

(Translation)

Stock Exchange Code: 9735

June 25, 2014

To our shareholders,

Notice of Resolutions of the 53rd Ordinary General Meeting of Shareholders

Dear Shareholders,

We are pleased to announce that the matters below were reported and resolved at the 53rd Ordinary General Meeting of Shareholders of SECOM CO., LTD. (“the Company”) held today.

Yours very truly,

Hiroshi Ito

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 53rd Fiscal Year (from April 1, 2013 to March 31, 2014) and the Results on the Audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Report on the Non-Consolidated Financial Statements for the 53rd Fiscal Year (from April 1, 2013 to March 31, 2014).

Matters Resolved:

First Item of Business: Distribution of Surplus

As originally proposed, it was resolved that cash dividends for the fiscal year under review were increased by Yen 10 per share from Yen 105 per share for the previous fiscal year to Yen 115 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) In the light of enabling the general meeting of shareholders and the Board of Directors to manage their operation flexibly, the provisions with respect to the person entitled to convene the general meeting of shareholders and the Board of Directors and chairman thereof were amended.
- (2) In order to increase opportunities for making return of profit to shareholders, a necessary amendment was rendered to enable for the Company to pay a part of surplus (“interim dividend”) upon resolution of the Board of Directors.

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, Shuji Maeda, Hiroshi Ito, Yasuo Nakayama, Kazuaki Anzai, Junzo Nakayama, Kenichi Furukawa, Yasuyuki Yoshida, Tatsuro Fuse, Takaharu Hirose, and Takashi Sawada were reelected and assumed their offices respectively. Messrs. Takaharu Hirose and Takashi Sawada are Outside Directors stipulated under the Companies Act.

(Translation)

Details of amendments to the Articles of Incorporation

(The underlined parts are changed parts.)

Before Amendments	After Amendments
<p>(Person to Convene General Meetings of Shareholders)</p> <p>Article 14</p> <p>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.</p> <p>2. When the President and Director is prevented from so acting, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p>	<p>(Person to Convene General Meetings of Shareholders)</p> <p>Article 14</p> <p>Except as otherwise provided by laws and regulations, the general meeting of shareholders shall be convened by <u>the Chairman and Director</u> or the President and Director by resolution of the Board of Directors.</p> <p>2. When <u>both of the Chairman and Director</u> and the President and Director are prevented from so acting, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p>
<p>(Chairman of General Meeting of Shareholders)</p> <p>Article 15</p> <p>The President and Director shall act as chairman at the general meeting of shareholders.</p> <p>2. If the President and Director is prevented from so acting, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p>	<p>(Chairman of General Meeting of Shareholders)</p> <p>Article 15</p> <p><u>A Director who was determined in advance by a resolution of the Board of Directors from among the Chairman and Director</u> and the President and Director shall act as chairman at the general meeting of shareholders.</p> <p>2. If <u>both of the Chairman and Director</u> and the President and Director are prevented from so acting, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p>
<p>(Person to Convene Meetings of the Board of Directors)</p> <p>Article 26</p> <p>Unless otherwise provided for by laws and regulations, the President and Director shall convene meetings of the Board of Directors.</p> <p>2. When the President and Director is unable to act, one of the other Directors</p>	<p>(Person to Convene Meetings of the Board of Directors)</p> <p>Article 26</p> <p>Unless otherwise provided for by laws and regulations, <u>the Chairman and Director</u> or the President and Director shall convene meetings of the Board of Directors.</p> <p>2. When <u>both of the Chairman and Director</u> and the President and</p>

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Before Amendments	After Amendments
<p>selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p> <p>(Chairman) Article 28</p> <p>The President and Director shall act as the chairman at meetings of the Board of Directors.</p> <p>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 determined in advance by a resolution of the Board of Directors shall take his/her place.</p>	<p>Director are unable to act, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p> <p>(Chairman) Article 28</p> <p><u>The Chairman and Director or</u> the President and Director shall act as the chairman at meetings of the Board of Directors.</p> <p>2. When <u>both of the Chairman and Director and</u> the President and Director are unable to act as the chairman, one of the other Directors selected in accordance with the order of priority determined in advance by a resolution of the Board of Directors shall take his/her place.</p>
<p>(Record date for Distribution of Surplus) Article 48</p> <p>The record date of the Company for distribution of year-end dividend shall be March 31 each year. (Newly established)</p> <p>(Newly established)</p>	<p>(Record date for Distribution of Surplus) Article 48</p> <p>The record date of the Company for distribution of year-end dividend shall be March 31 each year.</p> <p>2. <u>In addition to above, the Company may distribute surplus by fixing the specified record date.</u></p> <p><u>(Interim dividend)</u> Article 49</p> <p><u>The Company may distribute interim dividend with the record date of September 30 each year upon resolution of the Board of Directors.</u></p>
<p>(Prescription Period of Dividends) Article 49 (The contents of the Articles are intentionally omitted.)</p>	<p>(Prescription Period of Dividends) Article 50 (The numerical numbers of all the Articles hereafter shall be increased by one (1), and the contents of the Articles are unaffected.)</p>

(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.)