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Securities identification code: 6859

June 2, 2016

To our shareholders:

Masaaki Ishida

President

ESPEC CORP.

3-5-6 Tenjinbashi, Kita-ku, Osaka

NOTICE OF THE 63RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to extend our heartfelt sympathy to all those affected by the Kumamoto Earthquake.

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of ESPEC CORP. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or electronic means (Internet), in which case we ask you to please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders.

Guide to Voting

For those attending the General Meeting of Shareholders

[Submit at the venue reception]

Please submit the enclosed voting form at the venue reception on the day of the General Meeting of Shareholders.

For those not attending the General Meeting of Shareholders

[By Post]

Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it by postal mail to reach us no later than 5:00 p.m., Thursday, June 23, 2016 (Japan Standard Time).

[Online]

Please access the dedicated voting site (<http://www.it-soukai.com>) from a computer, smartphone, and other device using the login ID and temporary password printed on the enclosed voting form and follow the instructions on screen to register your approval or disapproval of the proposals by no later than 5:00 p.m., Thursday, June 23, 2016 (Japan Standard Time).

Meeting Details

1. **Date and time:** Friday, June 24, 2016 at 10:00 a.m. (Japan Standard Time)
2. **Venue:** Yae Room 5th floor, Imperial Hotel, Osaka
1-8-50 Temmabashi, Kita-ku, Osaka
3. **Purposes:**
 - Items to be reported:**
 1. Business Report and Consolidated Financial Statements for the 63rd Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
 2. Non-Consolidated Financial Statements for the 63rd Term (from April 1, 2015 to March 31, 2016)
 - Items to be resolved:**
 - Proposal 1:** Appropriation of surplus
 - Proposal 2:** Election of five (5) Directors

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Appropriation of surplus

In addition to recognizing that returning profits to our shareholders is one of our major management challenges, the Company also considers increased shareholder value to be rooted in the perpetual expansion of corporate value, and as such makes it its basic policy to set dividends in light of continuity and dividend payout ratio.

Based on the basic policy described above, the Company would like to set the year-end dividends as follows:

Matters related to year-end dividends

- (1) Allocation of dividend property and total amount thereof
 - 23 yen per common share of the Company
 - Total amount of dividends: 525,754,240 yen
 - Further, the Company paid an interim dividend of 9 yen, so the dividend for the entire fiscal year is 32 yen per share.
- (2) Effective date of distribution of dividends of surplus
 - June 27, 2016

Proposal 2: Election of five (5) Directors

The term of all seven (7) current Directors expires at the close of this General Meeting of Shareholders. In order to further strengthen corporate governance, the Company proposes to include another Outside Director and elect five (5) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)
1	<p>Masaaki Ishida (November 26, 1954)</p> <p>Number of Company shares held: 71,159 shares</p>	<p>April 1977 Joined the Company June 2008 Director June 2009 Managing Director April 2011 President (present position)</p> <p>(Significant concurrent positions outside the Company) Chairman, SHANGHAI ESPEC ENVIRONMENTAL EQUIPMENT CORP. Chairman, ESPEC ENVIRONMENTAL EQUIPMENT (SHANGHAI) CO., LTD. Chairman, ESPEC TEST EQUIPMENT (GUANGDONG) CO., LTD. Director, ESPEC (CHINA) LIMITED</p> <p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of ESPEC CORP.'s operations in the fields of research and development, quality assurance and international operations, etc. Since 2011 he has been demonstrating leadership and leading the Group's growth strategy in his role as President. Further, on the Board of Directors, in addition to appropriately managing proceedings as Chairman, he draws on his wealth of experience and achievements to decide on important matters and oversee the execution of business operations. For these reasons, he has been nominated as a candidate having been deemed fully capable of continuing to fulfill his role as Director.</p>

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)
2	<p>Taneo Shimada (October 15, 1957)</p> <p>Number of Company shares held: 34,346 shares</p>	<p>April 1981 Joined the Company</p> <p>June 2009 Director</p> <p>April 2012 Chief Marketing Officer, in charge of Customer Satisfaction Headquarters (present position)</p> <p>June 2012 Managing Director (present position)</p> <p>April 2016 Senior Executive Officer (present position)</p> <p>In charge of Environmental Test Equipment Headquarters, Maintenance and Support Headquarters, International Business Headquarters (present position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Chairman, ESPEC TEST TECHNOLOGY (SHANGHAI) CO., LTD.</p> <p>Representative Director, ESPEC KOREA CORP.</p> <p>Managing Director, ESPEC SOUTH EAST ASIA SDN.BHD.</p> <p>Representative Director, ESPEC ENGINEERING (THAILAND) CO., LTD.</p> <p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of ESPEC CORP.'s operations in the fields of sales, after-sales service and international operations, etc., and is currently promoting growth strategy as the Group's Chief Marketing Officer. He also draws on his wealth of experience and achievements to decide on important matters and oversee the execution of business operations on the Board of Directors. For these reasons, he has been nominated as a candidate having been deemed fully capable of continuing to fulfill his role as Director.</p>

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)
3	<p>Kunikazu Ishii (May 27, 1958)</p> <p>Number of Company shares held: 25,509 shares</p>	<p>April 1981 Joined the Company June 2009 Director April 2012 Chief Technical Officer (present position) June 2012 Managing Director (present position) April 2016 Senior Executive Officer (present position) In charge of Custom Equipment Headquarters, Test Consulting Services Headquarters, Business Development Headquarters, Development Headquarters (present position)</p> <p>(Significant concurrent positions outside the Company) Director, ESPEC NORTH AMERICA, INC. Director, QUALMARK CORPORATION Director, Real Chambers Corporation</p> <p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of ESPEC CORP.'s operations in the fields of technology and test consulting services, etc., and is currently promoting growth strategy as the Group's Chief Technical Officer. He also draws on his wealth of experience and achievements, to decide on important matters and oversee the execution of business operations on the Board of Directors. For these reasons, he has been nominated as a candidate having been deemed fully capable of continuing to fulfill his role as Director.</p>

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)
4	Nobuo Shiseki (September 10, 1944) Candidate for Outside Director Candidate for Independent Officer Number of Company shares held: 5,415 shares	<p>April 1969 Joined Fujikura Electric Wire Corporation (now Fujikura Ltd.)</p> <p>April 1996 Part-time lecturer, Faculty of Science and Technology, Seikei University</p> <p>July 2002 President, Fujimold Ltd.</p> <p>February 2005 Managing Director, Fujikura Components Ltd.</p> <p>June 2011 Director, ESPEC CORP. (present position)</p> <p>Reasons for nomination as a candidate for Outside Director: In addition to his wealth of insight and experience gained through company management, etc., the candidate is considered to be highly independent and to present no risk of conflict of interest with general shareholders. Further, on the Board of Directors, he provides management advice and oversees the execution of business operations from an independent and objective stance. For these reasons, he has been nominated as a candidate having been deemed fully capable of continuing to fulfill his role as Outside Director.</p>
5	New candidate Hiroyuki Nagano (October 20, 1955) Candidate for Outside Director Candidate for Independent Officer Number of Company shares held: 0 share	<p>April 1978 Joined Matsushita Electric Industrial Co., Ltd. (now Panasonic Corporation)</p> <p>April 2009 President, Panasonic Plasma Display Co., Ltd.</p> <p>April 2012 Specially Appointed Professor, Department of Management of Industry and Technology, Graduate School of Engineering, Osaka University</p> <p>April 2013 Professor, Institute for Research Promotion and Collaboration, University of Hyogo (present position)</p> <p>Reasons for nomination as a candidate for Outside Director: In addition to his wealth of insight and experience gained through company management and research into industry-academia collaboration, etc., the candidate is considered to be highly independent and to present no risk of conflict of interest with general shareholders, and has therefore been nominated as a candidate having been deemed fully capable of continuing to fulfill his role as Outside Director.</p>

Notes:

1. There is no special interest between any of the candidates and the Company.
2. It has been five years since Nobuo Shiseki was appointed as an Outside Director of the Company.
3. The Company has appointed Nobuo Shiseki to the position of Independent Officer, a position required by the Tokyo Stock Exchange, and plans to renew his appointment as an Independent Officer provided that this proposal is passed and he is appointed as an Outside Director. The Company also plans to appoint Hiroyuki Nagano as an Independent Officer provided that this proposal is passed and he is appointed as an Outside Director.
4. The Company has entered into a limited liability agreement with Nobuo Shiseki to ensure that he can fulfill his expected role, and plans to renew the said agreement provided that this proposal is passed and he is appointed as an Outside Director. The Company also plans to enter into a limited liability agreement with Hiroyuki Nagano provided that this proposal is passed and he is appointed as an Outside Director.

The summary of the limited liability agreement is as follows:

- If the said Outside Director incurs liability for damages arising out of failure to perform his duties, his liability shall be limited to the minimum amount provided for in Article 425, Paragraph 1 of the Companies Act.
- The above limitation shall only apply when it is recognized that the Outside Director performed the duties giving rise to such liability in good faith and with no gross negligence.