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Securities identification code: 6859
June 1, 2017

To our shareholders:

Masaaki Ishida
President
ESPEC CORP.
3-5-6 Tenjinbashi, Kita-ku, Osaka

NOTICE OF THE 64TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th 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. on Thursday, June 22, 2017 (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 22, 2017 (Japan Standard Time).

1. Date and Time: Friday, June 23, 2017 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 64th Term (from April 1, 2016 to March 31, 2017), 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 64th Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of five (5) Directors
- Proposal 3:** Election of one (1) Audit & Supervisory Board Member

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

24 yen per common share of the Company

Total amount of dividends: 548,608,080 yen

Further, the Company paid an interim dividend of 12 yen, so the dividend for the entire fiscal year is 36 yen per share.

(2) Effective date of distribution of dividends of surplus

June 26, 2017

Proposal 2: Election of five (5) Directors

The term of all five (5) current Directors expires at the close of this General Meeting of Shareholders. As such, the Company proposes to 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)	Number of Company shares held
1	Masaaki Ishida (November 26, 1954)	<p>Apr. 1977 Joined the Company June 2008 Director June 2009 Managing Director Apr. 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>	71,607 shares
<p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of the Company'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>			
2	Taneo Shimada (October 15, 1957)	<p>Apr. 1981 Joined the Company June 2009 Director Apr. 2012 Chief Marketing Officer, in charge of Customer Satisfaction Headquarters (present position) June 2012 Managing Director (present position) Apr. 2016 Senior Executive Officer (present position), In charge of Environmental Test Equipment Headquarters, Maintenance and Support Headquarters, International Business Headquarters (present position)</p> <p>(Significant concurrent positions outside the Company) Chairman, ESPEC TEST TECHNOLOGY (SHANGHAI) CO., LTD. Representative Director, ESPEC KOREA CORP. Managing Director, ESPEC SOUTH EAST ASIA SDN. BHD. Representative Director, ESPEC ENGINEERING (THAILAND) CO., LTD.</p>	36,581 shares
<p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of the Company'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)	Number of Company shares held
3	Kunikazu Ishii (May 27, 1958)	Apr. 1981 Joined the Company June 2009 Director Apr. 2012 Chief Technical Officer (present position) June 2012 Managing Director (present position) Apr. 2016 Senior Executive Officer (present position), In charge of Custom Equipment Headquarters, Test Consulting Services Headquarters, Business Development Headquarters, Development Headquarters (present position) (Significant concurrent positions outside the Company) Director, ESPEC NORTH AMERICA, INC. Director, QUALMARK CORPORATION	27,667 shares
		<p>Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of the Company'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>	
4	Hiroyuki Nagano (October 20, 1955) Candidate for Outside Director Candidate for Independent Officer	Apr. 1978 Joined Matsushita Electric Industrial Co., Ltd. (now Panasonic Corporation) Apr. 2009 President, Panasonic Plasma Display Co., Ltd. Apr. 2012 Specially Appointed Professor, Department of Management of Industry and Technology, Graduate School of Engineering, Osaka University Apr. 2013 Professor, Institute for Research Promotion and Collaboration, University of Hyogo (present position) June 2016 Director, the Company (present position)	259 shares
		<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>	

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)	Number of Company shares held
5	New candidate Toshiya Kosugi (July 30, 1958) Candidate for Outside Director Candidate for Independent Officer	Apr. 1982	Joined Nippon Electric Company, Limited
		Aug. 1991	Joined McKinsey & Company
		Oct. 1992	Manager, Personnel & General Affairs Department, Uniden Corporation
		Aug. 1994	Director, Human Resources Division, Apple Computer, Inc., Sr. Director, Apple Japan
		May 2010	Representative, Truth, Human Science, and Management Organization Laboratory LLC (present position)
		Apr. 2015	Visiting Professor, Graduate School of Technology Management, Ritsumeikan University (present position)
		June 2015	Outside Director, D-CIRCLE inc. (present position)
		Apr. 2016	Project Professor, Graduate School of Science and Technology, Keio University (present position)
<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 organization management and human resources development at a company, 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 fulfilling 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 one (1) year since Hiroyuki Nagano was appointed as an Outside Director of the Company.
 3. The Company has appointed Hiroyuki Nagano 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 assumes office as an Outside Director. The Company also plans to appoint Toshiya Kosugi as an Independent Officer provided that this proposal is passed and he assumes office as an Outside Director.
 4. The Company has entered into a limited liability agreement with Hiroyuki Nagano to ensure that he can fulfill his expected role, and plans to renew the said agreement provided that this proposal is passed and he assumes office as an Outside Director. The Company also plans to enter into a limited liability agreement with Toshiya Kosugi provided that this proposal is passed and he assumes office 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.

(Reference) Criteria for the Independence of Outside Directors

- (1) The candidate is not a business executor of the ESPEC Group.
- (2) The candidate is not an entity for which the ESPEC Group is a major business partner, or a business executor of said entity.
- (3) The candidate is not a major business partner of the ESPEC Group, or a business executor of said major business partner.
- (4) The candidate is not a recipient of substantial compensation monetarily or in other assets from the ESPEC Group as a consultant, accounting professional, or legal professional (or an employee of corporations, cooperatives and other organizations receiving such compensation), apart from compensation as a director or audit & supervisory board member.
- (5) The candidate was not until recently in infringement of items (1) through (4) above.
- (6) The candidate has no next of kin who was in infringement of items (1) through (5) above.
- (7) The candidate is not a next of kin to an important business executor of the ESPEC Group.
- (8) The candidate is not a next of kin to a person who was until recently in infringement of item (7) above.

Proposal 3: Election of one (1) Audit & Supervisory Board Member

The term of Audit & Supervisory Board Member Tetsuo Yamamoto expires at the close of this General Meeting of Shareholders. As such, the Company proposes to elect one (1) Audit & Supervisory Board Member.

Furthermore, the Company has received the approval of the Audit & Supervisory Board concerning this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career Summary and Position (Significant concurrent positions outside the Company)	Number of Company shares held
<p>Tetsuo Yamamoto (September 3, 1956)</p> <p>Candidate for Outside Audit & Supervisory Board Member</p> <p>Candidate for Independent Officer</p>	<p>Oct. 1979 Passed the national bar examination</p> <p>Apr. 1982 Registered with the Osaka Bar Association</p> <p>Apr. 1984 Partner, Harada & Yamamoto Law Office</p> <p>Apr. 2006 Launched Yamamoto Law Office (present position)</p> <p>June 2013 Audit & Supervisory Board Member, the Company (present position)</p>	<p>822 shares</p>
<p>Reasons for nomination as an Outside Audit & Supervisory Board Member: In addition to his wealth of insight and experience gained as an attorney, 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 Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. It has been four (4) years since Tetsuo Yamamoto was appointed as an Outside Audit & Supervisory Board Member of the Company.
 3. The Company has appointed Tetsuo Yamamoto 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 assumes office as an Outside Audit & Supervisory Board Member. Please refer to page 6 for “Criteria for the Independence of Outside Directors.”
 4. The Company has entered into a limited liability agreement with Tetsuo Yamamoto to ensure that he can fulfill his expected role, and plans to renew the said agreement provided that this proposal is passed and he assumes office as an Outside Audit & Supervisory Board Member. The summary of the limited liability agreement is as follows:
 - If the said Outside Audit & Supervisory Board Member 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 Audit & Supervisory Board Member performed the duties giving rise to such liability in good faith and with no gross negligence.