

(Translation)

Stock Exchange Code: 9735

June 24, 2011

To our shareholders,

**Notice of Resolutions of the 50<sup>th</sup> Ordinary General Meeting of Shareholders**

Dear Shareholders,

We are pleased to announce that the matters below were reported and resolved at the 50<sup>th</sup> Ordinary General Meeting of Shareholders of SECOM CO., LTD. (“the Company”) held today.

Yours very truly,

Shuji Maeda

President and Representative Director

SECOM CO., LTD.

5-1 Jingumae 1-Chome,

Shibuya-ku, Tokyo, Japan

**PARTICULARS**

**Matters Reported:**

1. Report on the Business Report, the Consolidated Financial Statements for the 50<sup>th</sup> Fiscal Year (from April 1, 2010 to March 31, 2011) and the Results on the Audits of Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors.
2. Report on the Non-Consolidated Financial Statements for the 50<sup>th</sup> Fiscal Year (from April 1, 2010 to March 31, 2011).

**Matters Resolved:**

**First Item of Business:**

**Distribution of Surplus**

As originally proposed, it was resolved that cash dividends for the fiscal year under review be increased by Yen 5 per share from Yen 85 per share for the previous fiscal year to Yen 90 per share.

(Translation)

**Second Item of Business: Partial Amendments to the Articles of Incorporation**

As originally proposed, it was resolved to amend the Articles of Incorporation. The outlines of amendments to the Articles of Incorporation are as follows:

- (1) Prior to the merger (the effective date planned to be July 1, 2011) with Secom Techno Service Co., Ltd. (“Secom Techno”), in order to clearly stipulate construction business in the purpose clause of the Company’s Articles of Incorporation to reflect the addition of Secom Techno’s business, amendments were made to the Articles of Incorporation.
- (2) Since the Company deems it one of the important managerial issues to strengthen corporate governance, three (3) Outside Corporate Auditors have been elected. With a view to making it easier for the Company to invite capable talents who are independent and professional as Outside Corporate Auditors, a new provision to enable the Company to enter into contracts for limitation of liability with Outside Corporate Auditors was established.
- (3) With a view to strengthening and enforcing the Corporate Auditor system, the maximum number of Corporate Auditors was increased to five (5) from four (4).

The details of amendments are shown below.

**Third Item of Business: Election of Eleven (11) Directors**

As originally proposed, the eleven (11) Directors, namely Messrs. Makoto Iida, Juichi Toda, Shohei Kimura, Kanemasa Haraguchi, Shuji Maeda, Koichi Sato, Fumio Obata, Katsuhisa Kuwahara, Yasuo Nakayama, Hiroshi Ito and Takayuki Ito were re-elected. They have assumed their offices respectively.

**Fourth Item of Business: Election of Five (5) Corporate Auditors**

As originally proposed, the four (4) Corporate Auditors, namely Messrs. Teruo Ogino, Ken Tsunematsu, Hiroshi Yasuda, and Kohei Yamashita were re-elected and one (1) Corporate Auditor, namely Mr. Seiji Sakamoto was newly elected. They have assumed their offices respectively.

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Messrs. Ken Tsunematsu, Hiroshi Yasuda and Kohei Yamashita are Outside Corporate Auditors stipulated under the Companies Act and Mr. Ken Tsunematsu was notified as Independent Officer to the Tokyo Stock Exchange and Osaka Securities Exchange.

**Fifth Item of Business:      Revision of Remuneration to Corporate Auditors as a Group**

As originally proposed, it was resolved to increase the amount of remuneration to Corporate Auditors as a group to Yen 80 million or less per year from Yen 60 million or less per year previously resolved.

(Translation)

Details of amendments to the Articles of Incorporation

(The underlined parts are changed parts.)

Before Amendments	After Amendments
<p>(Purpose) Article 2 The purpose of the Company shall be to engage in the following business:</p> <ol style="list-style-type: none"><li>1. Business relating to contracting to provide security protection and ensuring such protection;</li><li>2. Business relating to inspection, guidance, advice and publishing concerning security protection and safety;</li><li>3. Business relating to development, manufacture, leasing, sales and operation of equipment, devices and security systems etc., related to prevention of crimes and fire, protection from disasters, emergency aid and safety;</li><li>4. Business of escorted transportation of cash and valuables, and ground transportation business for such purpose;</li><li>5. Business relating to contracting for management and security of buildings, facilities and vehicles, and maintenance and repair thereof;</li><li>6. Business of contracting for <u>general electric installation work, telecommunications installation work and any work appurtenant to general and maintenance business thereof;</u></li><li>7. Business relating to information processing, data base and other information services, and loans;</li><li>8. Business relating to telecommunications and broadcasting;</li><li>9. Business relating to investigation, research, consulting and guidance in business management;</li><li>10. Business relating to life insurance and non-life insurance agency services;</li><li>11. Business relating to development,</li></ol>	<p>(Purpose) Article 2 The purpose of the Company shall be to engage in the following business:</p> <p>Item 1 to Item 5 are the same as current.</p> <ol style="list-style-type: none"><li>6. Business of <u>designing, administrating, executing and maintaining of electric installation work, telecommunications installation work, construction work, fire extinguishing facilities work and other works;</u></li></ol>

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Before Amendments	After Amendments
<p>manufacture, leasing, and sales of appliances for education, medical treatment and health;</p> <p>12. Business relating to nursing services and home care service outside of hospital, and management of pharmacies;</p> <p>13. Business relating to development, manufacture, leasing, and sales of water purification and gas exhaust filtering equipment;</p> <p>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;</p> <p>15. Business relating to sales and purchasing, rental, brokering, and management of real estate;</p> <p>16. Business relating to aerial surveying and mapping services;</p> <p>17. Business relating to mail-order;</p> <p>18. The processing, planning, and sale of agricultural products;</p> <p>19. Banking agent business; and</p> <p>20. Any and all business incidental or related to the foregoing items.</p>	<p>Item 7 to Item 20 are the same as current.</p>
<p>(Number of Corporate Auditors)</p> <p>Article 33 The Company shall have not more than <u>four (4) Corporate Auditors</u>.</p>	<p>(Number of Corporate Auditors)</p> <p>Article 33 The Company shall have not more than <u>five (5) Corporate Auditors</u>.</p>
<p>(Newly established)</p>	<p><u>(Contracts for limitation of liability with Outside Corporate Auditors)</u></p> <p><u>Article 41 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</u></p>

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Before Amendments	After Amendments
Article <u>41</u> ~ Article <u>47</u> (The contents of the Articles are intentionally omitted.)	<u>provided for in the laws and regulations.</u>  Article <u>42</u> ~ Article <u>48</u> (The numerical numbers of all the Articles hereafter shall be increased by one (1), and the contents of the Articles are unaffected.)

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## **Directors, Executive Officers and Corporate Auditors**

Representative Directors and Directors with special titles were elected by the Board of Directors after the close of the 50<sup>th</sup> Ordinary General Meeting of Shareholders and assumed their offices respectively. Accordingly, the current members of the Board of Directors and executive officers are as follows:

### 1. Directors

Supreme Advisor and Director	Makoto Iida
Supreme Advisor and Director	Juichi Toda
Chairman and Director	Shohei Kimura
Executive Vice Chairman and Director	Kanemasa Haraguchi
President and Representative Director	Shuji Maeda
Executive Vice President and Director	Koichi Sato
Senior Executive Director	Fumio Obata
Executive Director	Katsuhisa Kuwahara
Executive Director	Yasuo Nakayama
Executive Director	Hiroshi Ito
Director	Takayuki Ito

### 2. Executive Officers

President and Representative Director	Shuji Maeda
Executive Vice President and Director	Koichi Sato
Senior Executive Director	Fumio Obata
Executive Director	Katsuhisa Kuwahara
Executive Director	Yasuo Nakayama
Executive Director	Hiroshi Ito
Managing Executive Officer	Shunji Ogahara
Managing Executive Officer	Naohide Nakamura
Executive Officer	Minoru Takaoka
Executive Officer	Hideo Morishita
Executive Officer	Tsuneo Komatsuzaki
Director	Takayuki Ito
Executive Officer	Ryohei Komatsu
Executive Officer	Yukio Tsunoda
Executive Officer	Masahiro Takeda
Executive Officer	Teruhisa Yoshimura
Executive Officer	Keitaro Arai

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Executive Officer	Yasuyuki Yoshida
Executive Officer	Tatsuro Fuse
Executive Officer	Hiromichi Sonoda

Full-time Corporate Auditors were elected by the Board of Corporate Auditors after the close of the 50<sup>th</sup> Ordinary General Meeting of Shareholders and assumed their offices respectively. Accordingly, the current members of the Board of Corporate Auditors are as follows:

Full-time Corporate Auditor	Teruo Ogino
Full-time Corporate Auditor	Seiji Sakamoto
Outside Corporate Auditor	Ken Tsunematsu
Outside Corporate Auditor	Hiroshi Yasuda
Outside Corporate Auditor	Kohei Yamashita

(This Notice of Resolution is an English translation of the original Japanese notice. The Japanese original is official and this translation is for your convenience only. The Company does not guarantee accuracy of this summary.)