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Securities identification code: 6859
June 1, 2021

To our shareholders:

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

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 68th Ordinary General Meeting of Shareholders of ESPEC CORP. (the “Company”), which will be held as described below.

To prevent the spread of the novel coronavirus disease (COVID-19), to the extent possible we request that all shareholders exercise their voting rights in advance via postal mail or the Internet, etc.

1. Date and Time: Wednesday, June 23, 2021 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 68th Term (from April 1, 2020 to March 31, 2021), 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 68th Term (from April 1, 2020 to March 31, 2021)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) 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

41 yen per common share of the Company

Total amount of dividends: 945,033,641 yen

Further, the Company paid an interim dividend of 10 yen, so the dividend for the entire fiscal year is 51 yen per share.

(2) Effective date of distribution of dividends of surplus

June 24, 2021

Proposal 2: Election of eight (8) Directors

The term of all eight (8) current Directors expires at the close of this General Meeting of Shareholders. As such, the Company proposes to elect eight (8) Directors.

The candidates for Directors are as follows:

No.	Name	Current Position in the Company	Number of Years in Office as a Director
1	Reelection Masaaki Ishida	President	13 years
2	Reelection Taneo Shimada	Managing Director	12 years
3	Reelection Kazuhiro Suehisa	Director Senior Executive Officer	3 years
4	Reelection Satoshi Arata	Director Senior Executive Officer	3 years
5	Reelection Toshiyuki Hamano	Director Executive Officer	2 years
6	Reelection Kenji Fuchita	Director Executive Officer	2 years
7	Reelection Toshiya Kosugi	Candidate for Outside Director Candidate for Independent Officer	Director 4 years
8	New candidate Akihiko Yanagitani	Candidate for Outside Director Candidate for Independent Officer	— —

- Notes:
1. The tenure as a Director for each candidate is tenure as of the date of this meeting.
 2. There is no special interest between any of the candidates and the Company.
 3. Akihiko Yanagitani is new candidate for Director.
 4. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3 paragraph 1 of the Companies Act with an insurance company. An overview of the policy details is provided on page 8 of the Business Report. If the proposal is passed and the candidates assume office as Directors, they will be included in the insured persons of the insurance policy. Furthermore, the Company plans to renew the insurance policy with the same details at the next renewal date.
 5. The Company has entered into a limited liability agreement with Toshiya Kosugi to ensure that he can fulfill his expected roles, and plans to renew the said agreement provided that this proposal is passed and he assume office as Outside Directors. Further, plans to renew the said agreement provided that this proposal is passed and Akihiko Yanagitani assume office as Outside Directors. 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.

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)	Apr. 1977 Joined the Company June 2008 Director June 2009 Managing Director Apr. 2011 President (present position) (Significant concurrent positions outside the Company) Director, ESPEC (CHINA) LIMITED	72,776 shares
		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.	
2	Taneo Shimada (October 15, 1957)	Apr. 1981 Joined the Company June 2009 Director June 2012 Managing Director (present position) Apr. 2019 In charge of Global Marketing (present position) (Significant concurrent positions outside the Company) President, ESPEC ASSIST CORP. Representative Director, ESPEC ENGINEERING (THAILAND) CO., LTD.	44,383 shares
		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 a person in charge of Global Marketing. 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.	
3	Kazuhiro Suchisa (November 26, 1963)	Apr. 1987 Joined the Company Apr. 2018 Senior Executive Officer (present position) June 2018 Director (present position) Apr. 2021 Chief Officer, Business Development Headquarters (present position) Chief Officer, Production Management Headquarters (present position) (Significant concurrent positions outside the Company) President, ESPEC TEST SYSTEM CORP.	12,647 shares
		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 product development and design, etc., and is currently promoting growth strategy as the Chief Officer of Business Development Headquarters and Chief Officer of Production Management Headquarters. 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.	

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)	Number of Company shares held
4	Satoshi Arata (October 7, 1966)	Apr. 1991 Joined the Company Apr. 2018 Senior Executive Officer (present position) June 2018 Director (present position) Apr. 2019 Chief Officer, Environmental Test Equipment Headquarters (present position) Apr. 2021 Chief Officer, International Business Headquarters (present position) General Manager, Fukuchiyama Plant (Significant concurrent positions outside the Company) Director, ESPEC NORTH AMERICA, INC. Chairman, SHANGHAI ESPEC ENVIRONMENTAL EQUIPMENT CORP. Chairman, ESPEC ENVIRONMENTAL EQUIPMENT (SHANGHAI) CO., LTD. Chairman, ESPEC TEST EQUIPMENT (GUANGDONG) CO., LTD. Director, ESPEC (CHINA) LIMITED	14,424 shares
		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 the China business, etc., and is currently promoting growth strategy as the Chief Officer of Environmental Test Equipment Headquarters, the Chief Officer of International Business Headquarters. 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.	
5	Toshiyuki Hamano (March 8, 1966)	Apr. 1986 Joined the Company Apr. 2014 Chief Officer, Test Consulting Services Headquarters (present position) General Manager, Utsunomiya Technocomplex (present position) Apr. 2016 Executive Officer (present position) June 2019 Director (present position) (Significant concurrent positions outside the Company) Chairman, ESPEC TEST TECHNOLOGY (SHANGHAI) CO., LTD.	7,276 shares
		Reasons for nomination as a candidate for Director: The candidate has primarily committed himself to the development of the Company's operations in the field of test consulting services, etc. He is currently promoting growth strategy as the Chief Officer of Test Consulting Services Headquarters. 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.	
6	Kenji Fuchita (September 18, 1964)	Apr. 1988 Joined the Company Apr. 2016 Executive Officer (present position) Apr. 2019 Chief Officer, Sales Headquarters (present position) In charge of Maintenance and Support Headquarters (present position) June 2019 Director (present position) (Significant concurrent positions outside the Company) Representative Director, ESPEC KOREA CORP.	18,642 shares
		Reasons for nomination as a candidate for Director: The candidate has committed himself to the development of the Company's operations in the fields of Sales, Corporate Planning and Energy Devices, etc., and is currently promoting growth strategy as the Chief Officer of Sales Headquarters and person in charge of Maintenance and Support Headquarters. 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.	

No.	Name (Date of birth)	Career Summary, Position and Responsibilities (Significant concurrent positions outside the Company)	Number of Company shares held
7	<p style="text-align: center;">Toshiya Kosugi (July 30, 1958)</p> <p style="text-align: center;">Candidate for Outside Director</p> <p style="text-align: center;">Candidate for Independent Officer</p>	<p>Apr. 1982 Joined Nippon Electric Company, Limited</p> <p>Aug. 1991 Joined McKinsey & Company</p> <p>Oct. 1992 Manager, Personnel & General Affairs Department, Uniden Corporation</p> <p>Aug. 1994 Director, Human Resources Division, Apple Computer, Inc., Sr. Director, Apple Japan</p> <p>May 2010 Representative, Truth, Human Science & Management Organization Laboratory LLC (present position)</p> <p>Apr. 2016 Project Professor, Graduate School of Science and Technology, Keio University (present position)</p> <p>June 2017 Director, the Company (present position) Outside Director, Fukuoka Financial Group, Inc. / The Bank of Fukuoka, Ltd. (present position)</p> <p>Apr. 2021 Visiting Professor, Business Break Through University (present position)</p>	1,109 shares
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles; 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 continuing to fulfill his role as Outside Director.</p> <p>Matters related to independence: The candidate satisfies the Criteria for the Independence of Outside Officers of the Company established by the Company (listed on pg. 8). The Company has appointed him 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 joint venture company Truth, Human Science & Management Organization Laboratory LLC, where he serves as Representative, had business with the Company in March 2017 equivalent to five hundred thousand yen; however, this amount is less than the base amount stipulated in the Criteria for the Independence of Outside Officers of the Company.</p>			
8	<p style="text-align: center;">New candidate</p> <p style="text-align: center;">Akihiko Yanagitani (June 22, 1955)</p> <p style="text-align: center;">Candidate for Outside Director</p> <p style="text-align: center;">Candidate for Independent Officer</p>	<p>Apr. 1981 Joined Sanyo Special Steel Co., Ltd.</p> <p>June. 2017 Director, Senior Managing Executive Officers, Sanyo Special Steel Co., Ltd.</p> <p>June. 2018 Specially Appointed Professor, University of Hyogo (present position)</p> <p>Jan. 2019 Fellow, Sanyo Special Steel Co., Ltd. (present position)</p> <p>Apr. 2019 Guest Professor, Osaka University (present position)</p>	0 shares
<p>Reasons for nomination as a candidate for Outside Director and overview of expected roles; 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> <p>Matters related to independence: The candidate satisfies the Criteria for the Independence of Outside Officers of the Company established by the Company (listed on pg. 8). The Company has appointed him 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.</p>			

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>New candidate</p> <p>Yasuko Yoshida (November 26, 1976)</p> <p>Candidate for Outside Audit & Supervisory Board Member</p> <p>Candidate for Independent Officer</p>	<p>Oct. 2000 Joined Asahi & Co. (now KPMG AZSA LLC)</p> <p>May. 2004 Registered as a certified public accountant</p> <p>July. 2005 Registered as a certified tax accountant</p> <p> Launched Yoshida Certified Public Accountant Office (present position)</p> <p>Feb. 2019 Outside Audit & Supervisory Board Member, OSAKA ORGANIC CHEMICAL INDUSTRY LTD.</p> <p>May. 2021 Registered as U.S. Certified Public Accountant (State of Washington)</p>	<p>0 shares</p>
<p>Reasons for nomination as candidate for Outside Audit & Supervisory Board Member: In addition to his wealth of insight and experience gained as a certified public accountant, 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> <p>Matters related to independence: The candidate satisfies the Criteria for the Independence of Outside Officers of the Company established by the Company (listed on pg. 8). The Company plans to appoint him to the position of Independent Officer, a position required by the Tokyo Stock Exchange provided that this proposal is passed and he assumes office as an Outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Yasuko Yoshida is a new candidate for Outside Audit & Supervisory Board Member.
 3. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3 paragraph 1 of the Companies Act with an insurance company. An overview of the policy details is provided on page 8 of the Business Report. If the proposal is passed and the candidates assume office as Outside Audit & Supervisory Board Member, Yasuko Yoshida will be included in the insured persons of the insurance policy. Furthermore, the Company plans to renew the insurance policy with the same details at the next renewal date.
 4. The Company plans to enter into a limited liability agreement with Yasuko Yoshida to ensure that she can fulfill his expected role 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.

(Reference) • Overview of directors and officers liability insurance policy

The Company has concluded a directors and officers liability insurance policy as provided under Article 430-3 paragraph 1 of the Companies Act with an insurance company. The insureds under the policy are officers of the Company and its subsidiaries. The Directors and Audit & Supervisory Board Members of the Company bear around 10% of the cost of the premiums (a portion corresponding to the rider providing coverage for shareholder representative lawsuits). In brief, the policy provides coverage by the insurance company for liabilities arising from claims received by the insureds in relation to liabilities they have assumed in the execution of their duties, or the pursuit of such liabilities. The policy is renewed each year.

(Reference) • Criteria for the Independence

The Company shall judge Outside Officers to be independent unless any of the following items apply.

- (1) The party is a business executor of the ESPEC Group*1, or was a business executor of the ESPEC Group during the past 10 years.
- (2) The party is an entity for which the ESPEC Group is a major business partner*2, or a business executor of said entity.
- (3) The party is a major business partner of the ESPEC Group*3, or a business executor of said major business partner.
- (4) The party receives 5 million yen or more per year or other financial compensation, excluding remuneration as a director or audit & supervisory board member, from the ESPEC Group as a consultant, accountant, or lawyer (or an employee of a corporation, cooperative and other organization receiving such compensation).
- (5) The party is a person or corporate business executor receiving contributions or subsidies in the amount of 5 million yen or more per year from the ESPEC Group during the most recent fiscal year.
- (6) The party is a person who falls under 2 through 5 above during the past 3 years.
- (7) The party is the next of kin*5 of a person who falls under 2 through 6 above (limited to important persons*4)

*1. "A business executor" refers to an executive director, executive officer or equivalent party or employee.

*2. "A major business partner" refers to a business partner providing products or services to the ESPEC Group whose transaction amounts exceeded 2% of yearly consolidated net sales in the most recent business year.

*3. "The party is a major business partner of the ESPEC Group" refers to a business partner refers to a business partner which the ESPEC Group provides products or services to whose transaction amounts exceeded 2% of yearly consolidated net sales in the most recent business year.

*4. "Important persons" refers to officers or employees in upper management with a rank of department head or higher.

*5. "Next of kin" refers to a spouse or relative to the second degree.

(Reference) Skill matrix of Directors and Audit & Supervisory Board Members experience and expertise if proposals 2 and 3 are approved.

Name	Current Position in the Company	Outside	Experience and expertise							
			A	B	C	D	E	F	G	H
Masaaki Ishida	President		●	●	●	●				
Taneo Shimada	Managing Director		●	●			●			
Kazuhiro Suehisa	Director Senior Executive Officer		●			●	●			
Satoshi Arata	Director Senior Executive Officer		●	●		●				
Toshiyuki Hamano	Director Executive Officer		●		●	●				
Kenji Fuchita	Director Executive Officer		●				●			
Toshiya Kosugi	Director	●	●					●		
Akihiko Yanagitani	Director	●	●			●				
Kunikazu Ishii	The Standing Audit & Supervisory Board Member		●			●				
Masahiko Tsutsumi	Audit & Supervisory Board Member	●							●	
Takahiro Tanaka	Audit & Supervisory Board Member	●								●
Yasuko Yoshida	Audit & Supervisory Board Member	●							●	

Note: The above list does not cover all of the knowledge and experience of the candidates.

- A. Corporate management
- B. International experience
- C. ESG
- D. Technology development and manufacturing
- E. Sales and marketing
- F. Human resource labor and development
- G. Finance and accounting
- H. Legal affairs