

(Note) This document has been translated from the Japanese original for reference purposes only. If there is any discrepancy between the Japanese original and the translated document, the original Japanese document shall prevail.

SEIKO EPSON CORPORATION ARTICLES OF INCORPORATION

Chapter 1: General Provisions

Article 1 Trade Name

1. The name of the Company is SEIKO EPSON KABUSHIKI KAISHA and in English is SEIKO EPSON CORPORATION or S. EPSON CORPORATION (“the Company”).

Article 2 Purposes

1. The purposes of the Company shall be to engage in the following businesses:
 - (1) Manufacturing and sales of electronic machinery and equipment, telecommunication machinery and equipment and electronic application machinery equipment, etc., and parts and accessories thereof;
 - (2) manufacturing and sales of industrial machinery and equipment, office machinery and equipment, etc., and parts and accessories thereof;
 - (3) manufacturing and sales of timepieces and eyewear, etc., and parts and accessories thereof;
 - (4) manufacturing and sales of measuring machinery and equipment, optical machinery and equipment and medical machinery and equipment, etc.;
 - (5) manufacturing and sales of electronic parts;
 - (6) creating and sales of software for computers and peripheral equipment;
 - (7) repair and maintenance services related to products in each of the above items;
 - (8) collecting, refurbishing and remanufacturing products stated in items (1) through (6) above and secondhand goods business under the Secondhand Goods Business Act;
 - (9) information processing and information provision services;
 - (10) business related to travel, nonlife insurance agency and life insurance underwriting, general leasing, and administration, rental and intermediation of real estate;
 - (11) collection, transportation, recycling and disposal of industrial waste and general waste;
 - (12) manufacturing and sales of toxic and hazardous substances;
 - (13) generating, supplying and sales related to renewable electricity; and
 - (14) any business incidental or related to each of the foregoing items.

Article 3 Location of Head Office

1. The head office of the Company is located in Shinjuku-ku, Tokyo.

Article 4 Governing Bodies

1. The Company shall be governed by the General Meeting of Shareholders and by its Directors. In addition, the Company shall establish the following governing bodies:
 - (1) Board of Directors
 - (2) Audit & Supervisory Committee
 - (3) Financial Auditors

Article 5 Method of Public Notice

1. The Company shall publish its public notices electronically. If accidents or other unavoidable circumstances prevent it from doing so, it shall publish its notifications in the daily newspaper, “Nihon Keizai Shimbun.”

Chapter 2: Shares

Article 6 Total Number of Authorized Shares

1. The Company shall be authorized to issue a total of one billion, two hundred fourteen million, nine hundred sixteen thousand, seven hundred thirty-six (1,214,916,736) shares.

Article 7 Acquisition of Treasury Shares

1. By resolution of its Board of Directors, the Company shall be able to acquire treasury shares through market transactions or other means.

Article 8 Shares Constituting One Share Unit

1. The number of shares constituting one share unit of shares of the Company shall be one hundred (100) shares.

Article 9 Rights relating to Shareholdings of less than One Share Unit

1. The Company’s shareholders shall not exercise rights other than the following with respect to fractional share units.
 - (1) Rights provided for under Article 189, Paragraph 2 of the Companies Act
 - (2) Rights of demand provided for under Article 166, Paragraph 1 of the Companies Act
 - (3) Rights to allocations of shares in stock offerings and to allocations of subscription warrants that are proportional to the number of shares held by the shareholder

Article 10 Share Handling Regulations

1. The handling and fees related to the Company's shares for such handling shall be determined in accordance with applicable laws and ordinances, these Articles of Incorporation, and rules for the handling of shares, which shall be set forth by the Board of Directors.

Article 11 The Shareholder Registry Administrator

1. The Company shall appoint an administrator to manage the shareholder register.
2. The selection of the administrator to manage the shareholder register and the location of its office shall be determined by resolution of the Board of Directors.
3. All matters relating to the preparation, keeping and other handling of the Company's shareholder register and the original register of new stock acquisition rights shall be entrusted to this administrator; the Company shall not handle any of the foregoing.

Chapter 3: General Meeting of Shareholders

Article 12 Convocation

1. The Company's Ordinary General Meeting of Shareholders shall be convened every June; extraordinary General Meeting of Shareholders shall be convened whenever necessary.
2. The Company's General Meeting of Shareholders may be held without a designated location.

Article 13 Record Date for the Company's Ordinary General Meeting of Shareholders

1. The record date for voting rights at the Company's Ordinary General Meeting of Shareholders shall be March 31st of each year.

Article 14 Person Authorized to Convene the General Meeting and Chairperson

1. The President shall convene and chair the General Meeting of Shareholders.
2. In the event that the President is unable to act, another Director selected according to an order determined beforehand by the Board of Directors shall convene and chair the General Meeting.

Article 15 Electronic Provision of Reference Materials for the General Meeting of Shareholders, etc.

1. When convening the General Meeting of Shareholders, the Company shall take measures for electronic provision under Article 325-2 of the Companies Act.

Article 16 Limitation on Scope of Documents to Be Delivered to Shareholders Requesting

Delivery of Written Documents

1. The Company may choose not to include all or part of the items prescribed in the Ordinance of the Ministry of Justice for which it takes the measures set forth in the foregoing Article, in documents to be delivered to shareholders who request delivery of written documents under Article 325-5, Paragraph 1 of the Companies Act by the record date for voting rights.

Article 17 Method of Adopting Resolutions

1. Unless otherwise prescribed by laws or ordinances or by these Articles of Incorporation, resolutions of the General Meeting of Shareholders shall be made by the majority of votes of the shareholders present and entitled to vote.
2. Resolutions prescribed under Article 309, Paragraph 2 of the Companies Act shall require that one-third or more of shareholders entitled to vote be present, and shall require a two-thirds majority of votes of those present to pass.

Article 18 Vote by Proxy

1. Shareholders may exercise their voting rights by appointing one (1) other shareholder with voting rights in the Company as a proxy.
2. In such case, the shareholder or the proxy must submit to the Company a document proving their right of proxy for each General Meeting of Shareholders.

Chapter 4: Directors and Board of Directors

Article 19 Number of Directors

1. The number of Directors other than Directors who are Audit & Supervisory Committee Members (hereinafter, "Directors who are not Audit & Supervisory Committee Members") of the Company shall not exceed nine (9).
2. The number of the Directors who are Audit & Supervisory Committee Members of the Company shall not exceed five (5).

Article 20 Method of Electing Directors

1. A Director shall be elected by a resolution of the General Meeting of Shareholders.
2. The election of Directors provided in the foregoing Paragraph shall distinguish between Directors who are Audit & Supervisory Committee Members and Directors who are not Audit & Supervisory Committee Members.
3. Resolutions for the election of Directors shall require that one-third or more of shareholders entitled to vote be present, and shall require a majority vote of those present to pass.

4. Cumulative voting, however, shall not be allowed.

Article 21 Term of Office

1. The term of office of Directors who are not Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year that ends within one (1) year of such Directors' election.
2. The term of office of Directors who are Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the final fiscal year that ends within two (2) years of such Directors' election.
3. The term of office of Directors who are Audit & Supervisory Committee Members elected to fill a vacancy caused by the resignation of Directors who are Audit & Supervisory Committee Members prior to the expiry of such Directors' term of office shall expire at the time the term of office of their predecessor expires.
4. The election of substitutes for Directors who are Audit & Supervisory Committee Members shall be effective up to the beginning of the Ordinary General Meeting of Shareholders for the final fiscal year that ends within two (2) years of such Directors' election.

Article 22 Representative Directors

1. The Board of Directors shall appoint the Representative Directors from among Directors who are not Audit & Supervisory Committee Members by its resolution.

Article 23 Convocation Notice for Board of Directors Meeting

1. The notice of convocation for Board of Directors meetings shall be delivered to each Director at least three (3) days in advance; provided, however, that such period of advance notice may be shortened in case of an emergency.
2. Board of Directors meetings may be convened without the Company's convocation procedures with the unanimous consent of the Directors.

Article 24 Omission of Resolution of the Board of Directors

1. When the Company satisfies requirements prescribed under Article 370 of the Companies Act, the Board of Directors shall be deemed to have adopted a resolution.

Article 25 Delegation of decision-making on important business executions

1. The Company may, by resolution of the Board of Directors, delegate to Directors all or part of the authority of decision-making on important business executions (excluding matters listed in each Item of Article 399-13, Paragraph 5 of the Companies Act).

Article 26 Person Authorized to Convene and Chairperson of Board of Directors Meetings

1. Unless otherwise provided for under applicable laws and ordinances, a Director (as determined beforehand by the Rules of the Board of Directors) shall convene and chair the Board of Directors Meetings.
2. If the Director of the foregoing Paragraph is unable to act, another Director appointed according to an order determined beforehand by the Board of Directors shall convene and chair the meeting.
3. Notwithstanding the foregoing two Paragraphs, Audit & Supervisory Committee Members appointed by the Audit & Supervisory Committee may convene the Board of Directors Meetings.

Article 27 Honorary Chairperson, Senior Corporate Advisors and Corporate Advisors

1. The Board of Directors may by resolution appoint several each of Honorary Chairperson, Senior Corporate Advisors and Corporate Advisors.

Article 28 Exemption from Directors' Liabilities

1. By resolution of the Board of Directors, the Company may exempt Directors (including former Directors) from liability for damages as defined under Article 423, Paragraph 1 of the Companies Act if conditions stipulated under Article 426, Paragraph 1 of the Companies Act apply. In such instances, the Company may exempt such Directors up to an amount that is derived by deducting the minimum amount of liability required under applicable laws and ordinances from the amount of liability for damages.
2. If conditions stipulated under Article 427, Paragraph 1 of the Companies Act apply, the Company may conclude a contract with Directors (excluding those who are Executive Directors, etc. provided in Article 2, Item 15-(a)) limiting their liability for damages as defined under Article 423, Paragraph 1 of the Companies Act. This is provided, however, that the Company may limit such liability for damages only to the extent provided for under applicable laws and ordinances.

Chapter 5: Audit & Supervisory Committee

Article 29 Convocation Notice for Audit & Supervisory Committee Meeting

1. The notice of convocation for Audit & Supervisory Committee meetings shall be delivered to each Audit & Supervisory Committee Member at least three (3) days in advance; provided, however, that such period of advance notice may be shortened in case of an emergency.
2. An Audit & Supervisory Committee meeting may be convened without the Company's convocation procedures with the unanimous consent of the Audit & Supervisory Committee Members.

Chapter 6: Accounts

Article 30 Fiscal Year

1. The Company's fiscal year shall be one (1) year, from April 1st to March 31st of each year.

Article 31 Dividends of Surplus

1. By resolution of the General Meeting of Shareholders, the Company shall pay dividends of surplus to shareholders or stock pledgees who are entered or registered in the final shareholder registry, as of March 31st of each year.

Article 32 Interim Dividends

1. By resolution of the Board of Directors, the Company may pay an interim dividend to shareholders or stock pledgees who are entered or registered in the final shareholder registry, as of September 30th of each year.

Article 33 Statute of Limitations on Dividend Payment, etc.

1. The Company shall be exempt from the duty to pay dividends or interim dividends of surplus if they are not claimed after three (3) full years have elapsed from the commencement date of dividend payment.

Supplementary Provisions

Article 1 (Transitional Measures for Exemption from Liabilities of Audit & Supervisory Board Members Prior to Transition to a Company with an Audit & Supervisory Committee)

1. The exemption of liabilities of the acts of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) provided in Article 423, Paragraph 1 of the Companies Act and liability limitation agreements concluded with Outside Audit & Supervisory Board Members prior to the conclusion of the Ordinary General Meeting of Shareholders for the fiscal year ending on March 31, 2016 shall remain in accordance with Article 32 of the Articles of Incorporation prior to the amendments effective from the conclusion of the aforementioned Ordinary General Meeting of Shareholders.