

(Translation)

Notice of the 67th Ordinary General Meeting of Shareholders

May 28, 2009

Dear Shareholder,

We are pleased to send you this convocation notice for the 67th Ordinary General Meeting of Shareholders. We have sent resident shareholders in Japan the convocation notice and attached documents in Japanese, which were compiled according to the Japanese Corporation Law. Under this law, 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 an abridged version of the complete text, highlighting several points that we believe will 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 no later than 5:00 p.m., Tuesday, June 23, 2009 (Japan time). Prior to voting, you may wish to review the “Reference Materials for General Meeting of Shareholders” document, 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 and return the completed form to us. The completed form must be received no later than 5:00 p.m., Tuesday June 23, 2009 (Japan time).

Voting by Internet

To vote by Internet, please log into the shareholders' voting websites at <http://www.it-soukai.com> or <https://daiko.mizuho-tb.co.jp> to register your approval or disapproval (Japanese only). Voting by Internet must be completed no later than 5:00 p.m., Tuesday June 23, 2009 (Japan time).

Sincerely yours,

Minoru Usui

President

Seiko Epson Corporation
2-4-1 Nishishinjuku, Shinjuku-ku,
Tokyo

Description

1. Date and Time: 10:00 a.m., Wednesday, June 24, 2009 (Japan time)

2. Place: Prince Hall
5th Floor, Annex Tower, Shinagawa Prince Hotel
4-10-30, Takanawa, Minato-ku, Tokyo

3. Meeting Agenda

- Reporting:
1. Report on operations, consolidated financial statements, and on the reports of the accounting auditors and of the board of statutory auditors regarding the consolidated financial statements for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009).
 2. Report on non-consolidated financial statements for the fiscal year ended March 31, 2009 (from April 1, 2008 to March 31, 2009).

Proposals:

Proposal 1: Disposition of Retained Earnings

Proposal 2: Amendments to the Articles of Incorporation

Proposal 3: Election of Ten Directors

4. Convocation rules

- (1) If you exercise your voting rights through diverse means, please notify the Company (or the transfer agent) of the reason for this in writing at least three days before the meeting.
- (2) If you exercise your voting rights in writing on multiple occasions, we will treat the last contact as valid.
- (3) If you exercise your voting rights by Internet on multiple occasions, we will treat the last contact as valid.
- (4) If you exercise your voting rights by both mail and Internet, we will treat the vote by Internet as valid.

5. Notes

- (1) Any revisions to the reference materials for the Ordinary General Meeting of Shareholders, report on operations, consolidated financial statements, and non-consolidated financial statements shall be posted on the Company's website at <http://www.epson.jp/IR/> (Japanese) and http://www.epson.co.jp/e/IR/investor_relations_index.htm (English).

- (2) If attending the meeting in person, please remember to bring the ballot enclosed with these materials and to hand it to a receptionist.
- (3) If you exercise your voting rights by proxy, you should appoint as proxy another shareholder with voting rights in the Company. A written letter of proxy should be brought to the meeting and handed to a receptionist.

* **The Company offers institutional investors access to ICJ Inc.'s electronic voting platform.**

Reference Materials for Ordinary General Meeting of Shareholders

Proposals and related items

Proposal 1: Disposition of Retained Earnings

1. Items Relating to the Year-End Dividend

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.

Of this amount, 19 yen was paid out as an interim dividend in December 2008; hence, the year-end dividend will be 7 yen per share.

(1) Distribution of Dividend

7 yen per share, total amount 1,374,531, 018 yen

(2) Effective Date of Distribution

June 25, 2009

2. Other Items Relating to the Disposition of Retained Earnings

(1) Decreased Retained Earnings

Special Reserve: 121,570,923,787 yen

(2) Increased Retained Earnings

Retained Earnings Carried Forward: 121,570,923,787 yen

Proposal 2: Amendments to the Articles of Incorporation

1. Reasons for amendments

With the enforcement of “the Law Partially Amending the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the purpose of Streamlining of Trades of Stocks, Etc.”(Law No.88 of 2004; hereinafter, the “Streamlining Settlement Law”) on January 5, 2009, stocks of listed companies were transferred to the transfer system (stock certificate computerization).

Consequently, the Company will make formal amendments to this effect, including deletion of the regulations to which existence of stock certificate is required, adjusting the numbering of articles, and establishing supplementary provisions in the Articles of Incorporation.

According to Article 6 clause 1 of the “Streamlining Settlement Law” of January 5, 2009, it has been legally determined that the current Article 8 shall be repealed.

2. Substance of amendments

The proposed amendments are as follows:

(Amended parts are indicated by underlining)

Current Articles	Proposed Amendment
<p>CHAPTER II SHARES</p> <p><u>Article 8.(Issuance of Share Certificates)</u></p> <p><u>1. The Company shall issue share certificates for its shares.</u></p> <p>Article <u>9.</u>(Number of shares to constitute a unit share and <u>non-issuance of fractional unit share certificates</u>)</p> <p>1.Provisions omitted</p> <p>2.<u>Notwithstanding the foregoing the Company may elect not to issue a share certificate for shares constituting less than one voting unit(“Less- than- One- Voting- Unit Shares”)</u></p> <p>Article <u>10.</u>(The right of fractional unit share of the Company)</p>	<p>CHAPTER II SHARES</p> <p>(Deleted)</p> <p>Article <u>8.</u>(Number of shares to constitute a unit share)</p> <p>1. Text unchanged.</p> <p>2. Deleted</p> <p>Article <u>9.</u> (The right of fractional unit share of the Company)</p>

<p>1. Shareholders (<u>including beneficial shareholders; the same applies hereinafter</u>) can't exercise the right about the fractional unit share of the Company other than the following rights. (1)~(3) provisions omitted</p> <p>Article<u>11</u>. (Share handling rules) 1.Provisions omitted</p> <p>Article<u>12</u>. (Agent to manage shareholders registry) 1.Provisions omitted 2.Provisions omitted 3. The preparation and keeping of the Company's shareholder register (<u>including the register of beneficial shareholders; the same shall apply hereinafter</u>) , <u>register of lost share certificates</u> and list of share purchase warrants, and other administrative works related to shareholder register, <u>register of lost share certificates</u> and list of share purchase warrants shall be entrusted to the agent to manage shareholders registry and shall not be handled by the Company itself.</p> <p>(Newly added)</p>	<p>1. Shareholders can't exercise the right about the fractional unit share of the Company other than the following rights. (1)~(3) Unchanged</p> <p>Article<u>10</u>. (Share handling rules) 1.Unchanged</p> <p>Article<u>11</u>. (Agent to manage shareholders registry) 1.Unchanged 2.Unchanged 3. The preparation and keeping of the Company's shareholder register <u>and</u> list of share purchase warrants, and other administrative works related to shareholder register, <u>and</u> list of share purchase warrants shall be entrusted to the agent to manage shareholders registry and shall not be handled by the Company itself.</p> <p>Hereafter, the number of articles is advanced.</p> <p><u>Supplementary provisions</u> <u>Article1. The preparation and keeping of the register of lost share certificates and other administrative works related thereto shall be entrusted to the agent to manage shareholders registry and shall not be handled by the Company itself.</u></p> <p><u>Article2. The provisions of the preceding Article 1 and this Article2 shall be effective until January 5, 2010, and shall be deleted as of January 6, 2010.</u></p>
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Proposal 3: Election of Ten Directors

The terms of office of nine directors will end at the close of this meeting. The Company proposes to appoint ten directors.

Candidates for the director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, title, and other representative directorships		Shares of the Company's stock owned
1	Seiji Hanaoka (Sep. 28, 1947)	Apr. 1970	Joined the Company	32,200
		Jun. 1995	Director of the Company	
		Jul. 1996	Executive Vice President, Epson America, Inc.	
		Jun. 1999	Managing Director of the Company	
		Apr. 2002	Senior Managing Director of the Company	
		Apr. 2003	Executive Vice-President of the Company	
		Apr. 2005	President of the Company	
		Jun. 2008	Chairman of the Company (current position)	
2	Yasuo Hattori (Apr. 30, 1940)	Sep. 1985	Director of the Company	7,150,406
		Sep. 1987	Director and Adviser of the Company	
		Jun. 1994	Executive Vice-President of the Company	
		Jun. 1995	Vice-Chairman of the Company (current position)	
			Representative status of other companies	
			Representative Director, Sun Kikaku Kabushiki Kaisha Representative Director, Aoyama Kigyo Kabushiki Kaisha	
3	Minoru Usui (Apr. 22, 1955)	Nov. 1979	Joined Shinshu Seiki Co., Ltd. (now the Company)	16,700
		Jun. 2002	Director of the Company	
		Oct. 2007	Managing Director of the Company	
		Jun. 2008	President of the Company (current position)	
4	Masayuki Morozumi (Aug. 28, 1947)	Apr. 1968	Joined the Company	24,700
		Jun. 1998	Director of the Company	
		Apr. 2002	Managing Director of the Company	
		Nov. 2004	Senior Managing Director of the Company (current position)	
		Oct. 2008	General Administrative Manager of the Production Strategy Division (current position)	
5	Kenji Kubota (Dec. 4, 1953)	Apr. 1977	Joined the Company	15,700
		Jun. 2001	Director of the Company	
		Apr. 2003	Managing Director of the Company (current position)	
		Oct. 2008	General Administrative Manager of the Corporate Strategy Division. (current position)	
6	Seiichi Hirano (Dec. 11, 1954)	Apr. 1977	Joined Shinshu Seiki Co., Ltd. (now the Company)	9,400
		Jun. 2002	Director of the Company	
		Jun. 2006	Executive Officer of the Company	
		Jun. 2007	President of the Epson Sales Japan Corporation (current position)	
		Oct. 2007	Managing Executive Officer of the Company	
		Jun. 2008	Managing Director of the Company (current position)	
		Apr. 2009	General Administrative Manager of the Global Sales & Marketing Planning Division (current position)	

Candidate No.	Name (Date of Birth)	Summary of career, title, and other representative directorships		Shares of the Company's stock owned
7	Toru Oguchi (Oct .2,1950)	Apr. 1971	Joined the Company	9,400
		Jun. 2006	Executive Officer of the Company	
		Oct. 2007	Managing Executive Officer of the Company	
		Jun. 2008	Managing Director of the Company (current position)	
		Apr. 2009	General Administrative Manager of the Corporate Research & Development Division (current position)	
8	Akihiko Sakai (Jan. 1, 1954)	Nov. 1984	Joined the Company	3,500
		Jun. 2006	Executive Officer of the Company	
		Jun. 2008	Director of the Company (current position)	
		Oct. 2008	Deputy Chief Operating Officer of the Imaging Products Operations Segment and General Administrative Manager of the Imaging Products Business Planning & Management Office (current position)	
9	Torao Yajima (Jul .24,1950)	Apr. 1971	Joined the Company	11,200
		Apr. 1997	Chief Operating Officer of the System Device Operations Division	
		Jun. 2000	Director of the Company	
		Apr. 2003	Managing Director of the Company	
		Jun. 2006	Managing Executive Officer of the Company (current position) President of the Tohoku Epson Corp. (current position)	
		Apr. 2009	General Administrative Manager of the Electronic Devices Business General Center (current position)	
10	Tadaaki Hagata (Dec .1,1957)	Apr. 1983	Joined Shinshu Seiki Co., Ltd. (now the Company)	1,300
		Nov. 2005	Chief Operating Officer of the Imaging Products Operations Segment	
		Jun. 2008	Executive Officer of the Company (current position)	
		Oct. 2008	Chief Operating Officer of the Imaging Products Operations Segment and Chief Operating Officer of the Imaging & Information Operations Division (current position)	

Note 1: No candidate is involved in activities that potentially conflict with the Company.