and assignment; and other significant concurrently held positions, if any                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of the Company's shares owned |
|---|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1 | Toshio Maruyama<br>(April 17, 1948)    | April 1973      Joined Advantest Corporation<br>June 1989      Director<br>June 1995      Managing Director<br>June 1999      Senior Managing Director<br>June 2001      Representative Director and President<br>June 2003      Representative Director, President and COO<br>June 2005      Representative Director, President and CEO<br>June 2009      Chairman of the Board and Representative Director (present position)                                                                                                                                                                                                                                                                                                                                                                                              | 8,238                                |
| 2 | Haruo Matsuno<br>(February 14, 1960)   | April 1984      Joined Advantest Corporation<br>June 2008      Executive Officer<br>June 2009      Representative Director, President and CEO (present position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 5,800                                |
| 3 | Naoyuki Akikusa<br>(December 12, 1938) | April 1961      Joined Fuji Communication Apparatus Mfg. Co., Ltd. (currently Fujitsu Limited)<br>June 1988      Director of Fujitsu Limited<br>June 1991      Managing Director of Fujitsu Limited<br>June 1992      Senior Managing Director of Fujitsu Limited<br>June 1998      Representative Director and President of Fujitsu Limited<br>June 2003      Chairman of the Board and Representative Director of Fujitsu Limited<br>June 2003      Outside Corporate Auditor of FANUC LTD (present position)<br>June 2005      Outside Corporate Auditor of Advantest Corporation<br>June 2006      Outside Director of Advantest Corporation (present position)<br>June 2008      Director, Senior Executive Advisor of Fujitsu Limited<br>June 2010      Senior Executive Advisor of Fujitsu Limited (present position) | 100                                  |

|   | Name<br>(Date of Birth)                                        | Brief personal history; position and assignment; and other significant concurrently held positions, if any                                                                                                                                                                                                                                                                           | Number of the Company's shares owned |
|---|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 4 | Yasushige Hagio<br>(November 24, 1947)                         | April 1972 Assistant Judge, Tokyo District Court<br>April 1982 Judge, Tokyo District Court<br>April 1998 Instructor, Legal Training and Research Institute<br>December 2003 Chief of Shizuoka District Court<br>June 2004 Registered as Attorney-at-Law<br>Joined Seiwa Patent & Law (present position)<br>June 2006 Outside Director of Advantest Corporation (present position)    | 200                                  |
| 5 | Yuichi Kurita<br>(July 28, 1949)                               | April 1973 Joined Fujitsu Limited<br>March 2001 Joined Advantest Corporation<br>June 2003 Executive Officer<br>June 2007 Director, Managing Executive Officer<br>June 2009 Corporate Planning and Administration (present position)<br>June 2010 Director, Senior Executive Officer (present position)<br>June 2010 Outside Corporate Auditor of Tera Probe, Inc. (present position) | 3,600                                |
| 6 | Shinichiro Kuroe<br>(March 30, 1959)                           | April 1981 Joined Advantest Corporation<br>June 2005 Executive Officer<br>April 2009 Senior Vice President, Test System Business Group (present position)<br>June 2009 Director, Managing Executive Officer (present position)<br>June 2010 Test System Business (present position)                                                                                                  | 900                                  |
| 7 | Sae Bum Myung<br>(September 16, 1954)<br>(to be newly elected) | April 1989 Joined Advantest Corporation<br>April 2004 Manager, International Sales Department 3, Sales and Marketing Group<br>June 2006 Representative Director and President, Advantest Korea Co., Ltd. (present position)<br>June 2008 Executive Officer (present position)                                                                                                        | 0                                    |

Note:

1. These candidates do not have any special interest in the Company.
2. Messrs. Naoyuki Akikusa and Yasushige Hagio are candidates for outside directors.
3. The Company selected Mr. Naoyuki Akikusa as a candidate, because of his experience in company management, broad insight and deep knowledge of the semiconductor related industry, and the Company believes that he will contribute greatly to its management as an outside director.  
The Company selected Mr. Yasushige Hagio as a candidate, because of his considerable experience and knowledge as a legal specialist, and the Company believes that he will contribute greatly to its management as an outside director.
4. Although Mr. Yasushige Hagio has not been directly involved in the management of a company in the past, because he has been engaged in legal practice as a judge and an attorney-at-law for an extensive period, the Company believes that he will be able to adequately perform his duties as an outside director.
5. Messrs. Naoyuki Akikusa and Yasushige Hagio have served as outside directors of the Company for five years.
6. The Company has entered into an agreement with each of Messrs. Naoyuki Akikusa and Yasushige Hagio, limiting their liabilities as defined in Article 423, Paragraph 1 of the Company Law. The upper limit of liability based on this agreement is the minimum liability as provided in the applicable laws and ordinances.

**Agenda Item No.2 :** Election of two corporate auditors

Upon the closing of this ordinary general meeting of shareholders, the term of office of Messrs. Hitoshi Owada and Jiro Haneda as corporate auditors will expire. At this time, we request that you elect two corporate auditors.

We have obtained the consent of the Board of Corporate Auditors with respect to this agenda item.

The profile of the candidates for corporate auditor is set forth below.

|   | Name<br>(Date of Birth)                                          | Brief personal history and position; and other significant concurrently held positions, if any                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Number of the Company's shares owned |
|---|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1 | Akira Hatakeyama<br>(December 20, 1950)<br>(to be newly elected) | April 1973<br>April 2001<br>June 2005<br>June 2008<br>Joined Advantest Corporation<br>Representative Director and President,<br>Japan Engineering Co., Ltd.<br>Executive Officer<br>Advisor (present position)                                                                                                                                                                                                                                                                                                                                                                               | 12,652                               |
| 2 | Masamichi Ogura<br>(June 30, 1946)<br>(to be newly elected)      | April 1969<br>June 2000<br>June 2002<br>April 2003<br>June 2003<br>June 2004<br>June 2006<br>June 2008<br>Joined Fujitsu Limited<br>Director of Fujitsu Limited<br>Corporate Senior Vice President of Fujitsu Limited<br>Corporate Executive Vice President of Fujitsu Limited<br>Director, Corporate Executive Vice President of Fujitsu Limited<br>Outside Corporate Auditor of FUJITSU GENERAL LIMITED (present position)<br>Representative Director and Corporate Senior Executive Vice President of Fujitsu Limited<br>Standing Corporate Auditor of Fujitsu Limited (present position) | 0                                    |

Note:

1. These candidates do not have any special interest in the Company.
2. Mr. Masamichi Ogura is a candidate for outside corporate auditor.
3. The Company selected Mr. Masamichi Ogura as a candidate, because of his knowledge in finance and accounting from his many years of experience at Fujitsu Limited and his experience in company management, broad insight and deep knowledge of the semiconductor related industry, and is a suitable candidate for outside corporate auditor.
4. The Company plans to enter into an agreement with Mr. Masamichi Ogura, limiting his liabilities as defined in Article 423, Paragraph 1 of the Company Law. The upper limit of liability based on this agreement is the minimum liability as provided in the applicable laws and ordinances.

(Instructions for the Exercise of Voting Rights via the Internet, etc.)

If you choose to exercise your voting rights via the Internet, etc., please read the following instructions before doing so:

(Method of voting via the Internet)

1. Voting rights may be exercised online only by using the website designated by the Company (<http://www.tosyodai54.net>). It may be possible to access this site through Internet access on a mobile phone.  
(Please note that you will need the voting number and password as indicated on the enclosed voting rights exercise form if you want to exercise your voting rights on the Internet.)
2. Any connection charges due to Internet service providers and communication charges due to communication carriers incurred as a result of using the voting website shall be paid by the shareholder.

Note: The following system environment must be satisfied if you use the voting website via the Internet by using a mobile phone:

- (1) Any one of i-mode, EZweb or Yahoo!Keitai services is available.
- (2) The mobile phone must have SSL communication function which enables cryptographic communication.  
(i-mode, EZweb, Yahoo! and Yahoo!Keitai are trademarks or registered trademarks of NTT DOCOMO, Inc., KDDI Co., Ltd., Yahoo! Inc. and Softbank Mobile Corp., respectively.)

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| <p>Please direct inquiries relating to the procedures for voting via the Internet to:<br/>Share registration agent: Tokyo Securities Transfer Agent Co., Ltd.<br/>Phone number: 0120-88-0768 (toll-free number within Japan)<br/>Business hours: 9 a.m. to 9 p.m. (Japan time, excluding Saturdays, Sundays and holidays)</p> |
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[To: Institutional Shareholders]

The Company is a participant in the electronic voting platform operated by ICJ Inc.