

(Translation)

Notice of the 65th Ordinary General Meeting of Shareholders

May 29, 2007

Dear Shareholder,

We are pleased to send you this convocation notice for the 65th 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 25, 2007 (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., Monday June 25, 2007 (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 25, 2007 (Japan time).

Sincerely yours,

Seiji Hanaoka

President

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

Description

1. Date and Time: 10:00 a.m., Tuesday, June 26, 2007 (Japan time)

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

Please note that the venue for the 65th Ordinary General Meeting of Shareholders is the same as that used in the previous year, but the name of the building has been changed.

3. Meeting Agenda

- Reporting:
1. Report on operations, consolidated balance sheet, and consolidated statement of income for the 65th fiscal year (for the period from April 1, 2006 to March 31, 2007); and on the reports of the accounting auditors and of the board of statutory auditors regarding the consolidated financial statements for the 65th fiscal year.
 2. Report on balance sheet and statement of income for the 65th fiscal year (from April 1, 2006 to March 31, 2007).

Proposals:

Proposal 1: Disposition of Retained Earnings

Proposal 2: Election of Nine Directors

Proposal 3: Election of a Statutory Auditor

Proposal 4: Election of an Accounting Auditor

4. Notes

- (1) If you exercise your voting rights both by mail and by Internet, we will treat the vote by Internet as valid.
- (2) Any revisions to the reference materials for the Ordinary General Meeting of Shareholders, report on operations, consolidated balance sheet, and consolidated statement of income 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).
- (3) If attending the meeting in person, please remember to bring the ballot enclosed with these materials and to hand it to a receptionist.
- (4) 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.

- * Following the adjournment of the general meeting, there will be a reception held at the same location to which all are welcome to attend.
- * The Company offers institutional investors access to ICJ Inc.'s electronic voting platform.

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 consequences therefrom.

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 32 yen per share.

Of this amount, 16 yen was paid out as an interim dividend in November 2006; hence, the year-end dividend will be 16 yen per share.

(1) Distribution of Dividend

16 yen per share, total amount 3,141,807, 952 yen

(2) Effective Date of Distribution

June 27, 2007

2. Other Items Relating to the Disposition of Retained Earnings

(1) Decreased Retained Earnings

Special Reserve: 20,000,000,000 yen

(2) Increased Retained Earnings

Retained Earnings Carried Forward: 20,000,000,000 yen

Note: Financial Highlights of the Company will be posted on the Company's website at <http://www.epson.co.jp/e/IR>.

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.

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	Saburo Kusama (Oct. 12, 1939)	Apr. 1963 Joined the Company Jun. 1990 Director of the Company Jun. 1994 Managing Director of the Company Jun. 1996 Senior Managing Director of the Company Apr. 1997 Executive Vice-President of the Company Apr. 2001 President of the Company Apr. 2005 Chairman of the Company (current position) Representative status of other companies Chairman of the Board of Trustees of SE Gakuen, an educational foundation Chairman of the Board of Trustees of Epson International Scholarship Foundation, an incorporated foundation	30,700
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) Representative status of other companies Representative Director, Sun Kikaku Kabushiki Kaisha Representative Director, Aoyama Kigyo Kabushiki Kaisha	7,145,206
3	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 (current position)	22,900
4	Norio Niwa (Nov. 10, 1946)	Apr. 1969 Joined the Company Jun. 1997 Director of the Company Jun. 1998 Managing Director of the Company Apr. 2002 Senior Managing Director of the Company Apr. 2003 Executive Vice-President of the Company (current position)	22,000

Candidate No.	Name (Date of Birth)	Summary of career, title, and other representative directorships		Shares of the Company's stock owned
5	Masayuki Morozumi (Aug. 28, 1947)	Apr. 1968	Joined the Company	20,400
		Jun. 1998	Director of the Company	
		Apr. 2002	Managing Director of the Company	
		Nov. 2004	Senior Managing Director of the Company (current position)	
6	Yasumasa Otsuki (Jan. 13, 1945)	Mar. 1979	Joined the Company	10,400
		Jun. 2001	Director of the Company	
		Apr. 2002	Managing Director of the Company (current position)	
7	Kenji Kubota (Dec. 4, 1953)	Apr. 1977	Joined the Company	10,600
		Jun. 2001	Director of the Company	
		Apr. 2003	Managing Director of the Company	
		Apr. 2006	Managing Director and General Administrative Manager of the Management Control Office of the Company (current position)	
8	Hiroshi Komatsu (Apr. 1, 1954)	Apr. 1976	Joined the Company	7,500
		Jun. 2000	Director of the Company	
		Nov. 2004	Managing Director of the Company (current position)	
9	Minoru Usui (Apr. 22, 1955)	Nov. 1979	Joined Shinshu Seiki Co., Ltd. (now the Company)	9,700
		Jun. 2002	Director of the Company	
		Nov. 2005	Director of the Company and General Administrative Manager of the Production Engineering & Development Division of the Company (current position)	

Note 1: Saburo Kusama is Chairman of the Board of Trustees of SE Gakuen, an educational foundation and Chairman of the Board of Trustees of Epson International Scholarship Foundation, an incorporated foundation. The Company makes contributions to these foundations.

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 Omae 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 other representative directorships		Shares of the Company's stock owned
Masayoshi Shindo (Jan. 9, 1947)	Apr. 1969	Joined the Company	16,900
	Jun. 1996	Director of the Company	
	Jun. 2000	Managing Director of the Company	
	Jun. 2002	President of Epson Sales Japan Corporation (current position)	

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

Note 2: The candidate is the president of Epson Sales Japan Corporation, which is a subsidiary of the Company. He will retire from the position at the close of the ordinary general meeting of shareholders of Epson Sales Japan Corporation, which will be held June 25, 2007.

Proposal 4: Election of an Accounting Auditor

Our accounting auditor, ChuoAoyama PricewaterhouseCoopers, was ordered as of May 10, 2006 by the Financial Service Agency to suspend its business for two months from July 1, 2006 to August 31, 2006. As of July 1, 2006, ChuoAoyama PricewaterhouseCoopers lost its qualification and resigned from its position as accounting auditor of the Company. The Company selected Fuji Accounting Office as of July 3, 2006 and also Misuzu Audit Corporation (Corporate name has changed from ChuoAoyama PricewaterhouseCoopers as of September 1, 2006) as temporary accounting auditors of the Company.

The term of both accounting auditors will end at the close of the meeting. The Company proposes to appoint one accounting auditor. The candidate for accounting auditor is as follows:

Name	Ernest & Young ShinNihon		
Principal Place of Business	2-2-3 Uchisaiwai-cho, Chiyoda-ku, Tokyo, Japan		
History	Oct. 1985	Tetsuzo Ota & Co. and Showa Audit Corporation merged to form Showa Ota & Co.	
	Apr. 2000	Showa Ota & Co. and Century Audit Corporation merged to form Century Ota Showa & Co.	
	Jul. 2001	Corporate name changed to Shin Nihon & Co.	
	Apr. 2004	Shin Nihon & Co.'s English name changed to Ernst & Young ShinNihon	
Profile	Capital	1,694 million yen	
	Workforce	Certified Public Accountants:	1,748
		(Representative Partners:	313)
		Junior Accountants:	978
		Administrators & Others:	1,106
Total:	3,832		

(As of March 31st, 2007)