

*(The following is an unofficial English translation of the Convocation Notice of the 70th 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, 2012

## **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 70th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 70th ordinary general meeting of shareholders of ADVANTEST CORPORATION (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 25, 2012 (Monday) 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 7.

1. Date and time: June 26, 2012 (Tuesday) 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 70th Fiscal Year (from April 1, 2011 to March 31, 2012) |
| Item No.2: | Matters concerning the results of audit of the Company's consolidated financial statements by the Independent Auditors and the Board of Corporate Auditors                   |

Matters to be resolved:

Agenda Item No.1: Election of eight 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 70th 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 eight directors

Upon the closing of this ordinary general meeting of shareholders, the term of office of all seven directors will expire. In order to reinforce the Company's management lineup, we intent to increase one director. At this time, we request that you elect eight new directors.

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

	Name (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 (April 17, 1948)	April 1973      Joined Advantest Corporation June 1989      Director June 1995      Managing Director June 1999      Senior Managing Director June 2001      Representative Director and President June 2003      Representative Director, President and COO June 2005      Representative Director, President and CEO June 2009      Chairman of the Board and Representative Director (present position)	10,162
2	Haruo Matsuno (February 14, 1960)	April 1984      Joined Advantest Corporation June 2008      Executive Officer June 2009      Representative Director, President and CEO (present position)	11,472
3	Naoyuki Akikusa (December 12, 1938)	April 1961      Joined Fuji Communication Apparatus Mfg. Co., Ltd. (currently Fujitsu Limited) June 1988      Director of Fujitsu Limited June 1991      Managing Director of Fujitsu Limited June 1992      Senior Managing Director of Fujitsu Limited June 1998      Representative Director and President of Fujitsu Limited June 2003      Chairman of the Board and Representative Director of Fujitsu Limited June 2005      Outside Corporate Auditor of Advantest Corporation June 2006      Outside Director of Advantest Corporation (present position) June 2008      Director, Senior Executive Advisor of Fujitsu Limited June 2010      Senior Executive Advisor of Fujitsu Limited (present position)	766

	Name (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 (November 24, 1947)	April 1972 Assistant Judge, Tokyo District Court April 1982 Judge, Tokyo District Court April 1998 Instructor, Legal Training and Research Institute December 2003 Chief of Shizuoka District Court June 2004 Registered as Attorney-at-Law Joined Seiwa Patent & Law (present position) June 2006 Outside Director of Advantest Corporation (present position)	1,807
5	Shinichiro Kuroe (March 30, 1959)	April 1981 Joined Advantest Corporation June 2005 Executive Officer June 2009 Director, Managing Executive Officer (present position) June 2011 Strategic Business (present position) Executive Vice President, Strategic Business Unit (present position)	2,635
6	Sae Bum Myung (September 16, 1954)	April 1989 Joined Advantest Corporation June 2008 Executive Officer June 2011 Director, Managing Executive Officer (present position) Sales and Marketing (present position) Executive Vice President, Sales and Marketing Group (present position)	0
7	Osamu Karatsu (April 25, 1947) (to be newly elected)	April 1975 Joined Nippon Telegraph and Telephone Public Corporation June 1991 Senior Director, LSI Laboratories, Nippon Telegraph and Telephone Corporation June 1997 Director, Advanced Telecommunications Research Institute International April 1999 Principal Consultant, SRI Consulting K.K. April 2000 Chief Executive Director, SRI Japan	0
8	Hiroshi Nakamura (December 4, 1957) (to be newly elected)	April 1981 Joined Advantest Corporation June 2006 Executive Officer June 2009 Managing Executive Officer (present position) June 2010 Executive Vice President, Corporate Administration Group (present position)	5,004

Note:

1. These candidates do not have any special interest in the Company.
2. Messrs. Naoyuki Akikusa, Yasushige Hagio and Osamu Karatsu 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.  
The Company selected Mr. Osamu Karatsu as a candidate, because of his considerable experience and knowledge as a semiconductor 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 six 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 Companies Act. The upper limit of liability based on this agreement is the minimum liability as provided in the applicable laws and ordinances.  
The Company plans to enter into an agreement with Mr. Osamu Karatsu, limiting his liabilities as defined in Article 423, Paragraph 1 of the Companies Act. The upper limit of liability based on this agreement is the minimum liability as provided in the applicable laws and ordinances.
  7. The Company has registered Messrs. Naoyuki Akikusa and Yasushige Hagio as independent directors with the Tokyo Stock Exchange. In addition, the Company also plans to register Osamu Karatsu as an independent director.

**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. Yuri Morita and Megumi Yamamuro 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 (Date of Birth)	Brief personal history and position; and other significant concurrently held positions, if any	Number of the Company's shares owned
1	Megumi Yamamuro (March 8, 1948)	April 1974      Assistant Judge, Tokyo District Court April 1984      Judge, Tokyo District Court April 1988      Instructor, Legal Training and Research Institute April 1997      Judge, Tokyo High Court July 2004      Registered as Attorney-at-Law Joined CAST Law P.C. (currently URYU & ITOGA) (present position) October 2004   Professor, The University of Tokyo Graduate School of Law and Politics June 2005      Outside Corporate Auditor, Fujitsu Limited (present position) June 2006      Outside Corporate Auditor of Advantest Corporation (present position) June 2009      Outside Corporate Auditor, NIFTY Corporation (present position) October 2010   Professor, Nihon University Law School (present position)	724
2	Yuichi Kurita (July 28, 1949) (to be newly elected)	April 1973      Joined Fujitsu Limited March 2001      Joined Advantest Corporation June 2003      Executive Officer June 2007      Director, Managing Executive Officer June 2009      Corporate Planning and Administration (present position) June 2010      Director, Senior Executive Officer (present position)	5,114

Note:

1. These candidates do not have any special interest in the Company.
2. Mr. Megumi Yamamuro is a candidate for outside corporate auditor.
3. The Company selected Mr. Megumi Yamamuro as a candidate, because of his considerable experience and knowledge as a legal specialist, and the Company believes that he is adequate to serve as an outside corporate auditor.
4. Although Mr. Megumi Yamamuro 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 corporate auditor.
5. Mr. Megumi Yamamuro has served as outside corporate auditor of the Company for six years.
6. The Company has entered into an agreement with Mr. Megumi Yamamuro, limiting his liabilities as defined in Article 423, Paragraph 1 of the Companies Act. The upper limit of liability based on this agreement is the minimum liability as provided in the applicable laws and ordinances.
7. The Company has registered Mr. Megumi Yamamuro as an independent auditor with the Tokyo Stock Exchange.

(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.)

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

[To: Institutional Shareholders]

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