

[TRANSLATION]

September 1, 2017

To whom it may concern:

Company Name: SECOM CO., LTD.
Name of Representative: Yasuo Nakayama
President and Representative Director
Securities Code: 9735 TSE First Section
Inquiries: Koji Kato
Senior General Manager
Management Control Division
TEL: +81-3-5775-8225

Notification concerning the Acquisition of TMJ, Inc. Shares

SECOM CO., LTD. (“SECOM”) hereby announces that it will acquire all of the issued shares of common stock (6,000 shares) of TMJ, Inc. (“TMJ”) from Benesse Holdings, Inc. (“Benesse”) and Marubeni Corporation (“Marubeni”).

1. Reason for the Acquisition

Having formulated the SECOM Group’s Vision for 2030, SECOM is collaborating with partners who share its philosophy to create the *ANSHIN* Platform, a service infrastructure designed to provide peace of mind to people in their everyday lives, as well as to society as a whole. Guided by this vision, SECOM has set policies for expanding secure business support services, among others, as one of several measures aimed at enabling it to provide seamless peace of mind.

TMJ was established as an in-house call center for the Benesse Group. Today, the company capitalizes on experience accumulated in this role to provide high-quality outsourcing services not only to Benesse Group companies but also to leading companies in a wide range of industries, including major financial institutions.

SECOM believes that access to the extensive know-how and wealth of experience of TMJ will enhance its ability to respond to expanding market needs through the development and provision of efficient, value-added services.

Looking ahead, SECOM and TMJ will endeavor to leverage their respective strengths and generate synergies with the goal of offering ever-better services to the customers of both companies. Together with the newest SECOM Group member, SECOM will also continue working to strengthen its relationship with society and to help address diverse social imperatives through the creation of the *ANSHIN* Platform. In so doing, SECOM will seek to grow together with society and to achieve sustainable growth in corporate value.

TMJ and Benesse have signed a business alliance agreement with the purpose of maintaining their current business relationship.

2. Outline of a Subsidiary to be Acquired

a. Name	TMJ, Inc.	
b. Address	20-1, Nishi-Shinjuku 7-chome, Shinjuku-ku, Tokyo	
c. Name and Title of Representative	President and Representative Director, Hideki Maruyama	
d. Business Description	(i) Operation/temporary employee placement, design and analysis of contact centers, (ii) outsourcing services of contact center-related businesses and (iii) outsourcing services of back office	
e. Capital	300 million yen	
f. Date of Establishment	April 1, 1992	
g. Major Shareholders and Shareholding Ratio	Benesse Holdings, Inc.	60%
	Marubeni Corporation	40%
h. Relationship between SECOM and TMJ	Capital Relationship	There is no capital relationship to be mentioned between SECOM and TMJ. There is also no capital relationship to be specially mentioned between affiliated parties and companies of SECOM and those of TMJ.
	Personnel Relationship	There is no personal relationship to be mentioned between SECOM and TMJ. There is also no personal relationship to be specially mentioned between affiliated parties and companies of SECOM and those of TMJ.
	Transactional Relationship	There is no transactional relationship to be mentioned between SECOM and TMJ. There is also no transactional relationship to be specially mentioned between affiliated parties and companies of SECOM and those of TMJ.

i. Business Performance and Financial Conditions for the Last Three Years (Non-consolidated) (In millions of yen)			
Fiscal Years Ended	March 31, 2015	March 31, 2016	March 31, 2017
Net Assets	6,028	6,765	7,422
Total Assets	11,831	11,953	12,373
Net Assets Per Share of Common Stock (yen)	1,004,757.84	1,127,515.38	1,237,026.23
Revenue	30,620	32,979	33,125
Operating Profit	1,057	1,493	1,474
Ordinary Profit	1,069	1,556	1,504
Net Income	646	995	992
Net Income Per Share of Common Stocks (yen)	107,789.10	165,874.79	165,372.23
Cash Dividends Per Share of Common Stock (yen)	43,116	66,350	69,912

3. Outline of the Transferor for the Share Purchase

a. Name	Benesse Holdings, Inc.		
b. Address	7-17 Minamigata 3-chome, Kita-ku, Okayama-shi, Okayama		
c. Name and Title of Representative	President and Representative Director, Tamotsu Adachi		
d. Business Description	Education, personal care and child care businesses within and outside Japan		
e. Capital	13,600 million yen		
f. Date of Establishment	January 28, 1955		
g. Major Shareholders and Shareholding Ratio	The Master Trust Bank of Japan, Ltd.		10.6%
	Japan Trustee Services Bank, Ltd.		9.4%
h. Relationship between SECOM and Benesse	Capital Relationship	There is no capital relationship to be mentioned between SECOM and Benesse. There is also no capital relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Benesse.	
	Personnel Relationship	There is no personal relationship to be mentioned between SECOM and Benesse. There is also no personal relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Benesse.	

	Transactional Relationship	SECOM provides security services to Benesse. There is also no transactional relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Benesse.
	Related Party Relationship	Benesse is not a related party of SECOM.

i Business Performance and Financial Conditions for the Last Three Years (Consolidated)
(In millions of yen)

Fiscal Years Ended	March 31, 2015	March 31, 2016	March 31, 2017
Consolidated Net Assets	197,892	179,266	175,166
Consolidated Total Assets	490,954	474,926	481,904
Consolidated Net Assets Per Share of Common Stock (yen)	2,000.43	1,796.57	1,749.37
Consolidated Revenue	463,264	444,190	430,064
Consolidated Operating Profit	29,227	10,862	7,685
Consolidated Ordinary Profit	26,838	8,732	5,545
Net Income Attributable to Owners of the Parent	(10,705)	(8,211)	3,557
Consolidated Net Income Per Share of Common Stocks (yen)	(111.30)	(85.37)	36.98
Cash Dividends Per Share of Common Stock (yen)	95.00	95.00	95.00

a. Name	Marubeni Corporation	
b. Address	7-1, Nihonbashi 2-chome, Chuo-ku, Tokyo	
c. Name and Title of Representative	President and Representative Director, Fumiya Kokubu	
d. Business Description	Importing, exporting and sales of goods made domestically and internationally	
e. Capital	262,686 million yen	
f. Date of Establishment	December 1, 1949	
g. Major Shareholders and Shareholding Ratio	The Master Trust Bank of Japan, Ltd. (Trust Account)	4.9%
	Japan Trustee Services Bank, Ltd. (Trust Account)	4.6%
h. Relationship between SECOM and Marubeni	Capital Relationship	There is no capital relationship to be mentioned between SECOM and Marubeni. There is also no capital relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Marubeni.

	Personnel Relationship	There is no personal relationship to be mentioned between SECOM and Marubeni. There is also no personal relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Marubeni.
	Transactional Relationship	SECOM provides security services to Marubeni. There is also no transactional relationship to be specially mentioned between affiliated parties and companies of SECOM and those of Marubeni.
	Related Party Relationship	Marubeni is not a related party of SECOM.

i Business Performance and Financial Conditions for the Last Three Years (Consolidated-IFRS)
(In millions of yen)

Fiscal Years Ended	March 31, 2015	March 31, 2016	March 31, 2017
Equity Attributable to Owners of the Parent	1,518,515	1,317,052	1,683,723
Total Assets	7,673,064	7,117,686	6,896,733
Equity Per Share Attributable to Owners of the Parent (yen)	875.04	758.95	829.49
Revenue	7,834,295	7,300,299	7,128,805
Profit Before Tax	124,614	90,559	200,271
Profit Attributable to Owners of the Parent	105,604	62,264	155,350
Earnings Per Share Attributable to Owners of the Parent [Basic] (yen)	60.85	35.88	88.08
Earnings Per Share Attributable to Owners of the Parent [Diluted] (yen)	60.85	35.88	88.06
Cash Dividends Per Share of Common Stock (yen)	26.00	21.00	23.00

4. The Number of Shares to be Acquired, Purchase Price and Conditions of Shares Held before and after the Acquisition

(1) The number of shares held before the acquisition	0	(The number of voting rights: 0) (Shareholding ratio: 0%)
(2) The number of shares to be acquired	6,000	(The number of voting rights: 6,000) (Purchase price: 26,550 million yen) *Advisory fees and others will be charged separately.
(3) The number of shares to be held after the acquisition	6,000	(The number of voting rights: 6,000) (Shareholding ratio: 100%)

5. Schedule for the Share Purchase

(1) Execution of Share Purchase Agreement	September 1, 2017
(2) Closing Date	October 2, 2017 (planned)

6. Future Prospects

Detailed effects of this acquisition on SECOM's consolidated financial position and performance will be reviewed and disclosed in a timely manner.

7. Other Items to be Specially Mentioned

The execution of this acquisition is conditional upon no such factor prohibiting the execution of the acquisition, including cease and desist order from the Japan Fair Trade Commission, as a result of the examination by authority.

(Reference)

Projections for the Consolidated Financial Results for the Fiscal Year Ending March 31, 2018, and the Consolidated Financial Results for the Fiscal Year Ended March 31, 2017

(In millions of yen)

	Consolidated Revenue	Consolidated Operating Profit	Consolidated Ordinary Profit	Net Income Attributable to Owners of the Parent
Projected Financial Results for the Fiscal Year Ending March 31, 2018	940,000	132,400	139,200	84,800
Actual Financial Results for the Fiscal Year Ended March 31, 2017	928,098	131,050	147,033	84,170