

ARTICLES OF INCORPORATION

SECOM CO., LTD.

(TRANSRATION)

ARTICLES OF INCORPORATION
OF
SECOM CO., LTD.

CHAPTER I.

GENERAL PROVISIONS

Article 1. (*Corporate Name*)

The Company shall be called SECOM Kabushiki Kaisha. (In English, it shall be written as SECOM CO., LTD.)

Article 2. (*Purpose*)

The purpose of the Company shall be to engage in the following business:

- (1) Business relating to contracting to provide security protection and ensuring such protection;
- (2) Business relating to inspection, guidance, advice and publishing concerning security protection and safety;
- (3) Business relating to development, manufacture, leasing, sales and operation of equipment, devices, security systems etc., related to prevention of crimes and fire, protection from disasters, emergency aid and safety;
- (4) Business of escorted transportation of cash and valuables, and ground transportation business for such purpose;
- (5) Business relating to contracting for management and security of buildings, facilities and vehicles, and maintenance and repair thereof;
- (6) Business of designing, administrating, executing and maintaining of electric installation work, telecommunications installation work, construction work, fire extinguishing facilities work and other works;
- (7) Business relating to information processing, data base and other information services, and loans;
- (8) Business relating to telecommunications and broadcasting;
- (9) Business relating to investigation, research, consulting and guidance in business management;
- (10) Business relating to life insurance and non-life insurance agency services;

- (11) Business relating to development, manufacture, leasing, and sales of appliances for education, medical treatment and health;
- (12) Business relating to nursing services and home care services outside of hospital, and management of pharmacies;
- (13) Business relating to development, manufacture, leasing, and sales of water purification and gas exhaust filtering equipment;
- (14) Business relating to the management of hotels, food and beverage establishments, sports facilities as well as rest centers and other welfare facilities, and business related to travel;
- (15) Business relating to sales and purchasing, rental, brokering, and management of real estate;
- (16) Business relating to aerial surveying and mapping services;
- (17) Business relating to mail-order;
- (18) The processing, planning, and sale of agricultural products;
- (19) Banking agent business; and
- (20) Any and all business incidental or related to the foregoing items.

Article 3. (Location of Head Office)

The head office of the Company shall be located in Shibuya-ku, Tokyo.

Article 4. (Method of Giving Public Notice)

Public notices of the Company shall be placed electronically. Provided, however, that the Company is unable to place an electronic public notice due to an accident or any other unavoidable reason, public notices shall be placed in the Nihon Keizai Shinbun.

CHAPTER II

SHARES

Article 5. *(Total Number of Shares to be Issued)*

The total number of shares that the Company may issue shall be nine hundred million (900,000,000) shares.

Article 6 *(Purchase of Own Shares)*

In accordance with Article 165, Paragraph 2 of the Companies Act, the Company may purchase its own shares upon resolution of the Board of Directors through market transactions, etc.

Article 7. *(Number of Shares per Unit)*

The number of shares of the Company per one unit shall be 100 shares.

Article 8. *(Additional Purchase of Shares Constituting Less Than One Unit)*

The shareholders may request the Company to sell them the number of shares that together with those Shares Constituting Less Than One Unit already held shall constitute one full unit in accordance with the Share Handling Regulations.

Article 9. *(Rights of Holders of Shares Constituting Less Than One Unit)*

Shareholders of the Company shall not be entitled to exercise any rights with respect to the shares constituting less than one unit held by them, except for the following rights:

- (1) Rights enumerated in each Item of Article 189, Paragraph 2 of the Companies Act;
- (2) Rights to make a request in accordance with the provisions of Article 166, Paragraph 1 of the Companies Act;
- (3) Rights to receive the allotment of offered shares and offered stock acquisition rights, in proportion to the number of shares held by shareholders;
- (4) Rights to make a demand provided for in the preceding Article.

Article 10. *(Handling of Matters relating to Shares)*

Matters concerning the handling of shares and charges therefore and procedure, etc.

for exercise of rights of shareholders shall be governed by the Share Handling Regulations to be established by the Board of Directors, in addition to laws and regulations, or the Articles of Incorporation.

Article 11. *(Administrator of Shareholders' Register)*

The Company shall have an administrator of the shareholders' register.

2. The administrator of the shareholders' register and the place of business shall be determined by resolution of the Board of Directors and a public notice therefor shall be given.
3. Preparation and maintenance of the shareholders' register and the register of stock acquisition rights of the Company, and other business relating to the shareholders' register and the register of stock acquisition rights shall be handled by the administrator of the shareholders' register and the Company shall not handle any of such business directly.

CHAPTER III.

GENERAL MEETINGS OF SHAREHOLDERS

Article 12. *(Time to Convene General Meeting of Shareholders)*

The ordinary general meeting of shareholders of the Company shall be convened in June each year and an extraordinary general meeting of shareholders shall be convened at any time when necessary.

Article 13. *(Record Date for Ordinary General Meeting of Shareholders)*

The record date for an ordinary general meeting of shareholders of the Company shall be March 31 of each year.

Article 14. *(Person to Convene General Meetings)*

Except as otherwise provided by laws and regulations, the general meeting of shareholders shall be convened by the President and Director by resolution of the Board of Directors.

2. When the President and Director is prevented from so acting, one of the other Directors selected in accordance with the order of priority previously determined by a resolution of the Board of Directors shall take his/her place.

Article 15. *(Chairman of General Meeting of Shareholders)*

The Director and President shall act as chairman at the general meeting of shareholders.

2. If the Director and President is prevented from so acting, one of the other Directors selected in accordance with the order of priority previously determined by a resolution of the Board of Directors shall take his/her place.

Article 16. *(Disclosure of Reference Materials for General Meeting of Shareholders via the Internet and Deemed Furnished)*

When convening a General Meeting of Shareholders, the Company may, in a manner using the Internet pursuant to Ministry of Justice Ordinances, disclose information concerning matters required to be described or presented in the reference materials of the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements and deem such information furnished to shareholders.

Article 17. *(Method of Resolution)*

Except as otherwise provided by laws and regulations and the Articles of Incorporation, resolutions of general meetings of shareholders shall be adopted by a majority affirmative vote of the shareholders having voting rights exercisable and present thereat.

2. Resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of shareholders present and exercisable at the general meeting of shareholders, of which a quorum shall be the presence of shareholders with not less than one-third (1/3) of the voting rights exercisable at such meeting.

Article 18. *(Exercise of Voting Rights by Proxy)*

A shareholder may exercise his/her voting rights by a proxy who is another shareholder holding a voting right of the Company.

2. In the case of the preceding paragraph, a proxy must submit to the Company a written document certifying his/her power of representation at each general meeting of shareholders.

Article 19. *(Minutes of General Meetings)*

Minutes of a general meeting of shareholders shall describe or record the proceedings and the results thereof and matters as otherwise provided for in laws and regulations.

CHAPTER IV.

DIRECTORS AND BOARD OF DIRECTORS

Article 20. *(Establishment of the Board of Directors)*

The Company shall establish the Board of Directors.

Article 21. *(Number of Directors)*

The Company shall have not more than twenty (20) Directors.

Article 22. *(Election of Directors)*

Directors shall be elected by resolution of the general meeting of shareholders.

2. Resolution for election of Directors shall be adopted by a majority affirmative vote of the shareholders present at the general meeting of shareholders, a quorum of which shall be the presence of shareholders with not less than one-third (1/3) of the voting rights exercisable at such meeting.
3. Resolution for election of Directors shall not be adopted by cumulative voting.

Article 23. *(Term of Office of Directors)*

The term of office of Directors shall expire at the close of the ordinary general meeting of shareholders held with respect to the closing of the last business term that falls within one (1) year after their election.

Article 24. *(Representative Directors and Directors with Special Titles)*

The Board of Directors shall, by its resolution, elect not more than three (3) Representative Directors from among the Directors.

2. The Board of Directors shall, by its resolution, appoint one Chairman and Director and one President and Director. In addition to the foregoing, the Board of Directors may appoint one or more Executive Vice Chairmen and Directors, Executive Vice Presidents and Directors, Senior Executive Directors and Executive Directors.

Article 25. *(Remuneration etc. to Directors)*

The remuneration, bonus, and other proprietary interests received by Directors from the Company as a consideration of their duties shall be determined by resolution of the general meeting of shareholders.

Article 26. *(Person to Convene Meetings of the Board of Directors)*

Unless otherwise provided for by laws and regulations, the President and Director shall convene meetings of the Board of Directors.

2. When the President and Director is unable to act, one of the other Directors selected in accordance with the order of priority previously determined by a resolution of the Board of Directors shall take his/her place.

Article 27. *(Notice for Convening the Board of Directors' Meeting)*

Notice of a meeting of the Board of Directors shall be given to each Director and each Corporate Auditor at least three (3) days prior to the date set for such meeting of the Board of Directors; provided, however, that the consent of all the Directors and Corporate Auditors is obtained, the meetings of the Board of Directors may be convened without any procedure for convocation.

Article 28. *(Chairman)*

The President and Director shall act as the chairman at meetings of the Board of Directors.

2. When the President and Director is unable to act as the chairman, one of the other Directors selected in accordance with the order of priority previously determined by a resolution of the Board of Directors shall take his/her place.

Article 29. *(Method of Resolutions of the Board of Directors)*

Resolutions of a meeting of the Board of Directors shall be adopted by a majority affirmative vote of the Directors entitled to participate in a resolution and present thereat, of which a quorum shall be the presence of a majority of Directors then in office.

Article 30. *(Alternative of Resolution of the Board of Directors)*

The Company may deem that a resolution of the Board of Directors is adopted, if all of the Directors consent in writing or by electromagnetic record to matters to be resolved upon; however, the foregoing shall not be applicable if Corporate Auditor(s) dissent(s) thereto.

Article 31. *(Minutes of Meetings)*

The substance of proceedings at a meeting of the Board of Directors and the results thereof and matters provided for in laws and regulations shall be described or recorded in the minutes of the meeting, which shall bear the names and seals or electronic signatures of the Directors and Corporate Auditors present at the meeting.

CHAPTER V.
CORPORATE AUDITORS
AND
BOARD OF CORPORATE AUDITORS

Article 32. (Establishment of Corporate Auditors and Board of Corporate Auditors)

The Company shall establish Corporate Auditors and the Board of Corporate Auditors.

Article 33. (Number of Corporate Auditors)

The Company shall have not more than five (5) Corporate Auditors.

Article 34. (Election of Corporate Auditors)

Corporate Auditors shall be elected by resolution of the general meeting of shareholders.

2. Resolution for election of Corporate Auditors shall be adopted by a majority affirmative vote of the shareholders present at the general meeting of shareholders, a quorum of which shall be the presence of shareholders with not less than one-third (1/3) of the voting rights exercisable at such meeting.

Article 35. (Terms of Office of Corporate Auditors)

The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business term that falls within four (4) years after their election.

2. The term of office of any Corporate Auditor elected to fill a vacancy of office of Corporate Auditor who resigns prior to the expiration of the terms of office shall expire at the expiration of the terms of office of the Corporate Auditor so resigned.

Article 36. *(Full-time Corporate Auditors)*

The Board of Corporate Auditors shall elect full-time Corporate Auditors among Corporate Auditors.

Article 37. *(Remuneration etc. for Corporate Auditors)*

The remuneration etc. for Corporate Auditors shall be determined by a resolution of a general meeting of shareholders.

Article 38. *(Notice for Convening the Board of Corporate Auditors' Meeting)*

Notice of a meeting of the Board of Corporate Auditor shall be given to each Corporate Auditor at least three (3) days prior to the date set for such meeting; provided, however, that the consent of all Corporate Auditors is obtained, meetings of the Board of Corporate Auditors may be convened without any procedure for convocation.

Article 39. *(Method of Resolutions of the Board of Corporate Auditors)*

Resolutions of meetings of the Board of Corporate Auditors, except as otherwise provided for in laws and regulations, shall be adopted by a majority affirmative vote of the Corporate Auditors.

Article 40. *(Minutes of Meetings)*

The substance of proceedings at a meeting of the Board of Corporate Auditors and the results thereof and matters provided for in laws and regulations shall be described or recorded in the minutes of the meeting, which shall bear the electronic signatures or names and seals of the Corporate Auditors present at the meeting.

Article 41. *(Contracts for limitation of liability with Outside Corporate Auditors)*

The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with Outside Corporate Auditor to limit liabilities to compensate damages provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum of the amount of compensation liable under the agreement shall be the amount provided for in the laws and regulations.

CHAPTER VI.

ACCOUNTING AUDITOR

Article 42. (Establishment of Accounting Auditor)

The Company shall establish Accounting Auditor.

Article 43. (Election of Accounting Auditor)

Accounting Auditor shall be elected by resolution of a general meeting of shareholders.

Article 44. (Term of Office of Accounting Auditor)

The term of office of Accounting Auditor shall expire at the close of the ordinary general meeting of shareholders held with respect to the closing of the last business term that falls within one (1) year after Accounting Auditor's election.

2. Except as otherwise resolved at the general meeting of shareholders referred to in the preceding paragraph, an Accounting Auditor shall be deemed to have been re-elected at such general meeting of shareholders.

Article 45. (Remuneration etc. for Accounting Auditor)

Representative Director(s) shall determine remuneration etc. for Accounting Auditor upon obtaining consent of Board of Corporate Auditors.

CHAPTER VII.

ACCOUNTS

Article 46. (Business Year)

The business year of the Company shall be one (1) year commencing from the April 1 each year to the March 31 of the following year.

Article 47. (Record date for Distribution of Surplus)

The record date of the Company for distribution of year-end dividend shall be

March 31 each year.

Article 48. (*Prescription Period of Dividends*)

In the event that dividend are paid in cash, the Company shall be exempted from the obligation of the payment of dividends to shareholders if such dividends remain unreceived for three (3) full years from the date of commencement of the payment thereof.

2. No interest shall accrue on unpaid dividends.