

(Translation)

NOTICE OF THE 33RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

To Our Shareholders:

We should like to extend our heartfelt gratitude for your continued understanding of business operations of JR-West Group(the "Group").

The Group very seriously takes its responsibility for the train accident on the Fukuchiyama Line we caused on April 25, 2005 and the gravity of its consequences, and placing the safety of railway operations, its core business, as the highest priority issue, has continued to steadily implement various measures listed in the "JR-West Group Railway Safety Think-and-Act Plan 2022", which forms the core component of the "JR-West Group Medium-Term Management Plan 2022" (the "Medium-Term Management Plan 2022").

Furthermore, the Group has implemented various measures to "increase regional value", "increase railway belt value" and "increase business value" listed in the Medium-Term Management Plan 2022 as a social infrastructure business group. In the future, placing emphasis on the synergistic effects to be produced by the alliance of the areas of the Business Development business centering on the railway business, the Group will endeavor to increase its enterprise value.

In the meantime, the business environment surrounding the Group unprecedentedly remains extremely severe on the financial front due to a substantial decrease in the customers' usage caused by the spread of the novel coronavirus infection disease.

Under such environment, the Group, with its four fundamental policies of committing itself to its mission as a social infrastructure enterprise, protecting the safety of customers and employees, protecting the jobs of employees and protecting supply chains, will make strenuous efforts to overcome the difficulty on the basis of safety and security.

In consideration of the drastic change in its business environment, the Group will review the current Medium-Term Management Plan 2022 from the perspective of the provision of new values by taking into consideration the prioritized areas of business, business portfolio, allocation of management assets and behavioral transformation, among other things, with the basic policy of safety and security.

In addition, in consideration of the current extremely severe conditions, the Group, while committed to securing the safety of the railway, will conduct a necessary review to reduce cash out, while it will promote measures that may result in enhancing its enterprise value in the future, including the development of the Umekita (Osaka) underground station and the major terminal stations of Osaka, Sannomiya and Hiroshima, by carefully examining the business environment.

With regard to returns payable to our shareholders, we have planned to pay dividends of 190 yen per share for the fiscal year under review, in comparison with 175 yen per share for the previous fiscal year. However, due to the novel coronavirus infection disease, our business results has substantially fallen below our forecasts, to our great regret, we are forced to propose

year-end dividends of 87.5 yen per share, or annually 182.5 yen per share. During the fiscal year under review, we acquired and cancelled 1,146,900 shares of common stock of the Company.

The business forecast and dividend forecast for the fiscal year ending March 31, 2021 have not yet been determined because revenue trends in the future are extremely uncertain due to the spread of the novel coronavirus infection disease. In the future, when it becomes possible to make such forecasts, we will promptly release the same.

We cordially request our shareholders to understand the situation of the Group and afford continued support.

Kazuaki Hasegawa
President and Representative Director

(Securities Code: 9021)
June 1, 2020

To the Shareholders:

NOTICE OF THE 33RD ORDINARY GENERAL MEETING
OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 33rd Ordinary General Meeting of Shareholders of the Company will be held as described below.

Since voting rights can be exercised in writing or via the Internet or other methods instead of attending the meeting in person, please review the accompanying "Reference Document for the General Meeting of Shareholders" and exercise your voting rights by June 22 (Monday), 2020.

Yours very truly,

Kazuaki Hasegawa
President and Representative Director

West Japan Railway Company
4-24, Shibata 2-chome,
Kita-ku, Osaka, Japan

Description

1. Date and hour of the meeting:

June 23 (Tuesday), 2020, at 10:00 a.m.
(Reception is scheduled to start at 9:00 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 (from 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 three (3) Audit & Supervisory Board Members
- Proposition No. 5: Revision of the amount of remuneration of Audit & Supervisory Board Members

4. Other matters determined upon convening the General Meeting of Shareholders:

- (1) Your voting rights can be exercised by proxy, who must be a shareholder (being one (1) person) of the Company entitled to vote at this General Meeting of Shareholders.
- (2) If voting rights are exercised both in writing and via the Internet or other methods, the voting rights exercised via the Internet or other methods shall be treated as effective.
- (3) If voting rights are exercised more than once via the Internet or other methods, the voting rights last exercised shall be treated as effective.

- END -

Information on the matters to be posted on our Internet website

- (1) The systems required to secure the properness of business activities and the summary of the status of operation thereof, the consolidated statement of changes in net assets, the notes to consolidated financial statements, the statement of changes in net assets and the notes to non-consolidated financial statements are posted on our Internet website (<https://www.westjr.co.jp/company/ir/stock/meeting/>) in accordance as provided for in laws and ordinances and the Articles of Incorporation of the Company.
- (2) In the event of the revision of any matter in the Reference Document for the General Meeting of Shareholders, the business report, the consolidated financial statements and the financial statements, it will be posted on our Internet website (<https://www.westjr.co.jp/company/ir/stock/meeting/>).

Measures to prevent the spread of the novel coronavirus infection disease

To prevent the spread of the novel coronavirus infection disease, we cordially seek your understanding and cooperation as follows:

1. We should like to strongly recommend our shareholders to exercise their voting rights in advance via the Internet or by mail and to refrain from visiting the venue on the day of the meeting.
2. The seats in the hall will be arranged at a certain distance and accordingly, if a large number of shareholders visit the place of the meeting, some of the shareholders may be declined to enter the hall. Further, if you appear in bad condition, you may be declined to enter the hall after we have a word with you.
3. The proceedings of the meeting will be carried out by substantially shortening the amount of time in comparison with the preceding years to prevent the hall from being closed and crowded for a long period of time.

<Other matters>

- Specifically, we should like to advise our shareholders, who are elderly adults, pregnant or have pre-existing disease, to make careful judgments.
- Any shareholder attending the meeting in person is kindly requested to give consideration to the prevention of the infection by wearing a mask or otherwise, upon adequately considering your physical condition up to the date of the meeting.
- Please be advised in advance that at the place of the meeting, we will take measures necessary to prevent the infection, including checking your temperature by using thermography, preparing alcohol disinfectant, making the organizing staff wear masks and stopping offering light refreshments.
- In the event that the abovementioned measures are revised according to any change in the situations in the future, notice will be given on our Internet website.*

* Internet website of the Company:

<https://www.westjr.co.jp/company/ir/stock/meeting/>

Information on the exercise of voting rights

Before exercising your voting rights, please refer to the Reference Document for the General Meeting of Shareholders (on page 8 to page 34).

The following three methods are available for exercising voting rights:

(i) Exercise of voting rights by attending the meeting	Please present the enclosed voting form to a receptionist at the place of the meeting.
(ii) Exercise of voting rights in writing by mail Must reach us no later than June 22 (Monday), 2020	Please indicate your votes for or against each proposition in the enclosed voting form and return the form by mail. If voting rights are exercised both in writing and via the Internet or other methods, the voting rights exercised via the Internet or other methods shall be treated as effective.
(iii) Exercise of voting rights via the Internet Will be acceptable no later than June 22 (Monday), 2020	Please refer to the "Notice on Exercise of Voting Rights via the Internet" on the next page before exercising your voting rights via the Internet in advance.

Platform for electronic exercise of voting rights for institutional investors:

"ICJ Platform", a platform for electronic exercise of voting rights for institutional investors operated by ICJ Inc., will be available to institutional investors who have applied for the use of the platform in advance.

Information on Exercise of Voting Rights via the Internet

- (1) By reading the QR Code® ("Smart Voting")

Smart Voting can be made only once.

If you desire to change the votes exercised, please access the website for PCs listed in (2) below and log in with the "code for the exercise of voting rights" and "password" printed in the enclosed voting form to exercise your votes again.

* If you read the QR Code® again, the website for PCs will open.

- (2) By entering the "code for the exercise of voting rights" and the "password"

Website for the exercise of voting rights: <https://www.web54.net>

For the use of the website for the exercise of voting rights:

1. The "code for the exercise of voting rights" and the "password" are printed in the enclosed voting form.
2. Any exercise of voting rights via the Internet will be acceptable no later than the day immediately preceding the date of this Ordinary General Meeting of Shareholders, or June 22 (Monday), 2020. However, for the expedient counting of the voting rights exercised, it would be appreciated if you could exercise your voting rights early.
3. If voting rights are exercised more than once via the Internet, the voting rights last exercised shall be treated as effective.
4. Fees payable to Internet service providers and telecommunication carriers in accessing the website for the exercise of voting rights must be borne by the shareholders.

For further information on the exercise of voting rights via the Internet:

If you have any question about the exercise of voting rights via the Internet, please contact:

Sumitomo Mitsui Trust Bank, Limited

Stock Transfer Agency Business Planning Dept.

Web Support Dedicated Phone No: 0120-652-031 (toll-free) (9:00 a.m. to 9:00 p.m.)

(Request for forms, etc. and other inquiries: 0120-782-031 (toll-free) (9:00 a.m. to 5:00 p.m. on weekdays))

Reference Document for the General Meeting of Shareholders

Propositions and Information

Proposition No. 1: Appropriation of retained earnings

The Company recognizes it important to distribute profits to its shareholders on a long-term and constant basis and will, subject to the situation of achievement of the targets set in the "JR-West Group Medium-Term Management Plan 2022" publicized in April 2018, pay stable dividends, aiming for a dividend payout ratio of approximately 35% in the fiscal year ending March 31, 2023. In addition, over the aggregate period of this plan, the Company's yardstick will be a total return ratio of approximately 40%, and the Company will make flexible acquisitions of treasury stock.

By taking into consideration the business results of the Company for the fiscal year under review, future business outlook and various other factors, the Company proposes to appropriate retained earnings for the fiscal year under review, as set forth below:

Matters concerning year-end dividends:

With regard to dividends for the fiscal year under review, the Company has intended to pay an annual dividend of ¥182.50 per share. As an interim dividend of ¥95 per share was paid in December 2019, the Company proposes to pay a year-end dividend of ¥87.50 per share.

- (1) Kind of property to be distributed as dividends:
Cash
- (2) Matter concerning the allocation of the property to be distributed to the shareholders as dividends and the aggregate amount thereof:
¥87.50 per share of common stock of the Company
¥16,741,712,050 in the aggregate
- (3) Date on which the distribution of retained earnings shall become effective:
June 24, 2020

Proposition No. 2: Amendment to Articles of Incorporation

1. Reasons for the amendment:

With the aim of further enhancing governance through audits and further strengthening its auditing functions, the Company desires to make amendment to Article 27 (Number of Audit & Supervisory Board Members) of its existing Articles of Incorporation to increase the number from not more than four (4) to not more than six (6).

2. The particulars of the proposed amendment:

The particulars of the proposed amendment are as follows:

(Underlines show the amendment.)

Existing Articles of Incorporation	Proposed amendment to the Articles of Incorporation
(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.

Proposition No. 3: Election of 15 Directors

The term of office of the Directors, 15 in all, will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that 15 Directors be elected.

The candidates for Director have been determined by the Board of Directors upon deliberations at the Personnel and Remuneration Advisory Committee on which External Directors have the majority, to ensure the objectivity, fairness and reliability of their nomination.

The candidates for Director are as follows:

Candidate No.	Name	Position and assignment in the Company	Attendance at the meetings of the Board of Directors during the fiscal year under review
1	[Reelection] Seiji Manabe	Chairman and Director In charge of management of the Group in general	14/14 (100%)
2	[Reelection] Tatsuo Kijima	Vice Chairman and Director In charge of Supporting Headquarters for the victims of the derailment accident on the Fukuchiyama Line	14/14 (100%)
3	[Reelection] Norihiko Saito Independent officer Candidate for External Director	External Director	14/14 (100%)
4	[Reelection] Hideo Miyahara Independent officer Candidate for External Director	External Director	14/14 (100%)
5	[Reelection] Hikaru Takagi Independent officer Candidate for External Director	External Director	14/14 (100%)
6	[New election] Yoshinobu Tsutsui Independent officer Candidate for External Director	External Audit & Supervisory Board Member	14/14 (100%)

Candidate No.	Name	Position and assignment in the Company	Attendance at the meetings of the Board of Directors during the fiscal year under review
7	[New election] Haruko Nozaki Independent officer Candidate for External Director	-	-
8	[Reelection] Kazuaki Hasegawa	President and Representative Director In charge of "Three Pillars of Management" In charge of implementation of "JR-West Group Medium-Term Management Plan 2022" and the "JR-West Group Railway Safety Think-and-Act Plan 2022"	14/14 (100%)
9	[Reelection] Fumito Ogata	Vice President and Representative Director Provides general assistance to President In charge of safety enhancement, innovation of railway technology, In charge of Railway Operations Headquarters, Safety Research Institute, Structural Engineering Office and Construction Department	14/14 (100%)
10	[Reelection] Yoshihisa Hirano	Vice President and Representative Director Provides general assistance to President In charge of Shinkansen Operations Division, Railway Operations Headquarters	14/14 (100%)
11	[Reelection] Atsushi Sugioka	Director In charge of promoting transformation, In charge of Corporate Planning Headquarters, IT Headquarters and Business Development Headquarters	10/10 (100%)

Candidate No.	Name	Position and assignment in the Company	Attendance at the meetings of the Board of Directors during the fiscal year under review
12	[Reelection] Shoji Kurasaka	Director In charge of Inquiry & Auditing Department, Corporate Ethics & Risk Management Department, Secretary Office, General Affairs Department, Corporate Communications Department, Personnel Department, Finance Department and Tokyo Headquarters	14/14 (100%)
13	[Reelection] Keijiro Nakamura	Director In charge of safety enhancement, and Transport Safety Department, Railway Operations Headquarters	13/14 (92%)
14	[Reelection] Tadashi Kawai	Director In charge of Kansai Urban Area Regional Head Office	9/10 (90%)
15	[New election] Yutaka Nakanishi	Executive Officer General Manager, Personnel Department	-

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
1	Seiji Manabe (October 21, 1953) [Male] [Reelection]	April 1976 Joined JNR	10,100 shares	
		Mar. 1985 Deputy Manager, Payroll Section, Staff Administration Department of JNR		
		April 1987 Deputy Manager, Labor Section, Personnel Department of the Company		
		Oct. 2001 General Manager, Corporate Planning Headquarters of the Company		
		June 2003 Executive Officer; General Manager, Finance Department of the Company		
		June 2005 Senior Executive Officer; Deputy Senior General Manager, Corporate Planning Headquarters of the Company		
		June 2006 Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters of the Company		
		June 2009 Vice President, Representative Director and Executive Officer; Senior General Manager, Tokyo Headquarters of the Company		Attendance at the meetings of the Board of Directors
		Oct. 2009 Vice President, Representative Director and Executive Officer of the Company		
		May 2012 President, Representative Director and Executive Officer of the Company	14/14 (100%)	
June 2016 Chairman and Director of the Company (present post)				
<Important concurrent office> <ul style="list-style-type: none"> • Chairman, Administrative Agency for Osaka City Museums 				
[Reason for selecting him as a candidate for Director] Since May 2012, Mr. Seiji Manabe, as President and Representative Director of the Company, had formulated and implemented the "JR-West Group Medium-Term Management Plan 2017" and the "Safety Think-and-Act Plan 2017". Since June 2016, he, as Chairman and Director, has held the office of Chairman of the Board of Directors to exercise appropriate supervision and control of the management of the entire Group to enhance safety and increase the enterprise value. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
2	Tatsuo Kijima (September 22, 1954) [Male] [Reelection]	April 1978	Joined JNR	10,900 shares
		Feb. 1986	Manager, Personnel Section, Administration Department, Shinkansen Division of JNR	
		April 1987	Deputy Manager, Labor Section, Personnel Department of the Company	
		June 2002	General Manager, Corporate Communications Department of the Company	
		June 2006	Executive Officer; General Manager, Personnel Department of the Company	
		June 2009	Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters of the Company	
		Oct. 2009	Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters; Senior General Manager, Tokyo Headquarters of the Company	
		June 2010	Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters; Senior General Manager, Tokyo Headquarters of the Company	Attendance at the meetings of the Board of Directors
		June 2012	Vice President, Representative Director and Executive Officer of the Company	14/14 (100%)
		Nov. 2012	Vice President, Representative Director and Executive Officer; Senior General Manager, Supporting Headquarters for the victims of the derailment accident on the Fukuchiyama Line of the Company	
June 2016	President, Representative Director and Executive Officer of the Company			
		Dec. 2019	Vice Chairman and Director of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director] Based on his accumulated experience in the planning and general affairs divisions of the Company, among others, Mr. Tatsuo Kijima, as President, Representative Director and Executive Officer of the Company since June 2016, and as Vice Chairman and Director since December 2019, has performed his duties to increase its enterprise value and enhance safety in the extremely unstable economic situations and under severe business environments faced with frequent disasters, as well as response to the victims of the derailment accident on the Fukuchiyama Line. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
3	<p>Norihiko Saito (February 11, 1946) [Male]</p> <p>[Reelection]</p> <p>Independent officer</p> <p>Candidate for External Director</p>	<p>April 1970 Joined The Kansai Electric Power Company, Incorporated</p> <p>June 1997 Assistant Manager, The Kansai Electric Power Company, Incorporated</p> <p>June 1999 Manager, The Kansai Electric Power Company, Incorporated</p> <p>June 2001 Director, The Kansai Electric Power Company, Incorporated</p> <p>June 2003 Managing Director, The Kansai Electric Power Company, Incorporated</p> <p>June 2005 Vice President and Representative Director, The Kansai Electric Power Company, Incorporated (retired in June 2011)</p> <p>June 2007 Statutory Auditor, Kinden Corporation</p> <p>June 2011 Chairman and Representative Director, Kinden Corporation (retired in June 2016)</p> <p>June 2012 Director of the Company (present post)</p> <p>June 2016 Senior Advisor, Kinden Corporation</p> <p>June 2018 Special Counsel, Kinden Corporation (present post)</p> <p><Important concurrent offices></p> <ul style="list-style-type: none"> • Special Advisor, Kinden Corporation • Outside Director, The Kinki Sharyo Co., Ltd. • Chairman and Director (Outside Director), West Nippon Expressway Company Limited 	<p>4,900 shares</p> <p>Attendance at the meetings of the Board of Directors</p> <p>14/14 (100%)</p>	
		<p>[Reason for selecting him as a candidate for Director]</p> <p>After serving The Kansai Electric Power Company, Incorporated as Managing Director and Vice President and Representative Director, Mr. Norihiko Saito has held the office of Chairman and Representative Director and Senior Advisor of Kinden Corporation, among others, since June 2011. Based on his professional knowledge and accumulated expertise as a management executive, he has provided useful advice to the Company on management, including organizational management and safety and the Company believes that he is qualified as an External Director.</p>		

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate
4	<p>Hideo Miyahara (June 21, 1943) [Male]</p> <p>[Reelection]</p> <p>Independent officer</p> <p>Candidate for External Director</p>	<p>Jan. 1973 Doctor of engineering, Osaka University</p> <p>April 1973 Assistant, Faculty of Engineering, Kyoto University</p> <p>April 1980 Associate Professor, School of Engineering Science, Osaka University</p> <p>Oct. 1989 Professor, School of Engineering Science, Osaka University</p> <p>April 1998 Dean, Graduate School of Engineering Science and School of Engineering Science, Osaka University</p> <p>Aug. 2003 President, Osaka University (retired in August 2007)</p> <p>Sept. 2007 President, National Institute of Information and Communications Technology (retired in March 2013)</p> <p>April 2013 Specially-appointed Professor, Graduate School of Information Science and Technology, Osaka University</p> <p>June 2013 Director of the Company (present post)</p> <p>April 2016 Visiting Professor, Graduate School of Information Science and Technology, Osaka University (present post)</p> <p><Important concurrent offices></p> <ul style="list-style-type: none"> • Visiting Professor, Graduate School of Information Science and Technology, Osaka University • Research Director and Member of the Board, Asia Pacific Institute of Research • Representative Director, Knowledge Capital Association • Outside Director, Osaka Gas Co., Ltd. 	<p>500 shares</p>
		<p>Attendance at the meetings of the Board of Directors</p> <p>14/14 (100%)</p>	
<p>[Reason for selecting him as a candidate for Director]</p> <p>Mr. Hideo Miyahara has served Osaka University successively as Professor, School of Engineering Science; Dean, Graduate School of Engineering Science; Dean, School of Engineering Science; and President. Based on his accumulated expertise in information engineering, he has provided useful advice to the Company on technology in general, including safety and the Company believes that he is qualified as an External Director.</p>			

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate
5	Hikaru Takagi (December 12, 1954) [Male]	April 1977 Assistant, University of Tokyo Aug. 1980 Associate Professor, Faculty of Law, Kobe University April 1990 Professor, Faculty of Law, Kobe University April 1991 Professor, Faculty of Law, Gakushuin University April 2004 Professor, Graduate School of Law, Gakushuin University	0 share
	[Reelection] Independent officer Candidate for External Director	April 2007 Professor, Graduate School of Law, Kyoto University June 2018 Director of the Company (present post) April 2020 Honorary Professor, Kyoto University (present post) <Important concurrent office> • Honorary Professor, Kyoto University	Attendance at the meetings of the Board of Directors 14/14 (100%)
[Reason for selecting him as a candidate for Director] Mr. Hikaru Takagi has been engaged in research and education at University of Tokyo, Kobe University, Gakushuin University and Kyoto University. Based on his professional knowledge and accumulated expertise as a jurist, he has provided useful advice to the Company on management and the Company believes that he is qualified as an External Director.			

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate
6	Yoshinobu Tsutsui (January 30, 1954) [Male] [New election] Independent officer Candidate for External Director	April 1977 Joined Nippon Life Insurance Company	0 share
		July 2004 Director, Nippon Life Insurance Company	
		Jan. 2007 Director and Executive Officer, Nippon Life Insurance Company	Attendance at the meetings of the Board of Directors
		Mar. 2007 Director and Senior Executive Officer, Nippon Life Insurance Company	
		Mar. 2009 Director and Senior Managing Executive Officer, Nippon Life Insurance Company	14/14 (100%)
		Mar. 2010 Representative Director and Senior Managing Executive Officer, Nippon Life Insurance Company	
		April 2011 President and Representative Director, Nippon Life Insurance Company	
		June 2015 Audit & Supervisory Board Member of the Company (expected to retire in June 2020)	
		April 2018 Chairman of the Board and Representative Director, Nippon Life Insurance Company (present post)	
		<Important concurrent offices>	
		• Chairman of the Board and Representative Director, Nippon Life Insurance Company	
		• Outside Director, Imperial Hotel Ltd.	
		• Outside Director, Panasonic Corporation	
		• Outside Director, Sumitomo Mitsui Financial Group, Inc.	
[Reason for selecting him as a candidate for Director]			
Mr. Yoshinobu Tsutsui has served Nippon Life Insurance Company as Representative Director and Senior Managing Executive Officer, President and Representative Director and Chairman of the Board and Representative Director. As an External Audit & Supervisory Board Member of the Company since June 2015, he has contributed to further strengthening governance through audits and other activities. The Company believes that he will provide advice on the management of the Company based on his expert knowledge and deep insight as a corporate executive and that he is qualified as an External Director of the Company.			

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate
7	Haruko Nozaki (June 19, 1955) [Female] [New election] Independent officer Candidate for External Director	April 1978 Joined HORIBA Community Corporation	0 share
		March 1980 Joined HORIBA, Ltd.	
		April 2001 General Manager, Personnel and Education Department of HORIBA, Ltd.	Attendance at the meetings of the Board of Directors
		Jan. 2008 Deputy General Manager in charge of personnel, General Administration Division of HORIBA, Ltd.	
		April 2014 Junior Corporate Officer of HORIBA, Ltd. (present post)	-
		July 2015 Chairman of HORIBA, Ltd. Health Insurance Association (present post)	
		<Important concurrent offices> <ul style="list-style-type: none"> • Junior Corporate Officer; HORIBA, Ltd. • Chairman; HORIBA, Ltd. Health Insurance Association 	
<p>[Reason for selecting her as a candidate for Director]</p> <p>The Company believes that based on her long years of experience in personnel affairs and education at HORIBA, Ltd., as well as abundant experience and knowledge about various issues, including the success of women in the workplace, the promotion of diversity and the development of the next generation, Ms. Haruko Nozaki will provide useful advice on management of the Company and that she is qualified as an External Director.</p>			

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
8	Kazuaki Hasegawa (May 1, 1957) [Male] [Reelection]	April 1981	Joined JNR	
		Feb. 1987	Secretariat Section, President's Office of JNR	
		April 1987	Secretariat Section, General Affairs Department of the Company	
		June 2000	Deputy General Manager, Marketing Department, Railway Operations Headquarters of the Company	10,100 shares
		Oct. 2001	Manager, Marketing Division, Railway Operations Headquarters of the Company	
		June 2003	Deputy General Manager, Kobe Branch of the Company	
		June 2005	General Manager, Corporate Planning Headquarters of the Company	Attendance at the meetings of the Board of Directors
		June 2006	Deputy Senior General Manager, Corporate Planning Headquarters of the Company	
		June 2008	Executive Officer; General Manager, Okayama Branch of the Company	
		June 2012	Director and Senior Executive Officer; Senior General Manager, Kansai Urban Area Regional Head Office of the Company	
		June 2016	Vice President, Representative Director and Executive Officer; Senior General Manager, Business Development Headquarters of the Company	14/14 (100%)
		Dec. 2019	President, Representative Director and Executive Officer of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director] Mr. Kazuaki Hasegawa has accumulated experience in the business development division, business divisions and administration of branch offices as well as the planning and general affairs divisions of the Company, among others. He also excels in organizational administration in the fields and is familiar with general businesses of the entire Group. As President and Representative Director of the Company since December 2019, he has taken the initiative in implementing measures to increase its enterprise value and enhancing safety under the extremely unforeseeable business environments. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
9	Fumito Ogata (March 16, 1958) [Male] [Reelection]	April 1981	Joined JNR	6,600 shares
		Mar. 1985	Budget Section, Accounting Department of JNR	
		April 1987	Section Manager, Himeji Track Maintenance Section, Kinki Area Operations Headquarters of the Company	
		June 2008	Deputy Senior General Manager, Corporate Planning Headquarters of the Company	
		Dec. 2009	Executive Officer; General Manager, Corporate Ethics & Risk Management Department of the Company	
		April 2011	Executive Officer; General Manager, Corporate Ethics & Risk Management Department; General Manager, Inquiry & Auditing Department of the Company	
		June 2011	Executive Officer; General Manager, Corporate Ethics & Risk Management Department of the Company	Attendance at the meetings of the Board of Directors
		June 2012	Executive Officer; General Manager, Corporate Communications Department of the Company	14/14 (100%)
		June 2014	Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters; Senior General Manager, Tokyo Headquarters of the Company	
		June 2016	Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters; Senior General Manager, IT Headquarters of the Company	
June 2017	Director and Senior Managing Executive Officer; Senior General Manager, Corporate Planning Headquarters; Senior General Manager, IT Headquarters of the Company			
Jan. 2018	Vice President, Representative Director and Executive Officer; Senior General Manager, Railway Operations Headquarters of the Company (present post)			
<p>[Reason for selecting him as a candidate for Director] Mr. Fumito Ogata has accumulated experience in the technology divisions of the Company and also has performed important roles in its planning and general affairs divisions for a long time. Through his activities in these wide sectors, he is familiar with the operations of the Company in general. He has taken the initiative in further enhancing safety in its entire railway business, including measures against intensifying natural disasters under the extremely unforeseeable business environments. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
10	Yoshihisa Hirano (March 28, 1958) [Male] [Reelection]	April 1982	Joined JNR	5,500 shares
		Feb. 1987	General Manager, Okayama Signal and Communication Branch-station, Okayama Electric Station, Shinkansen Division of JNR	
		April 1987	General Manager, Okayama Signal and Communication Branch-station, Okayama Electric Station, Shinkansen Operations Headquarters of the Company	
		Dec. 2005	General Manager, Electrical Engineering Department, Railway Operations Headquarters of the Company	
		July 2008	General Manager, Transport Security Systems Office, Railway Operations Headquarters of the Company	Attendance at the meetings of the Board of Directors
		June 2012	Technology Director; General Manager, Transport Security Systems Office, Railway Operations Headquarters of the Company	
		June 2014	Executive Officer; General Manager, Technical Research & Development Department, Railway Operations Headquarters of the Company	14/14 (100%)
		June 2016	Director and Senior Executive Officer; Senior General Manager, Kansai Urban Area Regional Head Office of the Company	
		Jan. 2018	Vice President, Representative Director and Executive Officer of the Company	
		June 2018	Vice President, Representative Director and Executive Officer, Senior General Manager; Shinkansen Operations Division, Railway Operations Headquarters of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director]</p> <p>Based on his accumulated experience in the technology divisions, Mr. Yoshihisa Hirano is at home in technology strategies instrumental in railway operations in the future, excels in organizational administration in the fields and is familiar with the businesses of the Company in general. He, in charge of the Shinkansen Operations Division established in 2018, has focused on the management of the new division and taken the initiative in promoting safety enhancement for the Shinkansen and measures to increase its value under the extremely unforeseeable business environments. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
11	Atsushi Sugioka (December 12, 1956) [Male] [Reelection]	April 1982	Joined JNR	4,800 shares
		Feb. 1986	Track Maintenance Section, Track & Structures Department of JNR	
		April 1987	Track Maintenance Section, Track & Structures Department, Railway Operations Headquarters of the Company	
		June 2007	General Manager, Corporate Planning Headquarters of the Company	
		June 2010	Executive Officer; Deputy Senior General Manager, Corporate Planning Headquarters of the Company	
		June 2013	Executive Officer; General Manager, Hiroshima Branch of the Company	Attendance at the meetings of the Board of Directors
		June 2016	Senior Executive Officer; Deputy Senior General Manager, Business Development Headquarters of the Company	
		June 2018	Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters and Senior General Manager, IT Headquarters of the Company	
		June 2019	Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters, Senior General Manager, IT Headquarters and Senior General Manager, Tokyo Headquarters of the Company	10/10 (100%)
		Dec. 2019	Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters, Senior General Manager, IT Headquarters and Senior General Manager, Business Development Headquarters of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director] Mr. Atsushi Sugioka has been engaged in the technology divisions and has accumulated experience in the administration of branch offices and the Business Development division. He also has accumulated experience in the planning division and is familiar with the operations of the Company in general. Currently, he has taken the initiative in strengthening the Group management system and promoting the Business Development to achieve the "JR-West Group Medium-Term Management Plan 2022". For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
12	Shoji Kurasaka (June 7, 1962) [Male] [Reelection]	April 1985	Joined JNR Personnel Section, General Affairs Department, Osaka Railway Operations Division of JNR	6,100 shares
		April 1987	Personnel Section, Personnel Department of the Company	
		June 2008	General Manager, Personnel Department of the Company	
		June 2009	Executive Officer; General Manager, Personnel Department of the Company	
		June 2012	Executive Officer; Deputy Senior General Manager, Kansai Urban Area Regional Head Office; General Manager, Osaka Branch, Kansai Urban Area Regional Head Office of the Company	
		June 2014	Executive Officer; General Manager, Corporate Communications Department of the Company	Attendance at the meetings of the Board of Directors
		June 2016	Senior Executive Officer; Senior General Manager, Supporting Headquarters for the victims of the derailment accident on the Fukuchiyama Line of the Company	
		June 2018	Director and Senior Executive Officer; Senior General Manager, Supporting Headquarters for the victims of the derailment accident on the Fukuchiyama Line; General Manager, Deliberation Department of the Derailment Accident on the Fukuchiyama Line; General Manager, General Affairs Department of the Company	14/14 (100%)
		June 2019	Director and Senior Managing Executive Officer; General Manager, General Affairs Department of the Company	
		Dec. 2019	Director and Senior Managing Executive Officer; General Manager, General Affairs Department, Senior General Manager, Tokyo Headquarters of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director] Mr. Shoji Kurasaka has been engaged in the planning and general affairs divisions, among others and also has experience in business divisions and the administration of branch offices. He has continued to make efforts to enhance corporate governance and strengthen risk management, among others under the extremely unforeseeable business environments and has extensive knowledge of the general businesses of the entire Group. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
13	Keijiro Nakamura (July 10, 1960) [Male] [Reelection]	April 1985	Joined JNR	8,800 shares
		March 1987	Track Maintenance Section, Track & Structures Department, Osaka Railway Operations Division of JNR	
		April 1987	Track Maintenance Section, Track & Structures Department, Kinki Area Operations Headquarters of the Company	
		Sept. 2005	General Manager, Track & Structures Department, Railway Operations Headquarters of the Company	
		July 2007	Deputy General Manager, Shinkansen Management Division of the Company	
		June 2011	Deputy Senior General Manager, Shinkansen Management Division of the Company	Attendance at the meetings of the Board of Directors
		June 2012	Executive Officer; Senior General Manager, Shinkansen Management Division of the Company	
		June 2014	Executive Officer; General Manager, Okayama Branch of the Company	13/14 (92%)
		June 2016	Executive Officer; General Manager, Track & Structures Department, Railway Operations Headquarters of the Company	
		Jan. 2018	Senior Executive Officer; Senior General Manager, Kansai Urban Area Regional Head Office of the Company	
		June 2018	Director and Senior Executive Officer; Senior General Manager, Kansai Urban Area Regional Head Office of the Company	
June 2019	Director and Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Transport Safety Department, Railway Operations Headquarters of the Company (present post)			
<p>[Reason for selecting him as a candidate for Director] Mr. Keijiro Nakamura has long been engaged in the technology divisions and also has accumulated experience in the administration of branch offices. He is familiar with the railway operations of the Company in general and has greatly contributed to safe and stable railway transportation. Currently, he has taken the initiative in implementing the "JR-West Group Railway Safety Think-and-Act Plan 2022". For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
14	Tadashi Kawai (March 9, 1960) [Male] [Reelection]	April 1985	Joined JNR	3,600 shares
		March 1987	Track Maintenance Section, Track & Structures Department, Osaka Railway Operations Division of JNR	
		April 1987	Track Maintenance Section, Track & Structures Department, Kinki Area Operations Headquarters of the Company	
		July 2005	General Manager, Transport Safety Department, Railway Operations Headquarters of the Company	
		June 2009	Deputy General Manager, Transport Safety Department, Railway Operations Headquarters of the Company	Attendance at the meetings of the Board of Directors
		June 2011	General Manager, Track & Structures Department, Railway Operations Headquarters of the Company	9/10 (90%)
		June 2014	Executive Officer; General Manager, Wakayama Branch of the Company	
		June 2016	Executive Officer; Deputy Senior General Manager, Kansai Urban Area Regional Head Office; General Manager, Osaka Branch, Kansai Urban Area Regional Head Office of the Company	
June 2019	Director and Senior Executive Officer; Senior General Manager, Kansai Urban Area Regional Head Office of the Company (present post)			
<p>[Reason for selecting him as a candidate for Director]</p> <p>Mr. Tadashi Kawai has long been engaged in the technology divisions and held several important positions in the safety division. He also has accumulated experience in the administration of branch offices, is familiar with railway operations of the Company in general and also excels in organizational administration in the fields. Currently, as an officer responsible for railway operations in the Kansai Urban Area, he has taken the initiative in enhancing safety and increasing the value of the rail belt. For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

Candidate No.	Name (Date of birth)	Brief history, position, assignment and important concurrent office	Number of shares of the Company held by Candidate	
15	Yutaka Nakanishi (July 28, 1965) [Male] [New election]	April 1988	Joined the Company	1,700 shares
		June 1997	Sub-leader, Development Business Headquarters of the Company	
		July 2000	Master, Corporate Planning Department of the Company	
		Oct. 2001	Manager, Corporate Planning Headquarters of the Company	
		June 2003	On loan to West Japan Railway Daily Service Net Company	Attendance at the meetings of the Board of Directors
		July 2007	Leader, Business Development Headquarters of the Company	
		June 2010	Managing Director of West Japan Railway Daily Service Net Company	-
		June 2014	Senior Managing Director of West Japan Railway Daily Service Net Company (retired in June 2015)	
		June 2015	Executive Officer; General Manager, Finance Department of the Company	
		Feb. 2018	Executive Officer; General Manager, Personnel Department of the Company (present post)	
<p>[Reason for selecting him as a candidate for Director] Mr. Yutaka Nakanishi has accumulated experience in the corporate planning division, finance division and Business Development division, among others, as well as abundant experience in the management of a Group company and is familiar with the general businesses of the Group. Currently, as Executive Officer and General Manager of the Personnel Department, he has taken the initiative in implementing measures, including the cultivation of human resources and work-style reform declared as the entire Group's tasks in the "JR-West Group Medium-Term Management Plan 2022". For the purpose of sustainable development of the entire JR-West Group, the Company believes that his objective decision-making ability, forward-thinking skills and ability to deliver are appropriate to assume the responsibility for its management and that he is qualified as a Director of the Company.</p>				

- (Notes)
1. Candidate Mr. Yoshinobu Tsutsui has held the office of Chairman of the Board and Representative Director of Nippon Life Insurance Company and the Company has transaction relations with the insurance company. Each of the other Candidates has no special interest in the Company.
 2. Candidates Messrs. Norihiko Saito, Hideo Miyahara, Hikaru Takagi and Yoshinobu Tsutsui and Ms. 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. Candidates Messrs. Norihiko Saito, Hideo Miyahara and Hikaru Takagi are External Directors of the Company currently in office. The years of service of Messrs. Norihiko Saito, Hideo Miyahara and Hikaru Takagi as External Directors will be eight years, seven years and two years, respectively, at the close of this General Meeting of Shareholders. Candidate Mr. Yoshinobu Tsutsui is an External Audit & Supervisory Board Member of the Company currently in office. The years of service of Mr. Yoshinobu Tsutsui as the External Audit & Supervisory Board Member will be five years at the close of this General Meeting of Shareholders.

3. The Company has registered Candidates Messrs. Norihiko Saito, Hideo Miyahara and Hikaru Takagi, each of whom has satisfied its "Criteria for Independence of External Officers" and the requirements for independent officers specified by the Tokyo Stock Exchange, as independent officers in accordance with the rules of each financial instruments exchange on which its shares are listed.
4. Candidates Mr. Yoshinobu Tsutsui and Ms. Haruko Nozaki have satisfied the "Criteria for Independence of External Officers" of the Company and the requirements for independent officers specified by the Tokyo Stock Exchange. If their election is approved, the Company will register them as independent officers in accordance with the rules of each financial instruments exchange on which its shares are listed.
Candidate Mr. Yoshinobu Tsutsui has held the office of Chairman of the Board and Representative Director of Nippon Life Insurance Company. However, the transaction amount between the insurance company and the Company for the most recent three fiscal years was less than 2% of their respective consolidated operating revenues and the amount of borrowings of the Company from the insurance company was less than 2% of their respective consolidated total assets. Additionally, the insurance company holds shares in the Company but its shareholding ratio for the most recent five fiscal years was less than 10% of the total issued shares of the Company. Therefore, the Company has judged that his independence as an External Director has fully been secured.
5. The Company proposes to elect each of Candidates Messrs. Norihiko Saito and Yoshinobu Tsutsui and Ms. Haruko Nozaki as External Directors to have his/her accumulated experience and expertise as a management executive reflected in the management of the Company. The Company proposes to elect each of Candidates Messrs. Hideo Miyahara and Hikaru Takagi as External Director to have his accumulated experience and expertise as an academic expert reflected in the management of the Company. Neither of them has been engaged in corporate management. However, for the aforementioned reasons, the Company has judged that each of them will properly perform the duties of an External Director.
6. The Company has entered into an agreement with each of Candidates for External Director Messrs. Norihiko Saito, Hideo Miyahara and Hikaru Takagi to limit his liabilities as provided for in Article 423, paragraph 1 of the Companies Act of Japan, to the amount as provided for in laws or ordinances. If the reelection of each of them is approved, the Company will maintain such agreement with each of them.
7. If Candidates Mr. Yoshinobu Tsutsui and Ms. Haruko Nozaki are elected, the Company will enter into an agreement with each of them to limit his/her liabilities as provided for in Article 423, paragraph 1 of the Companies Act of Japan, to the amount as provided for in laws or ordinances.
8. While Candidate Mr. Yoshinobu Tsutsui was serving Panasonic Corporation as an outside Director, Panasonic and its subsidiary in the United States, Panasonic Avionics Corporation ("PAC"), with regard to PAC's certain contracts with airline customers and the use of sales agents and consultants pertaining to such contracts, were investigated on suspicion of the violation of the United States Foreign Corrupt Practices Act and other securities laws. In May 2018, Panasonic and PAC agreed with the United States Securities and Exchange Commission and the United States Department of Justice to pay a penalty to the U.S. government and implement various measures to improve compliance. He was not aware of the fact. However, he, from the perspective of compliance with law, had been endeavored to perform his duties through the Board of Directors, among others to stop business execution in contravention of law. After the fact was made known, he performed his duties properly by instructing thorough investigations and measures to prevent the recurrence of similar cases and confirming the content of such measures.

Proposition No. 4: Election of three (3) Audit & Supervisory Board Members

The Audit & Supervisory Board Members, Messrs. Naoki Nishikawa and Yoshinobu Tsutsui will resign as at the close of this Ordinary General Meeting of Shareholders. Hence, with the aim of further enhancing governance through audits and further strengthening its auditing functions, on the condition that Proposition No. 2 be adopted, it is hereby proposed that the number of Audit & Supervisory Board Members be increased by one (1) and that three (3) Audit & Supervisory Board Members be elected. Candidate for Audit & Supervisory Board Member Mr. Fumio Tanaka is proposed to be elected as a substitute for Audit & Supervisory Board Member Mr. Naoki Nishikawa and in accordance as provided for in the Articles of Incorporation of the Company, his term of office will expire on the date on which the term of office of the resigning Audit & Supervisory Board Member shall expire.

The candidates for Audit & Supervisory Board Member have been determined by the Board of Directors upon deliberations at the Personnel and Remuneration Advisory Committee on which External Directors have the majority, to ensure the objectivity, fairness and reliability of their nomination.

The Audit & Supervisory Board has consented to the submission of this proposition.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Position in the Company	Attendance at the meetings of the Board of Directors during the fiscal year under review	Attendance at the meetings of the Audit & Supervisory Board during the fiscal year under review
1	[New election] Fumio Tanaka	-	-	-
2	[New election] Maki Ogura Independent officer Candidate for External Audit & Supervisory Board Member	-	-	-
3	[New election] Emiko Hazama Independent officer Candidate for External Audit & Supervisory Board Member	-	-	-

Candidate No.	Name (Date of birth)	Brief history, position and important concurrent office	Number of shares of the Company held by Candidate	
1	Fumio Tanaka (May 9, 1957) [Male] [New election]	April 1980 Feb. 1986	Joined JNR Manager, Trains Section 1, Hamamatsu Factory of JNR	6,300 shares
		April 1987	Manager, Assembly Section, Takatori Factory, Kinki Urban Area Operations Headquarters of the Company	
		July 2000	Deputy General Manager, Corporate Communications Office of the Company	
		Oct. 2001	General Manager in charge of Corporate Communications Office of the Company	
		June 2003	Deputy General Manager, Kanazawa Branch of the Company	Attendance at the meetings of the Board of Directors
		June 2007	Manager, Technical Research and Development Department, Railway Operations Headquarters of the Company	-
		June 2008	General Manager in charge of Technical Research and Development Department, Railway Operations Headquarters of the Company	
		June 2009	General Manager, Hakata General Rolling Stock, Shinkansen Management Division of the Company	
		June 2011	Executive Officer; Deputy Senior General Manager, Shinkansen Management Division; General Manager, Fukuoka Branch, Shinkansen Management Division of the Company	Attendance at the meetings of the Audit & Supervisory Board
		June 2013	Technology Director, General Manager, Technical Research and Development Department, Railway Operations Headquarters of the Company	-
June 2016	Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Shinkansen Supervising Department, Railway Operations Headquarters of the Company (retired in June 2017)			
June 2017	President and Representative Director of West Japan Railway Technos Corporation (expected to retire in June 2020)			
[Reason for selecting him as a candidate for Audit & Supervisory Board Member] Mr. Fumio Tanaka has been engaged in the technology divisions, among others and has accumulated experience specifically in technology development and the Shinkansen railway business. Since his retirement from office of an Executive Officer of the Company, he has exhibited management skills for a major Group company that supports its railway business. To build good governance with which the Company can earn the trust of society for the purpose of sustainable development of the JR-West Group, the Company believes that he is qualified as an Audit & Supervisory Board Member of the Company.				

Candidate No.	Name (Date of birth)	Brief history, position and important concurrent office	Number of shares of the Company held by Candidate		
2	Maki Ogura (February 26, 1957) [Male] [New election] Independent officer Candidate for External Audit & Supervisory Board Member	April 1982 Dec. 1985 April 1987	Joined JNR Management Planning Office of JNR Business Administration Office, Corporate Planning Headquarters of the Company	0 share	
		Feb. 1988 April 1990 June 2004	Retired from the Company Registered as an attorney at law Specialist, Judicial System Division, Judicial System Department, Ministry's Secretariat, Ministry of Justice	Attendance at the meetings of the Board of Directors	
		April 2007	Appointed to an office of judge Judge, Osaka High Court	-	
		April 2009	Judge, Osaka District Court	Attendance at the meetings of the Audit & Supervisory Board	
		April 2011	Judge, Morioka District Court and Morioka Family Court		
		April 2014	Judge, Amagasaki Branch, Kobe District Court and Kobe Family Court	-	
		April 2017	Judge, Osaka High Court		
		April 2019	Judge, Kishiwada Branch, Osaka District Court and Osaka Family Court (expected to retire in June 2020)	-	
		[Reason for selecting him as a candidate for Audit & Supervisory Board Member] The Company believes that based on his long career as a judge and accumulated experience and expertise as an attorney at law and in administration of legal affairs, among others, Mr. Maki Ogura will contribute to strengthening governance through audits and supervisions and that for the purpose of sustainable development of the JR-West Group, he is qualified as an Audit & Supervisory Board Member of the Company.			

Candidate No.	Name (Date of birth)	Brief history, position and important concurrent office	Number of shares of the Company held by Candidate	
3	Emiko Hazama (January 6, 1960) [Female] [New election] Independent officer Candidate for External Audit & Supervisory Board Member	April 1982	Joined Suntory Co., Ltd.	0 share
		April 2002	Manager, Research Institute on Continuity and Change in Life, Suntory Co., Ltd.	
		March 2005	Manager, Next Generation Institute, Suntory Co., Ltd.	
		April 2008	General Manager, Osaka Secretary' Office of Suntory Co., Ltd.	Attendance at the meetings of the Board of Directors
		April 2008	General Manager in charge of Transmission of Information, Osaka Tourism & Convention Association	
		April 2012	Deputy Mayor, Sakai City (retired on June 2019)	-
		April 2019	Professor (Visiting Professor), Kinugasa Research Organization, Ritsumeikan University (present post)	
		April 2020	Professor, Department of Public Affairs, Osaka University of Commerce (present post)	Attendance at the meetings of the Audit & Supervisory Board
		<Important concurrent offices> <ul style="list-style-type: none"> • Professor, Department of Public Affairs, Osaka University of Commerce • Professor (Visiting Professor), Kinugasa Research Organization, Ritsumeikan University • Representative Director, Learning and Ecological Activities Foundation for Children 	-	
[Reason for selecting her as a candidate for Audit & Supervisory Board Member] The Company believes that based on her long researches on local revitalization and cultures, as well as her experience and expertise in government, Ms. Emiko Hazama will contribute to audits and supervisions of the Company engaged in local revitalization and the strengthening of governance and that for the purpose of sustainable development of the JR-West Group, she is qualified as an Audit & Supervisory Board Member of the Company.				

- (Notes)
1. Each of the Candidates has no special interest in the Company.
 2. Candidates Mr. Maki Ogura and Ms. Emiko Hazama are candidates for external auditors as provided for in Article 2, paragraph 3, item 8 of the Regulations to Enforce the Companies Act of Japan.
 3. Candidates Mr. Maki Ogura and Ms. Emiko Hazama have satisfied the "Criteria for Independence of External Officers" of the Company and the requirements for independent officers specified by the Tokyo Stock Exchange. If their election is approved, the Company will register them as independent officers in accordance with the rules of each financial instruments exchange on which its shares are listed. Candidate Mr. Maki Ogura was an employee of the Company in the past. However, many years have passed since he ceased to be an executive officer (he retired from such office in February 1988) and the Company has judged that his independence as an External Audit & Supervisory Board Member has fully been secured.
 4. The Company proposes to elect Candidate Mr. Maki Ogura as External Audit & Supervisory Board Member, expecting him to reflect his wide experience and expert knowledge as an attorney at law and judge on audits of the Company. The Company proposes to elect

Candidate Ms. Emiko Hazama as External Audit & Supervisory Board Member, expecting her to reflect her wide experience and broad expertise in a private enterprise and government, as well as her wide experience and expert knowledge as a person of learning and experience, on audits of the Company.

Both of them have not been directly involved in corporate management but for the above-mentioned reasons, the Company has judged that they will be able to properly perform their duties as External Audit & Supervisory Board Members.

5. If the election of Candidates Mr. Maki Ogura and Ms. Emiko Hazama is approved, the Company will enter into an agreement with each of them to limit his liabilities as provided for in Article 423, paragraph 1 of the Companies Act of Japan, to the amount as provided for in laws or ordinances.

Proposition No. 5: Revision of the amount of remuneration of Audit & Supervisory Board Members

The amount of remuneration of Audit & Supervisory Board Members has been fixed at not more than seven (7) million yen per month since it was so determined at the 8th Ordinary General Meeting of Shareholders held on June 27, 1995. However, taking into consideration the change of the number of Audit & Supervisory Board Members and other factors, it is hereby proposed that the amount of remuneration be revised to not more than 12.5 million yen per month.

The number of Audit & Supervisory Board Members, which is currently four (4), will be five (5) if Proposition No. 2 and Proposition No. 4 are adopted.

- END -

<For reference>

Criteria for Independence of External Officers of the Company

The Board of Directors of the Company has established a criterion for independence to invite external officers who shall be able to perform effective monitoring and supervising activities from an objective perspective, independent of the Company.

1. Persons affiliated with the Group:

- (1) Such officer shall not be, or shall have not been, any executive (which shall mean an executive director, operating officer, executive officer and other similar employee; the same applies hereinafter) of the Company or any of its subsidiaries (the "Group Companies"), for the current fiscal year or any of the previous ten fiscal years.
- (2) Any relative of such officer in second or less degree shall not be, or shall have not been, any executive of any of the Group Companies, for the current fiscal year or any of the previous ten fiscal years.

2. Persons affiliated with the major clients:

The transaction amount of such major client with the Company shall be, or shall have been, less than an average of 2% of consolidated operating revenues (in case of borrowings, the amount of consolidated total assets) of the Company or the client, for the current fiscal year or any of the previous three fiscal years (if the client is a body corporate, the person affiliated with the client shall not be, or shall have not been, any executive of the client, for the current fiscal year or any of the previous three fiscal years).

3. Legal professionals, etc.:

The fees of such professional, excluding remuneration as an officer, received from the Company shall not be, or shall have not been, more than an annual average of ¥10 million (if the professional belongs to a body corporate, the fees shall be, or shall have been, less than 2% of consolidated operating revenues of the body corporate), for the current fiscal year or any of the previous three fiscal years.

4. Other:

- (1) Such officer shall not be, or shall not have been, any director or other executive of any entity to which the Company has made donations in the amount of more than an annual average of ¥10 million, for the current fiscal year or for the previous three fiscal years.
- (2) Any officer shall not be, or shall have not been, any major shareholder (whose shareholding ratio shall be 10% or more of the total voting rights) of the Company, for the current fiscal year or for any of the previous five fiscal years (if the major shareholder is a body corporate, such officer shall not be, or shall have not been, any executive of the body corporate, for the current fiscal year or for the previous five fiscal years).
- (3) Such officer shall have, or shall have had, no material interest in any of the Group Companies, for the current fiscal year or for any of the previous three fiscal years.