

SHARE HANDLING REGULATIONS

SECOM CO., LTD.

Revised on January 5, 2009

(TRANSLATION)

SHARE HANDLING REGULATIONS

OF

SECOM CO., LTD.

CHAPTER I.

GENERAL PROVISIONS

Article 1. (*Purpose*)

Operations relating to shares of SECOM CO., LTD. (hereinafter referred to as the “Company”) and handling charges thereof and the procedures, etc., for the exercise of rights of shareholders shall be governed by these Regulations pursuant to the provisions of the Articles of Incorporation, as well as the relevant provisions stipulated by Japan Securities Depository Center, Incorporated (hereinafter referred to as the “Center”), and the account management agencies, including securities companies, with whom shareholders have opened transfer accounts (hereinafter referred to as the “Securities Companies, etc.”).

Article 2. (*Administrator of Shareholders’ Register*)

The administrator of the shareholders’ register of the Company and the place of business thereof shall be as follows:

Administrator of Shareholders’ Register:

Mitsubishi UFJ Trust and Banking Corporation
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Place of Business:

Corporate Agency Division of Mitsubishi UFJ Trust and Banking Corporation
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

CHAPTER II.

REGISTRATION IN SHAREHOLDERS’ REGISTER AND OTHERS

Article 3. (*Registration in Shareholders’ Register*)

Any change to the entries in the shareholders’ register shall be made pursuant to notices given by the Center such as the notice to all the shareholders (excluding the notices set forth in Article 154, Paragraph 3 (hereinafter referred to as the “Individual Shareholder Notice”), of the Act on the Transfer of Bonds, Shares, etc. (hereinafter referred to as the “Transfer Act”).

2. In case otherwise provided for by laws and regulations including the issuance of new shares apart from those in the preceding paragraph, the change to the entries in the shareholders’ register shall be made regardless of the notice given by the Center.
3. The entries in the shareholders’ register shall be recorded using characters and symbols specified by the Center.

Article 4. (*Notification Related to Entries in Shareholders' Register*)

Shareholders of the Company shall notify the Company of their names or designations and addresses through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center. In case of any change to the entries, the same notification procedure shall apply.

Article 5. (*Representative of Corporate Shareholders*)

If the shareholders are corporations, such corporations shall notify the Company of their one (1) representative through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center. In case of any change to the representative, the same notification procedure shall apply.

Article 6. (*Representative of Joint Shareholders*)

Shareholders who jointly own shares shall appoint one (1) representative and notify the Company of its name or designation and address through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center. In case of any change to the representative, the same notification procedure shall apply.

Article 7. (*Statutory Agent*)

A statutory agent such as a person with parental authority or a guardian of the shareholder, et al., shall notify the Company of its name or designation and address through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center. In case of any change to or cancellation of the legal status thereof, the same notification procedure shall apply.

Article 8. (*Notification of Place to Receive Notices for Shareholders, et al., Residing Abroad*)

Shareholders and registered pledgees or their statutory agents residing abroad shall either appoint a standing proxy in Japan or designate a place in Japan to receive notices from the Company and notify the Company of the name or designation and address of the standing proxy or the address to receive notices from the Company through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center. In case of any change to and cancellation of the notified matters or the place as above, the same notification procedure shall apply.

Article 9. (*Method of Identification through the Center*)

In the case where reports that are submitted by a shareholder to the Company through the Securities Companies, etc., or the Center, such reports shall be deemed to have been submitted by such shareholder himself/herself.

CHAPTER III.

IDENTIFICATION OF SHAREHOLDERS

Article 10. (*Identification of Shareholders*)

In case shareholders (including those to whom the Individual Shareholder Notice has been issued) exercise their shareholders' rights such as requests (hereinafter referred to as the "Requests"), a document proving that such Requests are prepared and submitted by the shareholders themselves (hereinafter referred to as the "Proof of Identification") shall be attached to or provided together with the application for the Requests. Provided, however, that this clause shall not apply if the Company can confirm that the Requests are prepared and submitted by the shareholders themselves.

2. If the Requests are submitted by shareholders to the Company through the Securities Companies, etc., or the Center, the Requests shall be deemed to have been submitted by the shareholders themselves and no Proof of Identification is required.

3. In the case where the Requests are made by a proxy, in addition to the procedures referred to in the preceding two paragraphs, a shareholder shall submit a power of attorney on which he/she has placed his/her signature or affixed his/her name and seal. The name or designation and address of the proxy shall be described in the power of attorney.
4. The preceding paragraphs 1 and 2 shall apply mutatis mutandis to the proxy.

CHAPTER IV.

PROCEDURES FOR THE EXERCISE OF SHAREHOLDERS' RIGHTS

Article 11. (Minority Shareholders' Rights, etc.)

In case minority shareholders' rights, etc., which are set forth in Article 147, Paragraph 4, of the Transfer Act, are directly exercised to the Company, the voucher of receiving the Individual Shareholder Notice shall be attached to the documents signed or sealed beside a name inscription by the shareholder concerned.

Article 12. (Description of Matters that are Proposed by Shareholders in Reference Materials for General Meeting of Shareholders)

If a description of the following matters regarding a proposal by a shareholder exceeds 400 characters in Japanese, such proposal shall be set forth in the form of an outline in the reference materials for the General Meeting of Shareholders.

- (1) Reason for the proposal
- (2) Matters concerning the election of Directors, Corporate Auditors and Accounting Auditor

Article 13. (Method of Requesting Purchase of Shares Constituting Less Than One Unit)

A request for the purchase of Shares Constituting Less Than One Unit shall be made to the Company through the Securities Companies, etc., or the Center in accordance with the relevant provisions stipulated by the Center.

Article 14. (Determination of Purchase Price)

In case of a request in the preceding Article being made, the purchase price per share shall be the last price of the Company's stock in trading at the market opened by the Tokyo Stock Exchange on the day on which the request reaches the place of business of the administrator of the shareholders' register. Provided, however, that the purchase price per share shall be the first trading price effected on any day subsequent to such day if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.

2. The purchase price shall be obtained by multiplying the number of shares to be purchased by the purchase price per share in the preceding paragraph.

Article 15. (Payment of Purchase Price)

Unless otherwise provided for by the Company, the Company shall pay the amount of money obtained by deducting the handling charge prescribed in Article 24 from the purchase price determined in accordance with the preceding Article to the shareholder who has made a request for the purchase of Shares Constituting Less Than One Unit on the fourth (4th) business day from the day immediately following the date on which the purchase price is determined in accordance with the relevant provisions stipulated by the Center. Provided, however, that if the purchase price reflects the rights to receive dividends or a distribution of new shares pursuant to a stock split or other rights, the payment shall be made on or prior to the record date for such right.

Article 16. (Transfer of Shares Purchased)

The title to the Shares Constituting Less Than One Unit, for which a request for purchase is made, shall be transferred to the transfer account of the Company on the day on which the payment or payment procedure of the proceeds for purchase was completed pursuant to the preceding Article.

Article 17. (*Method of Requesting the Additional Purchase of Shares Constituting Less Than One Unit*)

In the case where a shareholder who holds Shares Constituting Less Than One Unit requests the Company to sell to the shareholder such a number of shares that will constitute a full unit of shares, when added to the shares he/she holds (hereinafter referred to as the “Request for Additional Purchase”), such request shall be made through the Securities Companies, etc., or the Center pursuant to the relevant provisions stipulated by the Center.

Article 18. (*Request for Additional Purchase Exceeding the Balance of Treasury Shares*)

If the total number of shares, for which several Requests for Additional Purchase are made on the same day without knowing the order of arrivals, exceeds the number of the transferable treasury shares held by the Company, none of the Requests for Additional Purchase made on such a day shall become effective.

Article 19. (*Effective Date of the Request for Additional Purchase*)

A Request for Additional Purchase shall become effective on the day on which it reaches the place of business of the administrator of the shareholders’ register.

Article 20. (*Determination of the Additional Purchase Price*)

The purchase price per share of shares for which the Request for Additional Purchase has been made shall be the last price of the Company’s stock in trading at the market opened by the Tokyo Stock Exchange as of the effective date of the Request for Additional Purchase. Provided, however, that the purchase price per share shall be the first trading price effected on any day subsequent to such day if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.

2. The price of shares to be additionally purchased shall be obtained by multiplying the number of shares subject to the Request for Additional Purchase by the price per share of shares to be additionally purchased in the preceding paragraph.

Article 21. (*Transfer of Shares Additionally Purchased*)

With respect to the treasury shares reserved by the Company in the number equivalent to the number of shares for which the Request for Additional Purchase is made, pursuant to the relevant provisions stipulated by the Center, the shareholder who made such request shall apply for the transfer of such shares to his/her transfer account through the Securities Companies, etc. on the day on which it is confirmed that the amount being the sum of the additional purchase price and the handling charge prescribed in Article 24 has been remitted to the bank account designated by the Company.

Article 22. (*Periods during which Requests for Additional Purchase Are Not Accepted*)

The Company will suspend the acceptance of any Requests for Additional Purchase during the period commencing on the 10th business day prior to the dates mentioned below and ending on any of these dates.

- (1) March 31
 - (2) September 30
 - (3) Other dates specified by the Center, such as the day on which shareholders are determined
2. Notwithstanding the preceding paragraph, the Company may set other periods during which any Requests for Additional Purchase are not accepted if the Company deems it necessary.

CHAPTER V.

SPECIAL EXCEPTION REGARDING SPECIAL ACCOUNTS

Article 23. (*Special Exception regarding Special Accounts*)

The handling of special accounts, including the identification of shareholders who have opened their special accounts, shall be governed by the relevant provisions stipulated by the Center, as well as those stipulated by the account management agencies for special accounts.

CHAPTER VI.

HANDLING CHARGES

Article 24. (*Handling Charges*)

The handling charges pertaining to the request for the purchase of Shares Constituting Less Than One Unit stated in Article 13 and the request for additional purchase of Shares Constituting Less Than One Unit stated in Article 17 shall be the sum of 0.9775% of the respective prices as follows and the relevant consumption taxes.

1. Request for purchase of Shares Constituting Less Than One Unit
The purchase price determined according to Article 14, Paragraph 2
2. Request for additional purchase of Shares Constituting Less Than One Unit
The additional purchase price determined according to Article 20, Paragraph 2