

(Translation)

Notice of the 71st Ordinary General Meeting of Shareholders

May 29, 2013

Dear Shareholder,

We are pleased to send you this convocation notice for the 71st 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, 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 6:00 p.m., Friday, June 21, 2013 (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 6:00 p.m., Friday June 21, 2013 (Japan time).

Voting by Internet

To vote by Internet, please log into the shareholders' voting websites at <http://www.evotep.jp/> to register your approval or disapproval (Japanese only). Voting by Internet must be completed no later than 6:00 p.m., Friday June 21, 2013 (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., Monday, June 24, 2013 (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, 2013 (from April 1, 2012 to March 31, 2013).
 2. Report on the non-consolidated financial statements for the fiscal year ended March 31, 2013 (from April 1, 2012 to March 31, 2013).

Proposals : Proposal 1: Appropriation of Surplus

Proposal 2: Election of Nine 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 20 yen per share. Of this amount, 13 yen was paid out as an interim dividend in December 2012; hence, the year-end dividend will be 7 yen per share.

(1) Type of Dividend Property

Cash

(2) Distribution of Dividend

7 yen per share, total amount 1,252,244,896 yen

(3) Effective Date of Distribution

June 25, 2013


Proposal 2: Election of Nine Directors




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


The candidates have been nominated after deliberation by the Nomination Committee in accordance with selection criteria predetermined by the board of directors. The outside director candidate is compliant with the “Standard of Outside Officers’ Independence” (please refer to page 8).

The candidates for the director positions are as follows: (“*” indicates a newly nominated candidate.)

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	 Minoru Usui (April 22, 1955)	Nov. 1979 Joined Shinshu Seiki Co., Ltd. (now the Company) Jun. 2002 Director of the Company Oct. 2007 Managing Director of the Company Jun. 2008 Representative Director and President of the Company (current position)	61,300

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
2	 Kenji Kubota (Dec. 4, 1953)	Apr. 1977 Joined the Company Jun. 2001 Director of the Company Apr. 2003 Managing Director of the Company Jun. 2010 Representative Director of the Company (current position), Senior Managing Director of the Company Apr. 2011 Senior Managing Director of the Company (current position) Apr. 2013 Chief Compliance Officer of the Company (current position) General Administrative Manager of the Management Control Division and Compliance Office of the Company (current position)	38,200
3	 Seiichi Hirano (Dec. 11, 1954)	Apr. 1977 Joined Shinshu Seiki Co., Ltd. (now the Company) Jun. 2002 Director of the Company Jun. 2006 Executive Officer of the Company Jun. 2007 Representative Director and 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)	20,700
4	 Noriyuki Hama (July 6, 1954)	Apr. 1978 Joined the Company Jun. 2003 Director of the Company Jun. 2006 Executive Officer of the Company Apr. 2010 General Administrative Manager of Human Resources Division (current position) Jun. 2010 Director of the Company Jun. 2012 Managing Director of the Company (current position)	23,300
5	 Masataka Kamiyanagi (Oct. 29, 1952)	Apr. 1975 Joined the Company Jun. 2000 Administrative Officer of the Company Apr. 2003 General Administrative Manager of Intellectual Property Division (current position) Jun. 2006 Executive Officer of the Company Oct. 2007 Managing Executive Officer of the Company (current position)	18,900

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
6	 Yoneharu Fukushima (Jan. 17, 1954)	Feb. 1982 Joined the Company Jun. 2009 Executive Officer of the Company Jun. 2010 Director of the Company (current position) Jun. 2010 General Administrative Manager of Corporate Research & Development Division (current position)	14,700
7	 Koichi Kubota (Apr. 3, 1959)	Apr. 1983 Joined Epson Corporation (now the Company) Jun. 2010 Executive Officer of the Company Oct. 2011 Chief Operating Officer of Visual Products Operations Division (current position) Jun. 2012 Director of the Company (current position)	8,300
8	 Shigeki Inoue (Oct. 10, 1955)	Apr. 1979 Joined the Company Jun. 2011 Executive Officer of the Company Jun. 2012 Director of the Company (current position) Apr. 2013 Deputy General Administrative Manager of Business Infrastructure Development Division (Corporate Planning Dept.)	4,900

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
	 Toshiharu Aoki (Mar. 21, 1939) Outside Director Candidate	Jun. 1997 Representative Director and Vice President of Nippon Telegraph and Telephone Corporation	
		Jun. 1999 Representative Director and President of NTT Data Corporation	
		Jun. 2003 Executive Advisor and Director of NTT Data Corporation	
		Jun. 2005 Executive Advisor of NTT Data Corporation	
		Jun. 2009 Senior Advisor of NTT Data Corporation	
		Jun. 2012 Director of the Company (current position)	
	Reason for nominating Toshiharu Aoki as an outside director Toshiharu Aoki has considerable insight and a wealth of experience as a chief executive, and is therefore qualified as a candidate.		
9	Independence of duties Mr. Aoki was vice president of Nippon Telegraph and Telephone Corporation and President of NTT Data Corporation. The Company has had no business transactions with Nippon Telegraph and Telephone Corporation in the past three years. Although the Company outsources to NTT Data Corporation work such as building internal information systems, NTT Data Corporation is not comparable to "a contractor which depends largely on the Company" or a "major customer of the Company" prescribed in the "Standard of Outside Officers' Independence." The Company has registered Mr. Aoki as an independent director with the Tokyo Stock Exchange. If this proposal is approved, he will again be appointed as an independent director. Period spent as an outside director At this meeting one year will have passed since his initial appointment.		1,900

Note 1: The Candidates are not involved in activities that potentially conflict with the Company.

Note 2: Responsibility limitation contract with outside director candidates

The Company has concluded a contract with the outside director regarding the limit of liability for damages under the Companies Act based on article 26 clause 2 of the Company's Articles of Incorporation. If the outside director is reelected, the Company will renew these responsibility limitation contracts.

Proposal 3: Election of a Statutory Auditor

Mr. Tatsuhiko Ishikawa will resign his post as statutory auditor at the close of this meeting. The Company proposes to appoint a new statutory auditor. The candidate for outside auditor is compliant with the “Standard of Outside Officers’ Independence” (please refer to page 8).

The candidate for the statutory auditor position is as follows. (“*” indicates a newly nominated candidate.)

	Summary of career, title, position, and significant concurrent positions held at other companies	Shares of the Company's stock owned
	Apr. 1974 Admitted to the bar	
	Jul. 1988 Member of the Tokyo District Mental Health Council	
 *Michihiro Nara (May 17, 1946) Outside Auditor Candidate	Apr. 1995 Managing Director of Japan Federation of Bar Associations Vice-Chairman of Daiichi Tokyo Bar Association	
	Apr. 2006 Vice-Chairman of Japan Federation of Bar Associations Chairman of Daiichi Tokyo Bar Association	
	Jun. 2007 Member of the Third-Party Committee to Check Pension Records of Ministry of Internal Affairs and Communications (current position)	
	Mar. 2011 Member of Legislative Council of the Ministry of Justice (current position)	
	Important concurrent positions held at other companies	0
	Outside Auditor of Nihon Tokushu Toryo Co., Ltd.	

Reason for nominating Michihiro Nara as an outside auditor

Michihiro Nara has considerable insight and a wealth of experience as a lawyer, and is therefore qualified as a candidate.

He possesses deep insight into legal affairs and considerable experience as an outside officer in other companies. Although he has taken part in corporate management only as an outside officer, he is fully capable of fulfilling his duties as an outside auditor.

Independence of duties

The Company has never concluded an adviser contract or conducted business based on an individual contract with Mr. Nara and his law office until now and will not do so in the future. If this proposal is approved, the Company plans to apply to the Tokyo Stock Exchange for the registration of him as an independent auditor.

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

Note 2: Responsibility limitation contract with outside auditor candidate

If Mr. Nara is elected as an outside auditor, the Company will conclude a contract with him regarding the limit of liability for damages to be provided under the Companies Act based on article 32 clause 2 of the Company's Articles of Incorporation.

Reference : Standard of Outside Officers' Independence

Seiko Epson Corporation (the Company) shall not nominate a person who has interests listed below as an outside officer candidate.

a) A contractor (mainly supplier) which depends largely on the Company ^{*Note 1}.

In the case where the person has been an executing person ^{*Note 2} of a contractor in the past five years.

b) A major customer of the Company ^{*Note 3}.

In the case where the person has been an executing person of a customer in the past five years.

c) A business consultant, certified public accountant or lawyer who has received monies, etc. (meaning a large sum of money and other properties ^{*Note 4}) other than officers' remuneration from the Company in the past three years.

In the case where the person has been a quasi-executing person who has belonged to the payee's group in the past three years.

d) A major shareholder ^{*Note 5} of the Company.

In the case where the shareholder is a corporation and the person has been an executing person or corporate auditor of the shareholder in the past five years.

e) An executing person or corporate auditor in a corporation of which the major shareholder is the Company.

f) A person who has belonged to an auditing firm which has conducted a legal accounting audit of the Company in the past ten years.

g) A person who has belonged to a leading managing underwriter of the Company in the past ten years.

h) A payee of a large donation ^{*Note 6}.

In the case where the person has been a judicial partner, general partner, or quasi-executing person who has belonged to the payee group at any time.

i) A person coming from a corporation which has a relationship of exchanging outside officers ^{*Note 7} with the Company.

j) A spouse or close relative (sibling, parent, child, grandparent, grandchild) of a person having the interests listed above.

Note 1: "Contractor which depends largely on the Company" means a contractor who has received payment not less than 2% of its consolidated net sales from the Company in any fiscal year of the past three years.

Note 2: "Executing person" means an executive officer, executive director or operating officer, employee occupying a senior management position higher than general manager.

Note 3: "Major customer of the Company" means a customer who has made payment not less than 2% of the Company's consolidated net sales to the Company in any fiscal year of the past three years.

Note 4: "A large sum of money and other properties" means average compensation (other than officers' remuneration) of the past three years exceeds;

i) not less than 10 million yen in case where the payee is a person or

ii) not less than 2% of the annual revenues at any fiscal year in case where the payee is a group.

Note 5: "Major shareholder" means a shareholder who holds directly or indirectly not less than 10% of the voting power.

Note 6: "Large sum of donation" means a donation whose annual average in the past three years exceeds either;

i) 10 million yen or

*ii) 30% of the annual expense of the group,
whichever is higher.*

Note 7: "Exchanging outside officers" means mutual dispatch of outside officers between the Company and another corporation.

End