

(Translation)

Notice of the 68th Ordinary General Meeting of Shareholders

May 26, 2010

Dear Shareholder,

We are pleased to send you this convocation notice for the 68th 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., Monday, June 21, 2010 (Japan time). Prior to voting, you may wish to review the “Reference Materials for the Ordinary 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., Monday June 21, 2010 (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., Monday June 21, 2010 (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., Tuesday, June 22, 2010 (Japan time)

2. Place: Rose Room
9th Floor, Tokyo Kaikan,
3-2-1, Marunouchi, Chiyoda-ku, Tokyo

3. Meeting Agenda

- Reporting:
1. Report on the business reports, the consolidated financial statements and 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, 2010 (from April 1, 2009 to March 31, 2010).
 2. Report on the non-consolidated financial statements for the fiscal year ended March 31, 2010 (from April 1, 2009 to March 31, 2010).

Proposals:

- Proposal 1: Appropriation of surplus
- Proposal 2: Election of Ten Directors
- Proposal 3: Election of a Statutory Auditor

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 the business reports, the consolidated financial statements, and the non-consolidated financial statements shall be posted on the Company's website at <http://www.epson.jp/IR/> (Japanese) and <http://global.epson.com/IR/> (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 the Ordinary General Meeting of Shareholders

Proposals and related items

Proposal 1: Appropriation of surplus

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 10 yen per share. An interim dividend was not paid out in the fiscal year ended March 31, 2010.

(1) Distribution of Dividend

10 yen per share, total amount 1,997,953, 000 yen

(2) Effective Date of Distribution

June 23, 2010

Proposal 2: Election of Ten Directors

The terms of office of ten 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, position, and significant concurrent positions held at other companies	Shares of the Company's stock owned
1	Seiji Hanaoka (Sep. 28, 1947)	Apr. 1970 Joined the Company 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) Important concurrent positions held at other companies President, SE Gakuen, an incorporated educational institution President, Epson International Scholarship Foundation, an incorporated foundation	39,600
2	Yasuo Hattori (Apr. 30, 1940)	Sep. 1985 Director of the Company 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) Important concurrent positions held at other companies Representative Director, Aoyama Kigyo Kabushiki Kaisha Representative Director, Sun Kikaku Kabushiki Kaisha	7,154,506

3	Minoru Usui (Apr. 22, 1955)	Nov. 1979 Jun. 2002 Oct. 2007 Jun. 2008	Joined Shinshu Seiki Co., Ltd. (now the Company) Director of the Company Managing Director of the Company President of the Company (current position)	24,900
4	Masayuki Morozumi (Aug. 28, 1947)	Apr. 1968 Jun. 1998 Apr. 2002 Nov. 2004 Apr. 2010	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director of the Company (current position) General Administrative Manager of the Business Infrastructure Improvement Division and Chief Operating Officer of Precision Products Operations Segment (current position)	27,800
5	Kenji Kubota (Dec. 4, 1953)	Apr. 1977 Jun. 2001 Apr. 2003 Oct. 2008	Joined the Company Director of the Company Managing Director of the Company (current position) General Administrative Manager of the Corporate Strategy Division (current position)	19,900
6	Torao Yajima (Jul .24,1950)	Apr. 1971 Jun. 2000 Apr. 2003 Jun. 2006 Jun. 2009 Apr. 2010	Joined the Company Director of the Company Managing Director of the Company Managing Executive Officer of the Company Managing Director of the Company (current position) Chief Operating Officer of Electronic Devices Operations Segment (current position)	13,700
7	Seiichi Hirano (Dec. 11, 1954)	Apr. 1977 Jun. 2002 Jun. 2006 Jun. 2007 Oct. 2007 Jun. 2008 Apr. 2009	Joined Shinshu Seiki Co., Ltd. (now the Company) Director of the Company Executive Officer of the Company President of the Epson Sales Japan Corporation (current position) Managing Executive Officer of the Company Managing Director of the Company (current position) General Administrative Manager of the Global Sales & Marketing Planning Division (current position)	11,500

Candidate No.	Name (Date of Birth)	Summary of career, title, position, and significant concurrent positions held at other companies		Shares of the Company's stock owned
8	Tadaaki Hagata (Dec .1,1957)	Apr. 1983	Joined Epson Corporation (now the Company)	2,900
		Jun. 2008	Executive Officer of the Company	
		Jun. 2009	Director of the Company (current position)	
		Apr. 2010	Chief Operating Officer of the Imaging Products Operations Segment (current position)	
9	Noriyuki Hama (Jul. 6, 1954)	Apr. 1978	Joined the Company	10,300
		Jun. 2003	Director of the Company	
		Jun. 2006	Executive Officer of the Company (current position)	
		Nov. 2008	Chairman of Epson Europe B.V. (current position)	
		Apr. 2010	General Administrative Manager of the Human Resources Division (current position)	
10	Yoneharu Fukushima (Jan .17,1954)	Feb. 1982	Joined the Company	7,300
		Jun. 2009	Executive Officer of the Company (current position)	
		Apr. 2010	Deputy General Administrative Manager of Corporate Research & Development Division (current position)	

Note 1: Seiji Hanaoka is President of SE Gakuen, an incorporated educational institution and President of Epson International Scholarship Foundation, an incorporated foundation. The Company makes contributions to these entities.

Note 2: No other candidate is involved in activities that potentially conflict with the Company.

Proposal 3: Election of a Statutory Auditor

Statutory Auditor Masayoshi Shindo will retire from his position at the close of this meeting. The Company proposes to appoint a statutory auditor. The candidate for the statutory auditor position is as follows.

Name (Date of Birth)	Summary of career, title, and significant concurrent positions held at other companies		Shares of the Company's stock owned
Toru Oguchi (Oct. 2, 1950)	Apr. 1971	Joined the Company	11,300
	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 Corporate Research & Development Division (current position)	

Note 1: The candidate is not involved in activities that potentially conflict with the Company.