

(Translation)

Notice of the 63rd Ordinary General Meeting of Shareholders

May 27, 2005

Dear Shareholder,

We are pleased to send you this convocation notice for the 63rd ordinary general meeting of shareholders. We have sent resident shareholders in Japan the convocation notice and attached documents in Japanese, which are original and official under the Japanese Commercial Code. Under this Code, there is no obligation to provide materials in languages other than Japanese. However, we have enclosed an English translation for the reference of non-resident shareholders. Please note that the English translation is not complete, but an abridged version highlighting several points that we believe give non-resident shareholders an outline of the meeting agenda. It is not intended to influence shareholders in exercising their voting rights. Unfortunately, at this stage we are only able to provide official documents in Japanese. We ask for your understanding in this matter and thank you for your continued support of the Seiko Epson Corporation.

If you are unable to attend the meeting, please vote by using one of the following methods. Prior to voting, you may wish to review the “Reference Materials relating to Execution of Voting Rights,” which has been provided herein.

Voting by Mail

To vote by mail, please indicate on the enclosed voting form whether you approve or disapprove of each of the proposals, affix your seal and return the completed form to us. The completed form must be received no later than June 23, 2005 (Japan time).

Voting by Internet

To vote by Internet, please log into the shareholders' voting Web site at <http://www.it-soukai.com> or <https://daiko.mizuho-tb.co.jp> to register your approval or disapproval. Voting by Internet must be completed no later than June 23, 2005 (Japan time). Please note that these Internet sites are both in Japanese. We are continuing to explore ways to improve our English service for non-residents. Thank you for your understanding.

Sincerely yours,

Seiji Hanaoka
President and Representative Director
Seiko Epson Corporation
2-4-1 Nishishinjuku, Shinjuku-ku, Tokyo

Description

1. Date and Time: 10:00 a.m., Friday, June 24, 2005 (Japan time)

2. Place: Concord Ballroom
5th Floor, Main Building, Keio Plaza Hotel Tokyo,
2-2-1 Nishishinjuku, Shinjuku-ku, Tokyo

3. Meeting Agenda

- Reporting:
1. Report on operations, balance sheet, and statement of income for the 63rd fiscal year (for the period from April 1, 2004 to March 31, 2005)
 2. Report on consolidated balance sheet and consolidated statement of income for the 63rd fiscal year (from April 1, 2004 to March 31, 2005); and on the reports of the independent public accountants and of the board of statutory auditors regarding the consolidated financial statements for the 63rd fiscal year.

Proposals:

Proposal 1: Approval of proposed appropriation of non-consolidated retained earnings for the fiscal year ended March 31, 2005 (from April 1, 2004 to March 31, 2005)

Proposal 2: Payment of bonuses to directors and statutory auditors for the fiscal year ended March 31, 2005 (from April 1, 2004 to March 31, 2005)

Proposal 3: Award of retirement allowance to retiring directors

The original and official convocation notice and attached documents are written in Japanese. This English translation is an abridged version of the original. In the event of any discrepancy between the original and the English translation, the original (Japanese version) shall prevail and the Company shall bear no responsibility for the discrepancy and results therefrom.

Proposed Appropriation of Non-Consolidated Retained Earnings

	Yen
Unappropriated retained earnings	29,352,794,972
Reserve for special depreciation	776,246,259
	<hr/> 30,129,041,231
To be appropriated as follows:	
Cash dividends (13 yen per share)	2,552,730,739
Reserve for special depreciation	1,541,632,001
Special reserves	19,000,000,000
Earnings carried forward to the next fiscal year	<hr/> 7,034,678,491
	<hr/> 30,129,041,231

Note 1: The reserve for special depreciation is based on the Exceptions to Tax Laws Act. Amounts of reversals from, or additions to, this reserve are the amounts calculated in accordance with the Act from which the amounts of deferred taxes are deducted.

Note 2: Based on a resolution adopted by the Board of Directors at its meeting on October 26, 2004, the Company declared and paid out an interim dividend of 2,552,733,118yen (13 yen per share).

Reference Materials for Exercise of Voting Rights

- | | |
|---|-----------|
| 1. Total number of voting rights held by all shareholders | 1,963,560 |
| 2. Proposals and related items | |

Proposal 1: Approval of proposed appropriation of non-consolidated retained earnings for the fiscal year ended March 31, 2005 (from April 1, 2004 to March 31, 2005)

With respect to the year-end cash dividends on common stock shares for the fiscal year, the Company proposes to pay 26 yen per share (an increase of 8 yen per share from the previous year).

Of this amount, 13 yen was paid out as an interim dividend in December 2004; hence, the year-end dividend will be 13 yen per share.

By applying retained earnings to capital investments and to research and development into new technologies aimed, the Company will continue to strengthen its operational foundations.

Proposal 2: Payment of bonuses to directors and statutory auditors for the fiscal year ended March 31, 2005 (from April 1, 2004 to March 31, 2005)

Bonuses to be paid to directors and statutory auditors are calculated by multiplying the amount of monthly compensation by a certain number determined based on the results of the fiscal year. Accordingly, the Company proposes to pay directors and statutory auditors bonuses of 174,810,000 yen in total at the end of the fiscal year (of which bonuses to statutory auditors amount to 22,770,000 yen).

We request that determination of the specific amounts to be paid to individual Directors and Statutory Auditors be left to the discretion of the Board of Directors and to the discretion of Statutory Auditors, who will be meeting for this purpose.

Proposal 3: Award of retirement allowance to retiring directors

Directors Takeo Kagami and Osamu Kamiwaki will retire at the close of this meeting. The Company proposes to pay them retirement allowances in accordance with the standards adopted by the Company for their contributions during their terms of office.

According to such standards, the amount of the allowance payable to retiring directors is calculated based on the final monthly compensation received for each position held. (In the case in which the recipient served in more than one position, the compensation received in the final month of each position held is used for the calculation.) The amount of the retirement allowance is calculated as a sum of the amounts of compensation received in the final month of each position held multiplied by the number of years served in the respective positions. This is then multiplied by coefficients as determined in the standards mentioned above. The amount of allowance so calculated is subject to a final adjustment that takes into account specific contributions made by retiring directors.

The Company requests that decisions on specific amounts to be paid, dates and methods of presentation, etc., be left to the discretion of the board of directors.

The following is a brief summary of careers of the retiring directors.

Name	Summary of career	
Takeo Kagami	Jun. 1998 Nov. 2004	Director of the Company Managing Director of the Company (current position)
Osamu Kamiwaki	Jun. 2002	Director of the Company (current position)