

(Translation)

Notice of the 73rd Ordinary General Meeting of Shareholders

May 29, 2015

Dear Shareholders with Voting Rights,

We are pleased to send you this convocation notice for the 73rd Ordinary General Meeting of Shareholders. We have sent shareholders residing in Japan the convocation notice and attached documents in Japanese, which were compiled according to the Japanese Companies Act. Under this Act, there is no obligation to provide materials in languages other than Japanese. However, we have enclosed an English translation for the reference of non-Japanese shareholders. Please note that the English translation is an abridged version of the complete text, highlighting several points that we believe will give non-Japanese 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 (hereinafter the “Company”).

If you are unable to attend the meeting, please vote by using one of the following methods no later than 5:00 p.m., Wednesday, June 24, 2015 (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., Wednesday, June 24, 2015 (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 5:00 p.m., Wednesday, June 24, 2015 (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., Thursday, June 25, 2015 (Japan time)

2. Place: “Daigo” 2nd Basement Floor, Sheraton Miyako Hotel Tokyo,
1-1-50, Shirokanedai, Minato-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 Audit & Supervisory Board regarding the consolidated financial statements for the fiscal year ended March 31, 2015 (from April 1, 2014 to March 31, 2015).
 2. Report on the non-consolidated financial statements for the fiscal year ended March 31, 2015 (from April 1, 2014 to March 31, 2015).

Proposals : Proposal 1: Appropriation of Surplus

Proposal 2: Election of Ten Directors

Proposal 3: Bonus to Directors

4. Convocation rules:

- (1) If you exercise your voting rights by both mail and Internet, we will treat the vote by Internet as valid.
- (2) If you exercise your voting rights by Internet on multiple occasions, we will treat the last vote as valid.

5. Notes

- (1) Any revisions to the reference materials for the Ordinary General Meeting of Shareholders, 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 within 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 the 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 80 yen per share, an increase of 43 yen per share compared to the previous fiscal year. Moreover, 35 yen was paid out as an interim dividend in December 2014; hence, the annual dividend will be 115 yen per share.

(1) Type of Dividend Property

Cash

(2) Distribution of Dividend

80 yen per share of common stock, total amount 14,311,098,560 yen

(3) Effective Date of Distribution

June 26, 2015

Note: On April 1, 2015, the Company implemented a 2-for-1 stock split. The above year-end dividend figure is based on the number of shares prior to the split.

(Reference)

The Company's Dividend Policy

To enable the realization of continuous business growth through the creation of customer value, the Company aims for stable creation of funds via measures such as increasing profitability and improving efficiency of management resources, and while working to create a strong financial structure that can meet the investment needs of the Company's growth strategy and endure changes in the management environment, the Company's fundamental dividend policy places emphasis on the return of profits to shareholders.

Concerning dividends for the current fiscal year, in light of a significant improvement in business results owing to the outcome of strategic progress at each business and the effects of a weaker yen, the Company will use as a source of funding profits produced by deducting an amount equivalent to the statutory income tax rate from the business profit of the Company's primary business—a result of the implementation of International Financial Reporting Standards (IFRS)—to achieve the standing target of a consolidated dividend payout ratio of 30%.

The Company will continue to work to achieve steady improvement in corporate value, and while maintaining the above policy, the Company will also continue to examine further improvement to the consolidated dividend payout ratio in the medium term.

Note: Business profit is calculated by deducting the cost of sales and selling, general and administrative expenses from revenue, and is nearly identical in principle to


operating income under Japanese Generally Accepted Accounting Principles (JGAAP).

Proposal 2: Election of Ten Directors

The terms of office of ten Directors will end at the conclusion of this meeting. The Company proposes to appoint ten Directors.


The candidates have been nominated after deliberation by the Nomination Committee attended by an Outside Director in accordance with selection criteria predetermined by the Board of Directors. The Outside Director candidates are compliant with the “Standard of Outside Officers’ Independence” (please refer to page 9).

The candidates for the Director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, title, responsibilities, 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)	143,600


Note 1: Mr. Usui is not involved in activities that potentially conflict with the Company.

Note 2: Shares of the Company’s stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

Candidate No.	Name (Date of Birth)	Summary of career, title, responsibilities, and significant concurrent positions held at other companies	Shares of the Company's stock owned	
2	 Noriyuki Hama (July 6, 1954)	Apr. 1978	Joined the Company	55,600
		Jun. 2003	Director of the Company	
		Jun. 2006	Executive Officer of the Company	
		Jun. 2010	Director of the Company	
		Jun. 2012	Managing Director of the Company	
		Jun. 2014	Representative Director, Senior Managing Director, Chief Compliance Officer, General Administrative Manager of the Management Control Division and the Compliance Office of the Company (current position)	


Note 1: Mr. Hama is not involved in activities that potentially conflict with the Company.

Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

3	 Shigeki Inoue (October 10, 1955)	Apr. 1979	Joined the Company	14,800
		Jun. 2011	Executive Officer of the Company	
		Jun. 2012	Director of the Company	
		Jun. 2013	General Administrative Manager of the Business Infrastructure Development Division of the Company (current position)	
		Jun. 2014	Managing Director and General Administrative Manager of the Intellectual Property Division of the Company (current position)	

Note 1: Mr. Inoue is not involved in activities that potentially conflict with the Company.


Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

4	 Yoneharu Fukushima (January 17, 1954)	Feb. 1982	Joined the Company	33,800
		Jun. 2009	Executive Officer of the Company	
		Jun. 2010	Director of the Company (current position)	
		Jun. 2010	General Administrative Manager of the Corporate Research & Development Division of the Company (current position)	
		Apr. 2015	Chief Operating Officer of the Robotics Solutions Operations Division of the Company (current position)	

Note 1: Mr. Fukushima is not involved in activities that potentially conflict with the Company.

Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.


Candidate No.	Name (Date of Birth)	Summary of career, title, responsibilities, and significant concurrent positions held at other companies	Shares of the Company's stock owned
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5		Apr. 1983	Joined Epson Corporation (now the Company)	21,000
		Jun. 2010	Executive Officer of the Company	
		Jun. 2012	Director of the Company (current position)	
		Jun. 2013	Chief Operating Officer of the Printer Operations Division of the Company (current position)	

Koichi Kubota
(April 3, 1959)

Note 1: Mr. Kubota is not involved in activities that potentially conflict with the Company.


Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

6		Apr. 1982	Joined Shinshu Seiki Co., Ltd. (now the Company)	22,600
		Jun. 2010	Executive Officer of the Company	
		Oct. 2012	General Administrative Manager of the Imaging Products Key Component Research & Engineering Division of the Company (current position)	
		Jun. 2014	Director of the Company (current position)	

Motonori Okumura
(February 16, 1960)

Note 1: Mr. Okumura is not involved in activities that potentially conflict with the Company.


Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

7		Apr. 1985	Joined the Company	1,000
		Nov. 2005	General Manager of the VI Production Control Dept. and the Procurement Dept. of the Company	
		Jun. 2013	Chief Operating Officer of the Visual Products Operations Division of the Company (current position)	
		Jun. 2014	Director of the Company (current position)	

Junichi Watanabe
(October 24, 1961)

Note 1: Mr. Watanabe is not involved in activities that potentially conflict with the Company.

Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

Candidate No.	Name (Date of Birth)	Summary of career, title, responsibilities, and significant concurrent positions held at other companies	Shares of the Company's stock owned
8		<p>Apr. 1988 Joined Seiko Epson Co-op</p> <p>Mar. 1999 Joined the Company</p> <p>Oct. 2008 General Manager of the Human Resources Dept. of the Company</p> <p>Jun. 2014 Director and General Administrative Manager of the Human Resources Division of the Company (current position)</p>	4,000

Masayuki Kawana
(July 27, 1964)

Note 1: Mr. Kawana is not involved in activities that potentially conflict with the Company.

Note 2: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.



Toshiharu Aoki
(March 21, 1939)

Outside Director
Candidate

Jun. 1997	Vice President Director of Nippon Telegraph and Telephone Corporation
Jun. 1999	President and CEO 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

9 Toshiharu Aoki has considerable insight and a wealth of experience as a chief executive, and is therefore qualified as a candidate.

7,000

Independence of duties

Mr. Aoki was involved in business execution at Nippon Telegraph and Telephone Corporation and NTT Data Corporation. The Company has had no business transactions with Nippon Telegraph and Telephone Corporation or NTT Data Corporation in the past three years, and thus the two companies do not fall under the category of a "major business partner" as 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 continue to serve as an Independent Director.

Period spent as an Outside Director

At this meeting three years will have passed since his initial appointment.

Note 1: Mr. Aoki is 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 Mr. Aoki regarding the limit of liability for damages under the Companies Act based on Article 26, Item 2 of the Company's Articles of Incorporation. If he is reappointed, the Company will renew these responsibility limitation contracts.

Note 3: Shares of the Company's stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

Candidate No.	Name (Date of Birth)	Summary of career, title, responsibilities, and significant concurrent positions held at other companies	Shares of the Company's stock owned
	 Hideaki Omiya (July 25, 1946) Outside Director Candidate	Apr. 2007 Director, Senior Executive Vice President of Mitsubishi Heavy Industries, Ltd.	
		Apr. 2008 President and CEO of Mitsubishi Heavy Industries, Ltd.	
		Apr. 2013 Chairman of the Board of Mitsubishi Heavy Industries, Ltd. (current position)	
		Jun. 2014 Director of the Company (current position)	
10		Important concurrent positions held at other companies Chairman of the Board of Mitsubishi Heavy Industries, Ltd.	1,800
	Reason for nominating Hideaki Omiya as an Outside Director Hideaki Omiya has considerable insight and a wealth of experience as a chief executive, and is therefore qualified as a candidate.		

Independence of duties

Mr. Omiya was involved in business execution at Mitsubishi Heavy Industries, Ltd. Although the Company has had transactions involving the purchase and sale of semiconductor manufacturing equipment with Mitsubishi Heavy Industries, Ltd. in the past three years, these transactions are immaterial, totaling less than 0.1% of the consolidated net sales of the Company and Mitsubishi Heavy Industries, Ltd. and thus does not fall under the category of “major business partner” as prescribed in the “Standard of Outside Officers’ Independence.”

The Company has registered Mr. Omiya as an Independent Director with the Tokyo Stock Exchange.

If this proposal is approved, he will continue to serve as an Independent Director.

Period spent as an Outside Director

At this meeting one year will have passed since his initial appointment.

Note 1: Mr. Omiya is 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 Mr. Omiya regarding the limit of liability for damages under the Companies Act based on Article 26, Item 2 of the Company’s Articles of Incorporation. If he is reappointed, the Company will renew these responsibility limitation contracts.

Note 3: Shares of the Company’s stock owned are based on the number of shares after the stock split which came into effect on April 1, 2015.

Reference: Standard of Outside Officers' Independence

The Company shall not nominate a person as an Outside Officer candidate who falls under any of the below.

- a) A person which deems the Company as a major business partner ^{*Note 1}, or in the case of a company, an executing person ^{*Note2} of a contractor in the past five years.
- b) A person which the Company deems as a major business partner ^{*Note 3}, or in the case of a company, 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, or in the case where the receiver of the monies, etc. is an entity including corporate entities and unions, a quasi-executing person who has belonged to the payee's group in the past three years.
- d) A major shareholder ^{*Note5} of the Company, or in the case of a company, 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}, or in the case the receiver of the donation is an entity including corporate entities and unions, 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 interlocking Outside Officers ^{*Note7} with the Company.
- j) A spouse or relative within the second degree of kinship of a person having the interests listed above.

Note 1: "Person which deems the Company as a major business partner" means a business partner (mainly supplier) 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: "Person which the Company deems as a major business partner" means a business partner (mainly buyer) 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) which exceeds the below for the past 3 years:

- i) no less than 10 million yen in the case where the payee is a person or*
- ii) no less than 2% of the annual revenues at any fiscal year in the case where the payee is a group.*

Note 5: "Major shareholder" means a shareholder who holds directly or indirectly no 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: "Interlocking Outside Officers" means mutual dispatch of Outside Officers between the Company and another corporation.

End

Proposal 3: Bonus to Directors

The Company proposes to pay bonuses of 99,960,000 yen in total to the eight Directors excluding Outside Directors as of March 31, 2015 based on the monthly remuneration by taking business performance for the current fiscal year into consideration.

The total amount and beneficiaries of the bonus payment have been determined after consideration by the Board of Directors Compensation Council attended by an Outside Director.

The Company would like to provide the Board of Directors with discretion to determine remuneration for each Director.

End