

May 18, 2020

(Translation)

Company name: West Japan Railway Company
President: Kazuaki Hasegawa
Code number: 9021 Stock listings: Tokyo Stock Exchange,
Nagoya Stock Exchange and Fukuoka Stock Exchange
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Amendment to Articles of Incorporation (Number of Audit & Supervisory Board Members) and Changes in Directors/Audit & Supervisory Board Members

At a meeting of the Board of Directors held today, the Board made resolutions regarding an amendment to the Articles of Incorporation and Director/Audit & Supervisory Board Member candidates, which will be submitted as propositions to the 33rd Ordinary General Meeting of Shareholders (June 23, 2020). In addition, plans for concurrent Executive Officer duties for Director candidates were decided. Plans call for these changes to be formally decided at the above Ordinary General Meeting of Shareholders and at the Board of Directors meeting following the conclusion of the Ordinary General Meeting of Shareholders.

1. Amendment to Articles of Incorporation

(1) Reason for Amendment to Articles of Incorporation

With the objectives of further enhancing governance through auditing and further strengthening the auditing function, the number of Audit & Supervisory Board Members will be changed from a maximum of four members to a maximum of six members.

(2) Details of Amendment to Articles of Incorporation

The details of the amendment are as follows.

(Underlines show amendment)

Existing Articles of Incorporation	Proposed Amendment
(Number of Audit & Supervisory Board Members) Article 27 The Company shall have a maximum of <u>four</u> Audit & Supervisory Board Members.	(Number of Audit & Supervisory Board Members) Article 27 The Company shall have a maximum of <u>six</u> Audit & Supervisory Board Members.

(3) Schedule

Planned date of General Meeting of Shareholders for amendment to the Articles of Incorporation June 23, 2020

2. Director Candidates (as of June 23, 2020)

Chairman and Director (Chairman of the Board of Directors) Seiji Manabe

Vice Chairman, Director Tatsuo Kijima

Director Norihiko Saito

Director	Hideo Miyahara	
Director	Hikaru Takagi	
Director (newly elected)	Yoshinobu Tsutsui	(Currently: Audit & Supervisory Board Member; Chairman and Representative Director, Nippon Life Insurance Company)
Director (newly elected)	Haruko Nozaki	(Currently: Junior Corporate Officer, HORIBA, Ltd.)
President, Representative Director, and Executive Officer	Kazuaki Hasegawa	
Vice President, Representative Director, and Executive Officer; Senior General Manager of Railway Operations Headquarters	Fumito Ogata	
Vice President, Representative Director, and Executive Officer; Senior General Manager of Shinkansen Operations Division, Railway Operations Headquarters	Yoshihisa Hirano	
Vice President, Representative Director, and Executive Officer; Senior General Manager of Business Development Headquarters	Atsushi Sugioka	(Currently: Director and Senior Executive Officer; Senior General Manager of Corporate Planning Headquarters; Senior General Manager of IT Headquarters; Senior General Manager of Business Development Headquarters)
Director and Senior Managing Executive Officer; Senior General Manager of Corporate Planning Headquarters	Shoji Kurasaka	(Currently: Director and Senior Managing Executive Officer; General Manager of General Affairs Department; Senior General Manager of Tokyo Headquarters)
Director and Senior Executive Officer; Deputy Senior General Manager of Railway Operations Headquarters; General Manager of Transport Safety Department, Railway Operations Headquarters	Keijiro Nakamura	
Director and Senior Executive Officer; Senior General Manager of Kansai Urban Area Regional Head Office	Tadashi Kawai	
Director, Senior Executive Officer, General Manager of Personnel Department (newly elected)	Yutaka Nakanishi	(Currently: Executive Officer, General Manager of Personnel Department)

(Note) Directors Norihiko Saito, Hideo Miyahara, Hikaru Takagi, Yoshinobu Tsutsui and Haruko Nozaki are candidates for external director as provided for in Article 2, paragraph 3, item 7 of the Regulations to Enforce the Companies Act of Japan.

(Note) Current work responsibilities have been omitted for individuals whose work responsibilities have not changed.

3. Audit & Supervisory Board Member Candidate (as of June 23, 2020)

Full-time Audit & Supervisory Board Member (newly elected)	Fumio Tanaka	(Currently: President and Representative Director, WEST JAPAN RAILWAY TECHNOS Co.,Ltd.)
Full-time Audit & Supervisory Board Member (newly elected)	Maki Ogura	(Currently: Judge, Osaka District Court, Osaka Family Court, Kishiwada Branch)
Audit & Supervisory Board Member (newly elected)	Emiko Hazama	(Currently: Professor, Department of Public Affairs, Osaka University of Commerce)

(Note) Approval at the above General Meeting of Shareholders of the “Amendment to Articles of Incorporation” is a condition for the election of three Audit & Supervisory Board Members.

(Note) If the “election of 3 Audit & Supervisory Board Members” is approved at the above General Meeting of Shareholders, the number of Audit & Supervisory Board Members will change from 4 to 5.

(Note) Maki Ogura and Emiko Hazama are candidates for external Audit & Supervisory Board Members as provided for in Article 2, paragraph 3, item 8 of the Regulation for Enforcement of the Companies Act.

(Note) Maki Ogura plans to retire from his current position in June 2020.

(Note) The election of the full-time Audit & Supervisory Board Members is planned to be decided at the Audit & Supervisory Board Meeting following the conclusion of the above Ordinary General Meeting of Shareholders.

4. Directors Planning to Retire (as of June 23, 2020)

Currently: Director	Yumiko Sato
Currently: Director	Yuzo Murayama
Currently: Director and Senior Executive Officer; Deputy Senior General Manager of Railway Operations Headquarters; Deputy Senior General Manager of Shinkansen Operations Division, Railway Operations Headquarters	Toshihiro Matsuoka (President, Representative Director of WEST JAPAN RAILWAY SHINKANSEN TECHNOLOGY CORPORATION (planned position))

5. Audit & Supervisory Board Member Planning to Retire (as of June 23, 2020)

Currently: Full-time Audit & Supervisory Board Member	Naoki Nishikawa (Senior Advisor at the Company (planned position))
Currently: Audit & Supervisory Board Member	Yoshinobu Tsutsui

End

(Reference)

May 18, 2020
West Japan Railway Company

West Japan Railway Company, at a meeting of the Board of Directors held today, resolved as follows in relation to matters regarding the 33rd General Meeting of Shareholders. This information is provided for reference.

Also, at a meeting of the Board of Directors held on April 30, 2020, the date of the meeting and the place of the meeting were decided, and this information is also provided for reference.

Furthermore, in holding the meeting, the Company plans to implement necessary infection prevention measures in consideration of the spread of the novel coronavirus infection.

Description

1. Date and hour of the meeting:

June 23 (Tuesday), 2020, at 10:00 a.m.

2. Place of the meeting:

RIHGA Royal Hotel
3-68, Nakanoshima 5-chome, Kita-ku, Osaka, Japan

3. Matters forming the objects of the meeting:

Matters to be reported:

1. Report on the business report, the consolidated financial statements, and the financial statements for the 33rd fiscal year (April 1, 2019 to March 31, 2020)
2. Report on the results of audit of the consolidated financial statements for the 33rd fiscal year by the account auditors and the Audit & Supervisory Board

Matters to be resolved:

- Proposition No. 1: Appropriation of retained earnings
- Proposition No. 2: Amendment to Articles of Incorporation
- Proposition No. 3: Election of 15 directors
- Proposition No. 4: Election of 3 Audit & Supervisory Board Members
- Proposition No. 5: A change in the amount of remuneration for Audit & Supervisory Board Members

4. Other matters

Date on which the dividend from retained earnings shall become effective:
June 24 (Wednesday), 2020

End