

May 16, 2022

(Translation)  
To All concerned Parties

Company name: West Japan Railway Company  
President: Kazuaki Hasegawa  
Code number: 9021 Stock listing: Tokyo Stock Exchange Prime Market  
For further information, please contact: Yuichi Kozawa,  
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### **Notice Regarding Partial Amendment to the Articles of Incorporation**

At a meeting of the Board of Directors held today, the Company approved a resolution regarding a partial amendment to the Articles of Incorporation, which will be submitted as a proposition to the 35th Ordinary General Meeting of Shareholders (June 23, 2022). The details are as follows.

#### Description

##### 1. Purpose of Amendments to the Articles of Incorporation

###### a. Transition to a Company with an Audit and Supervisory Committee

As separately disclosed in the “Notice Regarding Transition to a Company with an Audit and Supervisory Committee” on January 31, 2022, the Company intends to transition to a company with an Audit and Supervisory Committee in order to strengthen the supervisory function of the Board of Directors, strengthen corporate governance even further, accelerate decision-making, and execute business operations flexibly. Accordingly, the proposal entails making amendments required for the transition to a company with an Audit and Supervisory Committee. These include the establishment of new provisions concerning Audit and Supervisory Committee members and an Audit and Supervisory Committee, the deletion of provisions concerning Audit & Supervisory Board members and the Audit & Supervisory Board, an amendment to the number of directors, and the establishment of new provisions concerning the delegation of determination on the execution of important operations.

###### b. System for Providing Documents of Ordinary General Meetings of Shareholders in Electronic Format

A system of measures to provide documents of Ordinary General Meetings of Shareholders in electronic format shall be established pursuant to the Act Partially Amending the Companies Act (Act No. 70 of 2019). In accordance with enforcement on September 1, 2022, the following required amendments shall be made.

- i. Article 16, Paragraph 1, of the proposed amendment stipulates the implementation of measures to provide information in electronic format, which shall include the reference documents of the Ordinary General Meeting of Shareholders.
- ii. Article 16, Paragraph 2, of the proposed amendment establishes a provision to limit the scope of matters to be included in documents that are delivered to shareholders who request delivery of written documents.
- iii. A provision on internet disclosure and deemed provision of the reference documents of Ordinary General Meetings of Shareholders and other documents (Article 16 of the current Articles of Incorporation) shall be deleted as it is no longer required.
- iv. In accordance with the aforementioned establishment and deletion, supplementary provisions on effective dates and other matters shall be added.

###### c. Ordinary General Meetings of Shareholders Convened without Designated Locations

On June 16, 2021, the Act Partially Amending the Act on Strengthening Industrial

Competitiveness (Act No. 70 of 2021) was enforced. Consequently, through stipulations in their Articles of Incorporation, listed companies may, under certain conditions, convene Ordinary General Meetings of Shareholders without designated locations (These are the so-called “completely virtual Ordinary General Meetings of Shareholders,” which are Ordinary General Meeting of Shareholders that do not have physical venues and which shareholders and others attend by using the internet or other means.)

Bearing in mind the reduction of risk in the event of unexpected infectious diseases, natural disasters, and other large-scale disasters as well as the progress in the digitalization of society and other factors, the Company believes that it is in the best interests of its shareholders to increase the ways of convening Ordinary General Meetings of Shareholders so that multiple options are available. Accordingly, the Company shall make the amendments required to enable the convening of Ordinary General Meeting of Shareholders without designated locations.

Further, completely virtual Ordinary General Meeting of Shareholders shall be convened only if preparations for such meetings are possible and only if an ongoing emergency situation, such as a new infectious disease pandemic or a large-scale disaster, makes the attendance of shareholders at an Ordinary General Meeting of Shareholders convened at a physical venue extremely difficult. Also, completely virtual Ordinary General Meetings of Shareholders shall be convened only after the Board of Directors has carefully considered and determined such matters as whether information communications infrastructure, including measures to deal with telecommunications failures, is to a certain extent in place and whether dialogue with shareholders and the exercise of rights can be conducted smoothly via the internet.

- d. Further, in accordance with the aforementioned amendments, other necessary amendments shall be made, such as a change in the number of Articles.

## 2. Details of the Amendment to the Articles of Incorporation

The details of the amendments are as stated in the appendix.

The said amendment to the Articles of Incorporation will become effective at the conclusion of this Ordinary General Meeting of Shareholders. However, the amendments to Article 16 of the current Articles of Incorporation will become effective on September 1, 2022, which is the enforcement date stipulated by a proviso of a supplementary provision of Article 1 of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

In addition, the Company has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that the amendments to Article 14 of the current Articles of Incorporation give due consideration to securing the interests of shareholders while contributing to the strengthening of the competitiveness of industries and comply with the requirements stipulated by an ordinance of the Ministry of Economy, Trade and Industry and an ordinance of the Ministry of Justice.

## 3. Schedule

The Articles of Incorporation shall be amended on June 23, 2022, which is the date scheduled for convening the Ordinary General Meeting of Shareholders.

End

Existing Articles of Incorporation	Proposed Amendment
<p>Chapter 1            General Provisions</p> <p>Article 1 to Article 3 (Text omitted)</p> <p>(Organs)</p> <p>Article 4 This company establishes a shareholders meeting and directors, and in addition a Board of Directors, <u>Audit &amp; Supervisory Board members, an Audit &amp; Supervisory Board</u> and accounting auditors.</p> <p>Article 5 (Text omitted)</p>	<p>Chapter 1            General Provisions</p> <p>Article 1 to Article 3 (Unchanged)</p> <p>(Organs)</p> <p>Article 4 This company establishes a shareholders meeting and directors, and in addition a Board of Directors, <u>an Audit and Supervisory Committee</u> and accounting auditors.</p> <p>Article 5 (Unchanged)</p>
<p>Chapter 2    Shares</p> <p>Article 6 to Article 10 (Text omitted)</p> <p>(Share handling rules)</p> <p>Article 11        The handling related to the shares in this company shall be in accordance with the share handling rules stipulated by the Board of Directors.</p>	<p>Chapter 2    Shares</p> <p>Article 6 to Article 10 (Unchanged)</p> <p>(Share handling rules)</p> <p>Article 11        The handling related to the shares in this company shall be in accordance with the share handling rules stipulated by the Board of Directors <u>or by a director who has been delegated by Resolution of the Board of Directors.</u></p>
<p>Article 12 (Text omitted)</p> <p>(Administrator of the Shareholder Registry)</p> <p>Article 13 (Text omitted)</p> <p>2 The Administrator of the Shareholder Registry and their place of business shall be stipulated <u>by Resolution of the Board of Directors</u>, and public notice shall be given.</p>	<p>Article 12 (Unchanged)</p> <p>(Administrator of the Shareholder Registry)</p> <p>Article 13 (Text omitted)</p> <p>2 The Administrator of the Shareholder Registry and their place of business shall be stipulated by Resolution of the Board of Directors <u>or by a director who has been delegated by Resolution of the Board of Directors</u>, and public notice shall be given.</p>
<p>3                    (Text omitted)</p>	<p>3                    (Unchanged)</p>

Chapter 3 Shareholders Meeting	Chapter 3 Shareholders Meeting
<p>(Calling of shareholders meeting) Article 14 (Text omitted) 2 (Text omitted)</p> <p>(New)</p>	<p>(Calling of shareholders meeting) Article 14 (Unchanged) 2 (Unchanged) <u>3 With respect to this company's shareholders meeting, a shareholders meeting without designated location shall be permitted.</u></p>
<p>Article 15 (Text omitted)</p> <p>(Electronic disclosure of reference documents for shareholders meeting, etc.) <u>Article 16 When calling a shareholders meeting, this company may consider that it has provided the information related to the matters to be stated or displayed in the reference documents for shareholders meeting, business reports, financial statements and consolidated financial statements to the shareholders by disclosing the information using an electromagnetic method in accordance with the provisions of laws and regulations.</u></p> <p>(New)</p>	<p>Article 15 (Unchanged)</p> <p>(To be deleted)</p>
	<p><u>(Measures to provide the reference documents, etc. of shareholders meetings in electronic format)</u> <u>Article 16 With respect to the convening of shareholders meetings, this company shall take measures to provide the information contained in the reference documents and other documents of shareholders meetings in electronic format.</u> <u>2 In written documents delivered to shareholders who have requested delivery of written documents by the record date of voting rights, the Company shall not be required to include all or certain items that are stipulated by ordinances of the Ministry of Justice and which have been provided in electronic format.</u></p>

<p>Article 17 to Article 19 (Text omitted)</p> <p style="text-align: center;">Chapter 4            Directors    and the Board of Directors</p> <p>(Number of directors)</p> <p>Article 20        No more than forty (<u>40</u>) directors shall be appointed to this company.</p> <p style="text-align: center;">(New)</p> <p>(Resolutions to elect directors)</p> <p>Article 21 Resolutions to elect directors shall be made by a majority of the votes of shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes are present.</p> <p>2 (Text omitted)</p> <p>(Directors' terms of office)</p> <p>Article 22 Directors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within a year from the time of their election.</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p>	<p>Article 17 to Article 19 (Unchanged)</p> <p style="text-align: center;">Chapter 4            Directors    and the Board of Directors</p> <p>(Number of directors)</p> <p>Article 20        No more than twenty (<u>20</u>) directors shall be appointed to this company.</p> <p><u>2 No more than five (5) of this company's directors shall be Audit and Supervisory Committee members.</u></p> <p>(Resolutions to elect directors)</p> <p>Article 21 Resolutions to elect directors shall <u>differentiate between directors who are Audit and Supervisory Committee members and directors who are not Audit and Supervisory Committee members and shall be made by a majority of the votes of shareholders of the votes of shareholders present at the meeting where the shareholders holding one third or more of the votes of the shareholders entitled to exercise their votes are present.</u></p> <p>2 (Unchanged)</p> <p>(Directors' terms of office)</p> <p>Article 22 <u>The terms of office of directors (excluding directors who are Audit and Supervisory Committee members) shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within a year from the time of their election.</u></p> <p><u>2 The terms of office of directors who are Audit and Supervisory Committee members shall continue until the conclusion of the annual shareholders meeting for the last business year that ends within two (2) years from the time of their election.</u></p> <p><u>3 The term of office of a director who is an Audit and Supervisory Committee member and was elected to replace a</u></p>
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<p>(Representative directors and directors with special responsibilities)</p> <p>Article 23 One President shall be appointed in this company, and the President shall be appointed from among the directors through resolution of the Board of Directors.</p> <p>2 to 7 (Text omitted)</p> <p>(Board of Directors)</p> <p>Article 24 (Text omitted)</p> <p>2 to 3 (Text omitted)</p> <p>4 In order to convene the Board of Directors, a notice shall be dispatched to each of the directors <u>and each of the auditors</u> by at least three (3) days before the day of the meeting; provided, however, that when unavoidable due to emergency this period may be shortened.</p> <p>5 Regarding the purpose of a resolution of the Board of Directors, it shall be deemed that a resolution of the Board of Directors to approve such proposal has been made when all directors entitled to participate in votes on such matters manifest their intention to agree in writing or by means of electromagnetic records <u>and the auditors do not state any objections.</u></p>	<p><u>director who was an Audit and Supervisory Committee member but retired prior to the expiration of their term of office shall continue until the expiration of the term of office of the director who was an Audit and Supervisory Committee member but retired prior to the end of their term of office.</u></p> <p>(Representative directors and directors with special responsibilities)</p> <p>Article 23 One President shall be appointed in this company, and the President shall be appointed from among the directors <u>(excluding directors who are Audit and Supervisory Committee members)</u> through a resolution of the Board of Directors.</p> <p>2 to 7 (Unchanged)</p> <p>(Board of Directors)</p> <p>Article 24 (Unchanged)</p> <p>2 to 3 (Unchanged)</p> <p>4 In order to convene the Board of Directors, a notice shall be dispatched to each of the directors by at least three (3) days before the day of the meeting; provided, however, that when unavoidable due to emergency this period may be shortened.</p> <p>5 Regarding the purpose of a resolution of the Board of Directors, it shall be deemed that a resolution of the Board of Directors to approve such proposal has been made when all directors entitled to participate in votes on such matters manifest their intention to agree in writing or by means of electromagnetic records.</p>
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<p>6 (Text omitted)</p> <p>Article 25 to Article 26 (Text omitted)</p> <p>(New)</p> <p>Chapter 5 <u>Audit &amp; Supervisory Board members and the Audit &amp; Supervisory Board</u></p> <p>(Number of auditors)  <u>Article 27 No more than six (6) auditors shall be appointed to this company.</u></p> <p>(Resolutions to elect auditors)  <u>Article 28 The provisions of Article 21, Paragraph 1 apply mutatis mutandis to auditors.</u></p> <p>(Auditors' terms of office)  <u>Article 29 Auditors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within four years from the time of their election.</u></p> <p><u>2The term of office of auditors elected due to a vacancy on the Board of Auditors shall continue until the expiration of the term of office of his/her predecessor.</u></p> <p>(Full-time auditors)  <u>Article 30 Audit &amp; Supervisory Board members shall appoint a small number of full-time auditors by</u></p>	<p>6 (Unchanged)</p> <p>Article 25 to Article 26 (Unchanged)</p> <p><u>(Delegation of determination on the execution of important operations)</u>  <u>Article 27 Pursuant to the provisions of Article 399-13, Paragraph 6, of the Companies Act, determination on all or part of the execution of important operations (excluding matters listed in the items of Article 399-13, Paragraph 5, of the Companies Act) can be delegated to directors by Resolution of the Board of Directors.</u></p> <p>Chapter 5 <u>Audit and Supervisory Committee</u></p> <p>(To be deleted)</p> <p>(To be deleted)</p> <p>(To be deleted)</p> <p>(To be deleted)</p>
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resolution of the Audit & Supervisory Board.

(Audit & Supervisory Board)

Article 31 In order to call a Board of Auditors meeting, a notice shall be dispatched to each of the auditors by at least three (3) days before the day of the meeting; provided, however, that when unavoidable due to emergency this period may be shortened.

2 Unless otherwise provided for in laws and regulations or these Articles of Incorporation, other matters related to the Audit & Supervisory Board shall be determined under the Rules of the Audit & Supervisory Board stipulated in the Audit & Supervisory Board.

(Contracts for limitation of liability with outside auditors)

Article 32 Under the provisions of the Companies Act, Article 427, Paragraph 1, this company may conclude a contract with outside auditors limiting their liability under the Companies Act, Article 423, Paragraph 1. However, the limit of the liability based on such contract shall be the amount provided for in laws and regulations.

(New)

(New)

(To be deleted)

(To be deleted)

(Full-Time Audit and Supervisory Committee members)

Article 28 The Audit and Supervisory Committee shall be able to elect full-time Audit and Supervisory Committee members through its resolutions.

(Notification of the convening of the Audit and Supervisory Committee)

Article 29 In order to convene an Audit and Supervisory Committee meeting, a notice shall be sent to each of the Audit and Supervisory Committee members by at least three (3) days before the day of the meeting;



<p style="text-align: center;">(New)</p> <p style="text-align: center;">Chapter 6      Accounts</p> <p>Article <u>33</u> to Article <u>35</u> (Text omitted)</p> <p style="text-align: center;">(New)</p>	<p><u>provided, however, that when unavoidable due to an emergency this period may be shortened.</u></p> <p><u>2 When the agreement of all Audit and Supervisory Committee members is received, it shall be possible to convene the Audit and Supervisory Committee without going through the convening procedures.</u></p> <p><u>(Audit and Supervisory Committee rules)</u></p> <p><u>Article 30 Unless otherwise provided for in laws and regulations or these Articles of Incorporation, matters related to the Audit and Supervisory Committee shall be determined under the Rules of the Audit and Supervisory Committee stipulated by the Audit and Supervisory Committee.</u></p> <p style="text-align: center;">Chapter 6      Accounts</p> <p>Article <u>31</u> to Article <u>33</u> (Unchanged)</p> <p><u>Supplementary Provisions</u></p> <p><u>1 The amendments to Article 16 of the Articles of Incorporation will become effective on September 1, 2022 (“the enforcement date,” hereinafter), which is the enforcement date stipulated by a proviso of a supplementary provision of Article 1 of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p><u>2 Regardless of the provision of the previous paragraph, for a shareholders meeting convened on dates within six (6) months of the enforcement date, the pre-amendment Article 16 of the Articles of Incorporation shall remain in effect.</u></p> <p><u>3 These supplementary provisions shall be deleted on the date six (6) months after the enforcement date or on the date three (3) months after the date of the shareholders meeting of previous paragraph, whichever comes later.</u></p>
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(Reference)

May 16, 2022  
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 35th General Meeting of Shareholders. This information is provided for reference.

Also, at a meeting of the Board of Directors held on April 28, 2022, 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), 2022, 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 35th fiscal year (April 1, 2021 to March 31, 2022)
2. Report on the results of audit of the consolidated financial statements for the 35th 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 the Articles of Incorporation (1)
- Proposition No. 3: Amendment to the Articles of Incorporation (2)
- Proposition No. 4: Election of thirteen (13) directors (excluding directors who are Audit and Supervisory Committee members)
- Proposition No. 5: Election of four (4) directors who are Audit and Supervisory Committee members
- Proposition No. 6: Election of one (1) substitute director who is an Audit and Supervisory Committee member
- Proposition No. 7: Establishment of the amount of compensation for directors (excluding directors who are Audit and Supervisory Committee members)
- Proposition No. 8: Establishment of the amount of compensation for directors who are Audit and Supervisory Committee members
- Proposition No. 9: Determination of restricted stock compensation for directors (excluding external directors and directors who are Audit and Supervisory Committee members)

4. Other matters

Date on which the dividend from retained earnings shall become effective:

June 24 (Friday), 2022

End