

(Translation)

Stock Exchange Code: 9735

June 28, 2022

To our shareholders,

**Notice of Resolutions of The 61st Ordinary General Meeting of Shareholders**

We are pleased to announce that the matters below were reported and resolved at the 61st Ordinary General Meeting of Shareholders of SECOM CO., LTD. (“the Company”) held today.

Yours very truly,  
Ichiro Ozeki  
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 61st Fiscal Year (from April 1, 2021 to March 31, 2022) 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 61st Fiscal Year (from April 1, 2021 to March 31, 2022).

**Matters Resolved:**

**First Item of Business:      Distribution of Surplus**

As originally proposed, it was resolved that the year-end dividend for the fiscal year under review was Yen 90 per share. A total amount of dividend per share, together with the interim dividend of Yen 90 per share, is Yen 180, YEN 10 higher than YEN 170 for the previous fiscal year.

(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) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, necessary amendments were made.
- (2) In order that the Company may also enter into a liability limit agreement with Non-executive Directors and Internal Audit & Supervisory Board Members to ensure that Non-executive Directors and all Audit & Supervisory Board Members adequately fulfill the roles expected of them, necessary amendments were made.

The details of amendments are shown below.

**Third Item of Business: Election of Ten (10) Directors**

As originally proposed, the ten (10) Directors, namely Messrs. Yasuo Nakayama, Ichiro Ozeki, Yasuyuki Yoshida, Tatsuro Fuse, Tatsuya Izumida, Tatsushi Kurihara, Takaharu Hirose, Hirobumi Kawano, Hajime Watanabe, and Ms. Miri Hara were reelected. They assumed their offices respectively. Messrs. Takaharu Hirose, Hirobumi Kawano, Hajime Watanabe and Ms. Miri Hara are Outside Directors stipulated under the Companies Act.

(Translation)

Details of amendments to the Articles of Incorporation

(Underlines indicate the changes)

Before Amendments	After Amendments
<p data-bbox="188 470 785 586"><u>(Disclosure of Reference Materials for General Meeting of Shareholders via the Internet and Deemed Furnished)</u></p> <p data-bbox="188 595 325 631"><u>Article 16</u></p> <p data-bbox="242 640 785 1137"><u>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.</u></p> <p data-bbox="354 1191 619 1227">(Newly Established)</p>	<p data-bbox="1043 470 1171 506">(Deleted)</p> <p data-bbox="810 1191 1391 1267"><u>(Measures for the Provision of Information in Electronic Format, etc.)</u></p> <p data-bbox="810 1276 944 1312"><u>Article 16</u></p> <p data-bbox="858 1321 1407 1608"><u>On convening a General Meeting of Shareholders, the Company shall implement measures for the provision of information constituting the contents of reference documents, etc. for the General Meeting of Shareholders in electronic format.</u></p> <p data-bbox="810 1617 1407 1989"><u>2. Among matters for which measures are implemented for provision in electronic format, the Company may exclude all or part of the matters prescribed by an ordinance of the Ministry of Justice from the paper documents that will be delivered to shareholders who request delivery in paper format by the record date for voting rights.</u></p>

(Translation)

Before Amendments	After Amendments
<p>(Liability Limitation Agreement with <u>Outside Director</u>)</p> <p>Article 32</p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act the Company may enter into an agreement with <u>Outside Director</u> to limit damage compensation liability provided for in Paragraph 1 of Article 423 of the Companies Act; Provided, however, that the limited amount of compensation liability pursuant to this agreement is the amount provided for in the laws and ordinances.</p>	<p>(Liability Limitation Agreement with <u>Director</u>)</p> <p>Article 32</p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act the Company may enter into an agreement with <u>Director (excluding those who are executive directors, etc.)</u> to limit damage compensation liability provided for in Paragraph 1 of Article 423 of the Companies Act; Provided, however, that the limited amount of compensation liability pursuant to this agreement is the amount provided for in the laws and ordinances.</p>
<p>(Contracts for limitation of liability with <u>Outside Audit and Supervisory Board Members</u>)</p> <p>Article 42</p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act the Company may enter into an agreement with <u>Outside Audit and Supervisory Board Member</u> to limit damage compensation liability provided for in Paragraph 1 of Article 423 of the Companies Act; Provided, however, that the limited amount of compensation liability pursuant to this agreement is the amount provided for in the laws and ordinances.</p>	<p>(Contracts for limitation of liability with <u>Audit and Supervisory Board Members</u>)</p> <p>Article 42</p> <p>Pursuant to Paragraph 1 of Article 427 of the Companies Act the Company may enter into an agreement with <u>Audit and Supervisory Board Member</u> to limit damage compensation liability provided for in Paragraph 1 of Article 423 of the Companies Act; Provided, however, that the limited amount of compensation liability pursuant to this agreement is the amount provided for in the laws and ordinances.</p>
<p>(Newly Established)</p>	<p><u>Supplementary Provisions</u></p> <ol style="list-style-type: none"><li>1. <u>The amendments to Article 16 shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></li></ol>

(Translation)

Before Amendments	After Amendments
	<ol style="list-style-type: none"><li data-bbox="805 280 1409 660">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation (Disclosure of Reference Materials for General Meeting of Shareholders via the Internet and Deemed Furnished) shall remain in force with respect to any general meeting of shareholders to be held on a date by the end of February 2023.</u></li><li data-bbox="805 663 1409 873">3. <u>These Supplementary Provisions shall be deleted after March 1, 2023 or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></li></ol>

(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 translation.)