

February 18, 2009

Notice of Partial Amendments to Articles of Incorporation

The Board of Directors of BankTec Japan, Inc. approved a resolution on February 18, 2009 to submit the following proposal concerning "Partial Amendments to the Articles of Incorporation" to shareholders at the Shareholders' Meeting scheduled for March 27, 2009.

1. Reasons for amendments

- (1) In order to respond to the diversification of our business, purposes of business have been added to the current Article 2 of the Articles of Incorporation.
- (2) To improve business efficiency, we will change our head office to Kawasaki-shi, Kanagawa in the current Article 3 of the Articles of Incorporation.
- (3) In accordance with the "Law to Partially Amend the Law Concerning Book-entry Transfers of Corporate Securities for Rationalization of Settlements Related to the Trading of Stocks and Other Securities" (Law No. 88, June 9, 2004), Article 6, Paragraph 1 of the Supplementary Rules, a resolution is assumed to have been approved as of the starting date for electronic stock certificates that terminates provisions of the Articles of Incorporation concerning the issuance of stock certificates. As a result, the current Article 6 (Issuance of Stock Certificates) in the Articles of Incorporation will be deleted because it is no longer needed. Due to this deletion, numbers of other articles will be moved up and the format of the current Articles 8, 9, 10 and 37 will be revised.
- (4) The current Articles 23 and 30 of the Articles of Incorporation will be revised to conform to the text of the Corporation Law.

2. Date that amendments to Articles of Incorporation take effect
March 27, 2009

3. Description of amendments

A description of amendments is provided separately.

Attached

Proposed Amendments	Current
<p style="text-align: center;">Chapter 1 General Rules</p> <p>Article 1 (same as at present) Article 2 (same as at present) 1. ~ 6. (same as at present) <u>7. Labor dispatch services</u> 8. (same as at present) Article 3 (Location of head office) The Company's head office will be located in <u>Kawasaki-shi, Kanagawa.</u> Article 4 (same as at present)</p> <p style="text-align: center;">Chapter 2 Stock</p> <p>Article 5 (same as at present) (omitted)</p> <p>Article 6 (same as at present) Article 7 (Stock handling rules) <u>Handling related to the Company's shares</u> shall be in accordance with laws and regulations or Articles of Incorporation, and also with stock handling rules established by the Board of Directors.</p> <p>Article 8 (Shareholder list manager) 1. The Company designates shareholder list managers. 2. A shareholder list manager and office shall be selected by resolution at the Board of Directors. 3. (omitted)</p> <p>Article 9 (Record date) 1. The Company shall deem those shareholders with voting rights who are recorded annually on December 31 in the last shareholders list as of each business</p>	<p style="text-align: center;">Chapter 1 General Rules</p> <p>Article 1 (provision omitted) Article 2 (provision omitted) 1. ~ 6. (omitted) (new provision) <u>7. (omitted)</u> Article 3 (Location of head office) The Company's head office will be located in <u>Meguro-ku, Tokyo.</u> Article 4 (provision omitted)</p> <p style="text-align: center;">Chapter 2 Stock</p> <p>Article 5 (provision omitted) <u>Article 6 (Issuance of stock certificates)</u> <u>The Company shall issue stock certificates for its shares.</u> Article 7 (provision omitted) Article 8 (Stock handling rules) <u>The type of shares issued by the Company, listing or recording to the shareholder list, register of lost share certificates and register of share warrants, and other stock or share warrant related procedures and fees shall be in accordance with laws and regulations or Articles of Incorporation, and also with stock handling rules established by the Board of Directors.</u> Article 9 (Shareholder list manager) 1. The Company designates shareholder list manager. 2. A shareholder list manager and office shall be selected by resolution at the Board of Directors. 3. <u>The Company's shareholder list, register of lost share certificates and register of share warrants shall be placed at the office of the shareholder list manager, and listing or registering to the shareholder list, register of lost share certificates and register of share warrants, and other stock or share warrant related business shall be handled by a shareholder list manager and not by the Company.</u></p> <p>Article 10 (Record date) 1. The Company shall deem those shareholders with voting rights who are <u>listed</u> or recorded annually on</p>

year as shareholders who may execute rights at the Annual Meeting of shareholders

2. Besides the foregoing, if necessary, the Board of Directors may appoint shareholders recorded in the last shareholder list on a certain day as shareholders who are eligible to execute these rights.

Chapter 3 Shareholders' Meeting
Article 10 ~ Article 15 (same as at present)

Chapter 4 Directors and Board of Directors
Article 16 ~ Article 21 (same as at present)
Article 22 (Directors' remuneration, etc.)
Remunerations, bonuses or other financial benefits (hereafter called "remuneration, etc.") to be provided by the Company as consideration for responsibilities and execution for directors shall be determined by resolution at the Shareholders' Meeting.

Chapter 5 Auditors and Board of Auditors
Article 23 ~ Article 28 (same as at present)
Article 29 (Remuneration, etc.)
Remuneration, etc. for auditors shall be determined by resolution at the Shareholders' Meeting.

Chapter 6 Independent Auditor
Article 30 ~ Article 33 (same as at present)

Chapter 7 Liability exemption for directors and auditors
Article 34 (same as at present)

Article 8 Account Settlement
Article 35 (same as at present)
Article 36 (Dividends from retained earnings)
1. The Company shall, by resolution at the Shareholders' Meeting, be able to pay year-end dividends to shareholders or registered share rights holders recorded in the shareholder list as of the end of each business year.

December 31 in the last shareholder list as of each business year as shareholders who may execute rights at the Annual Meeting of Shareholders.

2. Besides the foregoing, if necessary, the Board of Directors may appoint shareholders listed or recorded in the last shareholder list on a certain day as shareholders who are eligible to execute these rights.

Chapter 3 Shareholders' Meeting
Article 11 ~ Article 16 (provision omitted)

Chapter 4 Directors and Board of Directors
Article 17 ~ Article 22 (provision omitted)
Article 23 (Directors' remuneration, etc. and retirement benefits)
Remuneration, etc. and retirement benefits for directors shall be determined by resolution at the Shareholders' Meeting, respectively.

Chapter 5 Auditors and Board of Auditors
Article 24 ~ Article 29 (provision omitted)
Article 30 (Remuneration, etc. and retirement benefits)
Remuneration, etc. and retirement benefits for directors shall be determined by resolution at the Shareholders' Meeting, respectively.

Chapter 6 Independent Auditor
Article 31 ~ Article 34 (provision omitted)

Chapter 7 Liability exemption for directors and auditors
Article 35 (provision omitted)

Article 8 Account Settlement
Article 36 (provision omitted)
Article 37 (Dividends from retained earnings)
1. The Company shall, by resolution at the Shareholders' Meeting, be able to pay year-end dividends to shareholders or registered share rights holders listed or recorded in the shareholder list as of the end of each business year.

<p>2. Besides the foregoing, the Company shall, by resolution at the Board of Directors, be able to pay interim dividends to shareholders or registered share rights holders recorded in the shareholder list as of June 30 each year. Article <u>37</u> (same as at present)</p>	<p>2. Besides the foregoing, the Company shall, by resolution at the Board of Directors, be able to pay interim dividends to shareholders or registered share rights holders <u>listed or</u> recorded in the shareholder list as of June 30 each year. Article <u>38</u> (provision omitted)</p>
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