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West Japan Railway Company

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Securities Code: 9021

<https://www.westjr.co.jp>

The corporate governance of West Japan Railway Company (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes and Other Basic Information

1. Basic views [Updated]

Based on its “Corporate Philosophy” and “Safety Charter,” the Company will make steady efforts to establish “corporate culture that places top priority on safety” to fulfill corporate social responsibility and to achieve sustainable growth for the future.

In order to realize these objectives, the Company will execute business operations from a medium- to long-term perspective in keeping with the intent of the “Corporate Governance Code” and the characteristics of its businesses centered on the railway business, and it will strive to establish long-term trusting relationship with each of stakeholders including shareholders. Furthermore, from the perspective of improving transparency, soundness and efficiency of business operations, the Company, aiming for the enhancement of corporate governance, will make efforts to improve the systems to ensure the following: establishment of corporate ethics, strengthening of functions to monitor and supervise corporate management as well as facilitating prompt decision-making and flexible execution of operations.

[Reasons for non-compliance with the principles of the Corporate Governance Code] [Updated]

Principle 1.4

1. Policy for acquiring and holding listed stocks

To achieve sustainable growth of the business aiming at an increase in the corporate value of West Japan Railway Group (the “Group”) over the medium- to long-term, the Company believes that it is important to strive for the maintenance and strengthening of relationships with clients or suppliers which may contribute to such growth. Therefore, the Company acquires and holds shares of the relevant client and supplier companies, comprehensively taking into account matters including a synergetic effect on the businesses of the Group.

With regard to holding such shares, the Company examines whether such holding may contribute to the increase of corporate value from the perspectives of medium- to long-term economic rationale and relationships between the client or supplier and the businesses of the Group, and it confirms with the Board of Directors concerning the objective and rationality of holding such shares.

2. Criteria for exercise of voting rights

The Company exercises voting rights based on judgments from such perspectives as contributions to the businesses of the Group through the investees’ sustainable growth and such.

3. Disclosure of details of examination of whether or not the holding is appropriate and specific criteria for exercise of voting rights

The Company comprehensively judges whether or not the holding is appropriate, by individual issues based on the above policy. At its meeting of the Board of Directors held in June 2022, the Company confirmed the rationality of holding its shares held as of March 31, 2022, upon having examined individual holdings with respect to factors such as operating results, returns associated with the holdings, synergetic effects, and risk, from the perspectives of medium- to long-term economic rationale and relationships between the client or supplier and the businesses of the Group.

Moreover, for preparation and disclosure of the criteria for exercise of voting rights, the Company also considers that the above criteria are adequate.

The proportion of listed stocks held by the Company to assets is insignificant.

4. Response to the holding of the Company's shares

In the event that a company, etc. that holds the Company's shares for the purpose of cross-shareholding indicates intention to sell those shares, the Company will not carry out any actions to hinder this sale, such as by implying a reduction of business transactions, etc.

[Disclosure based on the principles of the Corporate Governance Code] [Updated]

Principle 1.7

To ensure that transactions with related parties do not harm the interests of the Company and the common interests of shareholders and to prevent any concerns with regard to such harm, the Company complies with the procedures prescribed in the Companies Act of Japan with regard to the competitive transactions and conflicting interest transactions (self-dealing and indirect transactions) between the Company and its Directors.

With regard to the transactions between the Company and its major shareholders, the Company has established the criteria for matters to be referred to the Board of Directors, and transactions falling under such category will require approval by the Board of Directors.

The Company will ensure a description of how the relevant approved transaction was conducted is reported to the Board of Directors, and that the content of this report is checked by the Board of Directors, thereby ensuring appropriate handling of the relevant transaction so that the interests of the Company and the common interests of shareholders may not be harmed.

Supplementary principle 2.4.1

Please refer to "III.3. Measures to ensure due respect for stakeholders" of this report.

Principle 2.6

The Company has not introduced a corporate pension fund plan, etc. or corresponding plan.

Principle 3.1

1. The Company discloses and releases the Corporate Philosophy, Safety Charter and the Medium-Term Management Plan on its website, etc.

Corporate Philosophy, Safety Charter and Medium-Term Management Plan

URL: <https://www.westjr.co.jp/global/en/about-us/>

2. Basic policy for Corporate Governance is as per "I.1. Basic views" above.
3. Remuneration, etc. for Directors are as described in the accompanying "Disclosure of policy for determining remuneration amounts or calculation methods thereof."

4. As for the policy for nomination of Directors, the Company nominates them based on the selection criteria concerning high ethical standards, respect from others, dignity and managerial capability in accordance with the following procedures.

In the formulation of the policy for nomination and actual cases of nomination based on that policy, the Company ensures objectivity, fairness and trustworthiness of nomination by making the relevant matters subject to deliberation by the Personnel and Remuneration Advisory Committee prior to the resolution of the Board of Directors.

- (1) The Company appoints and dismisses Representative Directors based on laws, regulations and the Regulations of the Board of Directors, and the President and Representative Director proposes candidates for Representative Directors from among Directors (excluding Directors who are Audit and Supervisory Committee Members), with such matters resolved by the Board of Directors.
- (2) The President and Representative Director proposes candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) to be recommended to the General Meeting of Shareholders based on the selection criteria established by the Board of Directors, and the nomination of candidates is approved by resolution of the Board of Directors.
- (3) The President and Representative Director proposes candidates for Directors who are Audit and Supervisory Committee Members to be recommended to the General Meeting of Shareholders upon consent by the Audit and Supervisory Committee, and the nomination of candidates is approved by resolution of the Board of Directors.

The Audit and Supervisory Committee gives such consent in accordance with the criteria for consent to the selection of Audit and Supervisory Committee Members established by the Audit and Supervisory Committee.

5. For explanation in line with the appointment and dismissal of Directors, such matters as brief history, position and status of important concurrent office as well as reasons for the appointment and dismissal of each candidate are described in the “Reference Document for the General Meeting of Shareholders.”

Supplementary principle 3.1.3

The Group discloses information about the value that we deliver to society and our efforts to realize it such as initiatives for sustainability including measures to address climate change and issues in terms of respecting human rights, and investment in human capital and intellectual property, in the “West Japan Railway Group Integrated Report,” and on the Company’s website and elsewhere.

Particularly, as for the measures to address climate change, the Group has formulated the long-term environmental goal “JR West Group Zero Carbon 2050” in April 2021, and declared its support for the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and has implemented information disclosure based on the said recommendations.

“West Japan Railway Group Integrated Report”

<https://www.westjr.co.jp/global/en/ir/library/annual-report/2021/>

The Company’s website (Initiatives for Sustainability) (in Japanese only)

<https://www.westjr.co.jp/company/action/>

Information Disclosure based on the TCFD recommendations

<https://www.westjr.co.jp/global/en/about-us/csr/environment/pdf/TCFD.pdf>

Supplementary principle 4.1.1

To facilitate prompt decision-making and flexible business execution in line with the transition to a company with Audit and Supervisory Committee, the Company has carried out significant delegation of decision-making authority from the Board of Directors to executive directors. The specific content has been established in the Regulations of the Board of Directors.

In addition to matters prescribed in laws and regulations and the Articles of Incorporation, the regulations establish the basic policy and strategies related to management of the entire Group and important matters related to group management, etc. as matters to be resolved by the Board of Directors.

The regulations also establish certain criteria for matters for consultation where the medium- to long-term management policy and strategies and important business challenges are discussed, as well as matters to be reported including the status of execution of business operations and corporate ethics, thereby making continuous efforts to further improve discussions on strategies, etc. at the Board of Directors and enhance monitoring and supervision of corporate management.

Principle 4.9

The Board of Directors of the Company has established the criteria for independence to invite external officers who are able to carry out highly effective monitoring and supervision from an objective standpoint independent from the Company.

1. Person related to the Group

- (1) The relevant person is not currently or was not in any of the past ten fiscal years an executive (meaning a person who executes business as an executive director, corporate officer, executive officer or other employee; hereinafter the same) of the Company or its subsidiary (hereinafter referred to as the “Group Company”).
- (2) A relative within the second degree of kinship of the relevant person is not currently or was not in any of the past ten fiscal years an executive of the Group Company.

2. Person related to major client or supplier

The relevant client’s or supplier’s transaction amount with the Company does not reach 2% of the consolidated operating revenues (consolidated total assets in the case of loan) of the Company or the relevant client or supplier currently or on average in the past three fiscal years (or if the relevant client or supplier is a corporation, etc., the relevant person is not currently or was not in the past three years an executive thereof).

3. Legal professional, etc.

Remuneration, etc. received by the expert from the Company, other than officers’ remuneration, does not exceed the annual amount of ¥10 million currently or on average in the past three fiscal years (if the relevant professional, etc. belongs to a corporation, etc., such remuneration does not reach 2% of the consolidated operating revenues thereof).

4. Other

- (1) The relevant person does not receive donations exceeding the annual amount of ¥10 million from the Company currently or on average in the past three fiscal years. Provided, however, if the relevant person that receives donations from the Company is a corporation, etc., that the relevant person is not an executive of the organization, etc. whose donations from the Company exceed 2% of its consolidated operating revenues or total annual revenues.
- (2) The relevant person is not currently or was not in any of the past five fiscal years a major shareholder (whose stockholding ratio is 10% or more of the total number of voting rights) of the Company (if the relevant major shareholder is a corporation, etc., the relevant person is not currently or was not in the past five years an executive thereof).
- (3) The relevant person does not currently or did not in any of the past three fiscal years have important interest in the Group Company.

Supplementary principle 4.10.1

Please refer to “Supplementary explanation” under “II.1. [Directors]” of this report.

Supplementary principle 4.11.1

1. Size of the Board of Directors, balance of members, and diversity of skills, etc. of Directors

The Board of Directors of the Company develops and improves the environment to ensure that the enhancement of safety toward as a prerequisite for an increase in the corporate value of the Group over the medium- to long-term is promoted and appropriate risk-taking for the sustainable growth of the business is carried out, and fulfills its duties including highly effective monitoring and supervision.

To be more specific, the Board of Directors of the Company conducts evaluation of risks and returns from the medium- to long-term perspective concerning various measures, etc. necessary for the achievement of the Medium-Term Management Plan, which has been prepared for the realization of management vision, and it makes timely and appropriate decisions on these measures. Furthermore, the Board of Directors receives reports on the status of execution of business operations in a timely and appropriate manner.

In the course of these processes, each Director fulfills his/her duties appropriately through constructive discussions and exchange of opinions.

Currently, the Board of Directors of the Company comprises seventeen Directors including eight External Directors, and fulfills appropriate functions as mentioned above. In order to fulfill duties of the Board of Directors continuously, the Board of Directors will maintain appropriate size, composition ratio between Internal and External Directors and others, and strive to ensure diversity in gender and other aspects.

In addition, the Group has promoted its united efforts based on the “JR-West Group Medium-Term Management Plan 2022” and its core component, the “JR-West Group Railway Safety Think-and-Act Plan 2022,” since the fiscal year ended March 31, 2019. In October 2020, the Group announced the “Revision of the JR-West Group Medium-Term Management Plan 2022,” taking into account the impact of the novel coronavirus pandemic. Under this revision, the Group positions four strategies, namely, “Enhancing safety, with the derailment accident on the Fukuchiyama Line as the starting point,” “Enhancing coexistence with local communities and taking on the challenge of creating new value,” “Strengthening management,” and “Reforming the Company to enhance our ability to address change,” as its basic strategies and has been promoting its initiatives.

Toward the achievement of these four basic strategies, the Group defines skills (such as knowledge, experience and abilities) that are considered important to the Board of Directors at present in order to ensure that the Board of Directors makes appropriate decisions in a timely manner and fulfills highly effective monitoring and supervisory functions as (i) corporate management, (ii) governance, (iii) safety and quality, (iv) innovation and advanced technology, (v) city development, and (vi) coexistence with local communities.

The Group believes that components of ESG-related skills are included in each of the six skills, and all the Directors should be equipped with such ESG-related skills in exercising their respective skills. With regard to the above six skills, the list of skills that each Director currently has and is expected to display in particular is as stated at the end of this report.

2. Policy and procedures for election of Directors

(1) External Directors

The Board of Directors decides on, as the candidates for External Directors, those who may give advice based on broad knowledge including field of expertise in the decision-making processes necessary for the management toward the sustainable growth and the increase in the corporate value of the Company over the medium- to long-term and who are able to conduct highly effective monitoring and supervision from an independent standpoint, and refers such decisions to the General Meeting of Shareholders.

For Directors who are Audit and Supervisory Committee Members, candidates are decided upon consent by the Audit and Supervisory Committee.

In the selection of candidates, the Company ensures objectivity, fairness and trustworthiness of selection by making the relevant matters subject to deliberation by the Personnel and Remuneration

Advisory Committee on which Independent External Directors have the majority, with the Independent External Director acting as chairman, prior to the resolution of the Board of Directors.

(2) Internal Directors

The Board of Directors decides on, as the candidates for Internal Directors, those who are appropriate as Directors based on the characteristics of the Company's business, comprehensively taking into account the experience, knowledge and insight based thereon, capacity for objective judgment related to the management, and organizational management ability from the company-wide perspective of each of them, and refers such decisions to the General Meeting of Shareholders.

For Directors who are Audit and Supervisory Committee Members, candidates are decided upon consent by the Audit and Supervisory Committee.

In the selection of candidates, the Company ensures objectivity, fairness and trustworthiness of selection by making the relevant matters subject to deliberation by the Personnel and Remuneration Advisory Committee on which Independent External Directors have the majority, with the Independent External Director acting as chairman, prior to the resolution of the Board of Directors.

Supplementary principle 4.11.2

The Company makes it a principle to limit the number of concurrent positions to a reasonable scope.

In addition, the Company makes efforts to ensure that appropriate discussions are held with the attendance of all Directors so that the monitoring and supervising functions at the Board of Directors are fulfilled appropriately.

The status of important concurrent office of Directors is described in the business report for each year.

Supplementary principle 4.11.3

The Board of Directors of the Company aims to ensure increase in the corporate value of the Group over the medium- to long-term, and while developing and improving the environment in which the safety on which such aims are premised can be promoted, and appropriate risk-taking for the sustainable growth of business can be carried out, and it fulfills its duties, which include highly effective monitoring and supervision.

To be more specific, the Board of Directors of the Company accumulates discussions regarding the direction, strategy, etc. for medium- to long-term operation for the realization of the Corporate Philosophy and management vision. Based on this, the Board of Directors of the Company conducts evaluation of risks and returns from the medium- to long-term perspective concerning various significant measures, etc., and it makes timely and appropriate decisions on these measures. Furthermore, the Board of Directors receives reports on the status of execution of business operations in a timely and appropriate manner. In the course of these processes, each Director fulfills his/her duties appropriately through constructive discussions and exchange of opinions.

In the fiscal year ended March 31, 2022, the Company continually confirmed through the results of the questionnaires, etc. (refer to 4. below) targeted at all Directors and Audit & Supervisory Board Members that sufficient deliberations occur at meetings of the Board of Directors for the reform and renewal of the Group in light of recent dramatic changes in the business environment.

As future challenges, the Company shares the recognition of further deepening discussions on various challenges to improve the corporate value over the medium- to long-term while also looking ahead to the future after the end of the novel coronavirus pandemic, including direction of the business portfolio, allocation of managerial resources and initiatives for sustainability, as well as the need to make decisions promptly and promote measures through further delegation of decision-making authority from the Board of Directors to the management and to further strengthen the monitoring and supervisory functions of the Board of Directors as part of the corporate reform to enhance the ability to address change, toward the future survival and growth of the Group. For these reasons, the Company decided to transition to a company with Audit and Supervisory Committee.

From these considerations, the Company assesses that the Board of Directors functions effectively. Furthermore, in order to maintain and improve such functions, the Company proceeds with the following initiatives.

Content of initiatives

1. Establishment of the system of distributing information

To ensure the strengthening of monitoring and supervision functions of the Board of Directors, the Company has established and maintains the system of distributing information to external officers.

To be more specific, the Company provides External Directors with preliminary explanations regarding points of discussion, previous internal discussions, etc. with regard to propositions for the meetings of the Board of Directors in order to facilitate substantial and effective discussions at meetings of the Board of Directors. Furthermore, the Company provides them with opportunities, other than the meetings of the Board of Directors, to give explanations of important business challenges, etc. and arranges site inspection as a means of distributing information on current business conditions and background information on measures.

In addition, a liaison meeting mainly composed of External Directors is held on a regular basis, where discussions on matters including the medium-term management policy and business challenges are held.

Furthermore, necessary additional explanations for the matters pointed out and questions raised at the meeting of the Board of Directors are given at a meeting of the Board of Directors to be held immediately following the relevant meeting and other occasions.

2. Enhancement of discussions through the establishment of matters for consultation

In addition to matters to be resolved and matters to be reported, the Company establishes in the Regulations of the Board of Directors matters for consultation where the medium- to long-term management policy and strategies and important business challenges are discussed, and will have continuous and substantial discussions from a medium- to long-term viewpoint.

3. Sharing of the content of discussions at meetings of the Board of Directors

The content of discussions and matters pointed out at meetings of the Board of Directors are fed back to and shared at the Group Management Committee, which is also attended by Executive Officers and others, and utilized in the promotion and drafting of measures, etc.

4. Questionnaires, etc. with Directors, and initiatives to improve effectiveness and invigorate the Board of Directors based on results of questionnaires

The Company uses questionnaires targeted at all the Directors concerning the ideal approach and operation of the Board of Directors and other matters for each fiscal year, has Directors have discussions based on the responses, and takes initiatives necessary for further improvement of effectiveness and invigoration of the Board of Directors based on results of deliberations thereof.

Supplementary principle 4.14.2

The Company has set up opportunities for Directors to receive training and information and to share challenges with respect to matters on which the Company places emphasis such as those on “Safety,” “Customer Satisfaction” and “Technologies,” and those related to corporate ethics. This has been done from the standpoint of ensuring the Directors can carry out effective monitoring and supervision, and the Audit and Supervisory Committee can perform audit functions, and further enhancing the contribution they can make to increasing the corporate value of the Group over the medium- to long-term.

In addition, as Group engages in wide-ranging business operations, the Company believes that the participation in management by abundantly experienced personnel hailing from within the Group is necessary. Accordingly, the Company makes efforts to develop human resources by such means as providing personnel with opportunities to appropriately gain experience in duties related to the businesses of the Group, thereby securing the personnel capable of undertaking duties in management.

Principle 5.1

1. Basic views

The Company believes it important to engage in constructive dialogue with its shareholders and investors in a way that contributes to increasing the corporate value and the shareholder value over the medium- to long-term.

The Company will continue to make efforts to disclose the content of business, management information and risk information in an active and fair manner, and it will build long-term trusting relationship with its shareholders and investors by taking an initiative to communication through various occasions.

2. IR promotion system

- (1) The Company has appointed the Director in charge of the Corporate Strategy Division, which is responsible for IR, as “Director overseeing the all aspects of dialogue.”
- (2) The Corporate Strategy Division is responsible for IR activities involving the Company’s institutional investors and for the management of information related to the important corporate information, and the Corporate Governance Headquarters assumes particular roles with respect to review and implementation of measures directed toward individual investors and dialogue related to the exercise of voting rights.

With respect to the management of information necessary for the disclosure of information, the Company has established and maintains the system in which the departments concerned within the Company including the Corporate Strategy Division, the Corporate Governance Headquarters, the Finance Department, the Corporate Communications Department and the Tokyo Headquarters work closely together.

3. Method of dialogue

With respect to the propositions for the General Meeting of Shareholders, the Company will make efforts toward timely (early) disclosure of information and conduct necessary dialogue. Furthermore, the Company transmits information on its website and by IR tools or other means and will continue to make efforts for the development and enhancement of such transmission.

The Company holds financial results briefings and small meetings organized by top management for our institutional investors, and it has individual interviews with them as well.

The Company responds to various types of inquiries and conducts facilities tours, etc. from time to time for our individual investors.

4. Internal feedback

The Company reports opinions obtained from its shareholders and investors to the Group Management Committee and the Board of Directors from time to time.

5. Management of insider information

The Company has established the “Regulations for Prevention of Insider Trading” prescribing the system related to the management of important corporate information, and it has also established and published the “Disclosure Policy” prescribing the policy for timely and appropriate information disclosure in an effort to prevent insider trading.

Disclosure Policy

URL: <https://www.westjr.co.jp/global/en/ir/disclosure-policy/>

2. Capital structure

Foreign shareholding ratio	From 20% to less than 30%
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[Status of major shareholders] [Updated]

Name	Number of shares owned (Shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Unit)	39,741,700	16.29
Custody Bank of Japan, Ltd. (Trust Unit)	11,313,600	4.64
Sumitomo Mitsui Banking Corporation	4,480,000	1.84
MUFG Bank, Ltd.	4,410,000	1.81
Nippon Life Insurance Company	4,000,000	1.64
STATE STREET BANK WEST CLIENT – TREATY 505234	3,993,040	1.64
JR-West Employee Stock-Sharing Plan	3,557,600	1.46
SSBTC CLIENT OMNIBUS ACCOUNT	3,389,553	1.39
JP MORGAN CHASE BANK 385781	3,002,302	1.23
HSBC BANK A/C HSBC BANK PLC AS TRUSTEE FOR PUTM ACS JAPAN EQUITY FUND	2,072,600	0.85

Controlling shareholder (except for parent company)	—
Parent company	None

Supplementary explanation [Updated]

1. The shareholders listed under “Status of major shareholders” are based on the shareholder register as of March 31, 2022.
2. The large shareholding report (change report) submitted by Nesna LLP (former Marathon Asset Management LLP) to the Director-General of the Kanto Finance Bureau as of October 18, 2017 states that the said company held 7,821,600 shares as of October 13, 2017 (ratio of the shareholdings to the total number of issued shares as of the same date: 4.04%). However, since the Company cannot confirm the number of shares actually held by the said company as of the record date for exercising voting rights, this company is not included in “Status of major shareholders” above.
3. The large shareholding report (change report) submitted by BlackRock Japan Co., Ltd. to the Director-General of the Kanto Finance Bureau as of December 6, 2018 states that the said company and seven joint holders held 11,478,532 shares as of November 30, 2018 (ratio of the shareholdings to the total number of issued shares as of the same date: 5.96%). However, since the Company cannot confirm the number of shares actually held by them as of the record date for exercising voting rights, they are not included in “Status of major shareholders” above.
4. The large shareholding report (change report) submitted by Sumitomo Mitsui Trust Bank, Limited to the Director-General of the Kanto Finance Bureau as of December 6, 2021 states that the said company and two joint holders held 16,212,319 shares as of November 30, 2021 (ratio of the shareholdings to the total number of issued shares as of the same date: 6.64%). However, since the Company cannot confirm the number of shares actually held by them as of the record date for exercising voting rights, they are not included in “Status of major shareholders” above.

3. Corporate attributes

Listed stock market and market section	Tokyo Stock Exchange / Prime
Fiscal year-end	March
Type of business	Land transportation
Number of employees (consolidated) as of the end of the previous fiscal year	1,000 or more
Operating revenues (consolidated) for the previous fiscal year [Updated]	¥1 trillion or more
Number of consolidated subsidiaries as of the end of the previous fiscal year	From 50 to less than 100

4. Policy on measures to protect minority shareholders in conducting transactions with controlling shareholder

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5. Special circumstances which may have material impact on corporate governance

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II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Supervision in Management

1. Organizational composition and operation

Organization form	Company with Audit and Supervisory Committee
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[Directors]

Maximum number of Directors stipulated in Articles of Incorporation [Updated]	20
Term of office stipulated in Articles of Incorporation	1 year
Chairman of the Board of Directors	President
Number of Directors [Updated]	17
Appointment of External Directors	Appointed
Number of External Directors [Updated]	8
Number of Independent Officers designated from among External Directors [Updated]	8

External Directors' relationships with the Company (1) [Updated]

Name	Attribute	Relationships with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Hikaru Takagi	Academic											
Yoshinobu Tsutsui	From another company								○			
Haruko Nozaki	From another company								○		○	
Kenji Iino	From another company											
Yoshiyuki Miyabe	From another company								△			
Maki Ogura	Other	△										
Emiko Hazama	Academic											
Kenryo Goto	Certified public accountant											

* Categories for "Relationships with the Company"

* "○" when the Director presently falls or has recently fallen under the category;

"△" when the Director fell under the category in the past;

* "●" when a close relative of the Director presently falls or has recently fallen under the category; and

"▲" when a close relative of the Director fell under the category in the past

a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides remuneration as a Director

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)

h. Executive of a client or supplier of the Company (which does not correspond to any of d, e, or f) (the Director himself/herself only)

i. Executive of a corporation, between which and the Company External Directors are mutually appointed (the Director himself/herself only)

j. Executive of a corporation that receives a donation from the Company (the Director himself/herself only)

k. Others

External Directors' relationships with the Company (2) [Updated]

Name	Audit and Supervisory Committee Members	Designation as Independent Officer	Supplementary explanation of the relationship	Reasons for appointment
Hikaru Takagi		○	–	Mr. Hikaru Takagi has been engaged in research and education at the University of Tokyo, Kobe University, Gakushuin University, and Kyoto University. Based on his professional knowledge and accumulated expertise as a legal scholar studying all aspects of administrative law, the Company believes that he will provide useful advice to the Company on management, including offering a legal perspective on business restructuring, from an independent standpoint. To date, he has provided such advice to the Company and the Company believes that he is qualified as an External Director. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.

Name	Audit and Supervisory Committee Members	Designation as Independent Officer	Supplementary explanation of the relationship	Reasons for appointment
Yoshinobu Tsutsui		○	<p>Chairman and Representative Director, Nippon Life Insurance Company</p> <p>Mr. Yoshinobu Tsutsui has held the office of Chairman of the Board and Representative Director of Nippon Life Insurance Company. The Company has entered into transactions with this company in the form of long-term debt and transactions based on insurance policies for which employees are policy holders. 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 2% of the total issued shares of the Company. Therefore, his independence as an External Director has fully been secured.</p>	<p>Mr. Yoshinobu Tsutsui has served Nippon Life Insurance Company successively as Representative Director and Senior Managing Executive Officer, President and Representative Director, and Chairman of the Board and Representative Director. The Company believes that, based on his expert knowledge and deep insight as a corporate executive, as well as his experience in working to strengthen governance as an External Audit & Supervisory Board Member of the Company, he will provide advice on the management of the Company from an independent standpoint. To date, he has provided such advice to the Company and the Company believes that he is qualified as an External Director. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.</p>

Name	Audit and Supervisory Committee Members	Designation as Independent Officer	Supplementary explanation of the relationship	Reasons for appointment
Haruko Nozaki		○	Executive Officer, Kyoto University Ms. Haruko Nozaki is an Executive Officer at Kyoto University (national university corporation Kyoto University) and the university corporation is a recipient of donation from the Company and the Company's client. The donation amount to and the transaction amount between the university corporation for the most recent three fiscal years are both less than 1% of the total annual income of the university corporation and consolidated operating revenue of the Company. Therefore, the Company has determined that there is no impact on her independence as an External Director.	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, in addition to experience as Executive Board Member at a public interest corporation, Ms. Haruko Nozaki will provide useful advice on management of the Company from an independent standpoint. To date, she has provided such advice to the Company and the Company believes that she is qualified as an External Director. Moreover, based on the fact that she has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, she is designated as an Independent Officer.
Kenji Iino		○	—	Mr. Kenji Iino has served as Executive Managing Director and Executive Managing Officer, Managing Director and Executive Managing Officer, and Senior Corporate Auditor at Mitsui Fudosan Co., Ltd. and as Senior Corporate Auditor at Mitsui Fudosan Realty Co., Ltd. since June 2020. The Company believes that he is qualified to serve as an External Director because he can provide advice on the Company's management from an independent standpoint based not only on his insight into the real estate business in general, but also on his expertise and high level of insight as a manager. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.

Name	Audit and Supervisory Committee Members	Designation as Independent Officer	Supplementary explanation of the relationship	Reasons for appointment
Yoshiyuki Miyabe		○	<p>Director, Executive Vice President, Panasonic Holdings Corporation</p> <p>Please note that, between the Company and the company in which Mr. Yoshiyuki Miyabe served in the past as an executive, the company made payment for contribution regarding seconded employees to the Company. However, the amount of the payment per year accounts for less than 1% of the consolidated operating revenues of both the Company and the company.</p>	<p>Mr. Yoshiyuki Miyabe has served as Managing Director, Representative Director and Senior Managing Director, Senior Managing Executive Officer, Executive Vice President at the current Panasonic Holdings Corporation. The Company believes that he is qualified to serve as an External Director because he can provide advice on the Company's management from an independent standpoint based on his expertise and high level of insight as a manager, as well as his insight into advanced technologies that contribute to improving safety, quality, and productivity. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.</p>
Maki Ogura	○	○	<p>Mr. Maki Ogura was an executive (employee) of the Company in the past. However, many years have passed since he ceased to be an executive (he retired from such office in February 1988) and the Company has judged that his independence as an External Director has fully been secured.</p>	<p>Mr. Maki Ogura has had a long career as a judge and accumulated experience and expertise as an attorney at law and in administration of legal affairs, among others. Based on this and his experience in working to strengthen governance as an External Audit & Supervisory Board Member of the Company, it is expected that he will provide advice on the Company's management from an independent standpoint. In addition, the Company believes that he will continue to make efforts to strengthen governance through auditing, etc., as he has done in the past, and that he is qualified to serve as an External Director who is an Audit and Supervisory Committee Member. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.</p>

Name	Audit and Supervisory Committee Members	Designation as Independent Officer	Supplementary explanation of the relationship	Reasons for appointment
Emiko Hazama	○	○	—	Ms. Emiko Hazama has engaged in many years of research on local revitalization and culture and has experience and expertise in administration. Based on this and her experience in working to strengthen governance as an External Audit & Supervisory Board Member of the Company, it is expected that she will provide advice on the Company's management from an independent standpoint. In addition, the Company believes that she will continue to make efforts in auditing the Company, which is engaged in local revitalization and the strengthening of governance, as she has done in the past, and that she is qualified to serve as an External Director who is an Audit and Supervisory Committee Member. Moreover, based on the fact that she has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, she is designated as an Independent Officer.
Kenryo Goto	○	○	—	Mr. Kenryo Goto has been a certified public accountant for many years and has also served as a representative partner and managing director of an auditing corporation. It is expected that he will provide advice on the Company's management from an independent standpoint based on his expertise and deep insight in finance and accounting as well as his extensive auditing experience. In addition, the Company believes that he will make efforts to strengthen governance through auditing, etc. and that he is qualified to serve as an External Director who is an Audit and Supervisory Committee Member. Moreover, based on the fact that he has satisfied the requirements for Independent Officers stipulated by securities exchanges and the Company's Criteria for Independence of External Officers, and that there is no risk of a conflict of interest arising between the External Director and ordinary shareholders, he is designated as an Independent Officer.

[Audit and Supervisory Committee]**Committee's composition and attributes of chairman [Updated]**

	All committee members	Full-time members	Inside Directors	External Directors	Chairman
Audit and Supervisory Committee	4	2	1	3	Inside Director

Appointment of Directors and/or employees to support duties of the Audit and Supervisory Committee [Updated]	Appointed
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Matters related to the independence of such Directors and/or employees from Executive Directors [Updated]

The employees belonging to the Board of Directors Office to engage in assisting the Audit and Supervisory Committee shall, independently of any section, execute their duties under the orders and instructions of the Audit and Supervisory Committee.

The Company shall develop a cooperative system to provide information or otherwise for such employees executing their duties.

In consideration of such employees' assuming a key role of engaging in part of the supervising and auditing functions, the Company shall appoint them by taking into full account their experience and knowledge and make their personnel changes and evaluations upon consent by the Audit and Supervisory Committee.

Cooperation among Audit and Supervisory Committee, Accounting Auditor and internal audit departments [Updated]

The Directors who are Audit and Supervisory Committee Members and the Accounting Auditor engages in ongoing exchange of information regarding each other's respective audit plans, methodology, and results, as well as maintaining close mutual cooperation to facilitate efficient and effective auditing. Furthermore, the Directors who are Audit and Supervisory Committee Members and the Inquiry & Auditing Department, which is the internal audit department, conduct regular exchanges of opinion on each other's respective audit plans, methodology, and results, as well as other measures to maintain close mutual cooperation. At the same time, they strive to ensure efficient and effective auditing as well as the accuracy and reliability of financial reporting.

[Committees established voluntarily]

Voluntary establishment of committee(s) equivalent to Nominating Committee or Remuneration Committee	Established
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Committees established voluntarily, their composition, and attributes of chairman

	Committee's name	All committee members	Full-time members	Inside Directors	External Directors	External experts	Others	Chairman
Committee equivalent to Nominating Committee	Personnel and Remuneration Advisory Committee	5	0	2	3	0	0	External Director
Committee equivalent to Remuneration Committee	Personnel and Remuneration Advisory Committee	5	0	2	3	0	0	External Director

Supplementary explanation [Updated]

With the aim of enhancing the objectivity, fairness and trustworthiness of officers' personnel and remuneration, the Company has established the Personnel and Remuneration Advisory Committee. This Committee comprises at least five Directors, the majority of whom being Independent External Directors. Under the direction of the Independent External Director who acts as a chairman, the Personnel and Remuneration Advisory Committee deliberates on officers' personnel and remuneration from the perspective of objectivity and fairness and makes recommendations to the Board of Directors based on these deliberations. Specifically, deliberations are conducted on the composition and diversity of the Board of Directors, skills that Directors, etc. are expected to have, policy and criteria for selection and dismissal of Directors, etc., policy and standards for remuneration for Directors, etc., formulation of a succession plan, and other matters. During the fiscal year ended March 31, 2022, the committee met ten times with attendance of all the committee members.

[Independent Officers]

Number of Independent Officers	8
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Matters relating to Independent Officers
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[Incentives]

Implementation of measures to provide incentives to Directors	Other
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Supplementary explanation [Updated]

For “performance-evaluation remuneration” as a short-term incentive, the amount of individual Director's remuneration is adjusted based on their responsibilities and performance, and so forth, in the previous fiscal year. For “share-based remuneration” as an incentive to share value with shareholders over the long term and increase corporate value over the medium to long term, restricted shares are issued.

Recipients of stock options	
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Supplementary explanation

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[Director remuneration]

Disclosure of individual Directors' remuneration	No individual disclosure
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Supplementary explanation [Updated]

- Details of officers' remuneration (Fiscal year ended March 31, 2022)
 11 Directors (excluding External Directors): total ¥283 million (basic remuneration: ¥283 million, performance-evaluation remuneration: ¥0)
 Five External Directors: total ¥47 million (basic remuneration: ¥47 million)
 Two Audit & Supervisory Board Members (excluding External Audit & Supervisory Board Members): total ¥38 million (basic remuneration: ¥38 million)
 Three External Audit & Supervisory Board Members: total ¥38 million (basic remuneration: ¥38 million)
 (Notes) 1. The amounts shown are after the return of remuneration.
 (Taking into consideration the severe business situation caused by the novel coronavirus pandemic, 10% to 50% of the monthly remuneration are returned, depending on the position.)
 2. The number of officers who received remuneration includes three Directors who retired during fiscal year ended March 31, 2022.

Policy on determining remuneration amounts or calculation methods thereof [Updated]	Established
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Disclosure of policy for determining remuneration amounts or calculation methods thereof**1. Matters relating to performance-evaluation remuneration**

In order to increase awareness toward the improvement of company performance for each business year, the Company shall provide performance-evaluation remuneration at amounts that do not exceed 30% of the "basic remuneration," in line with the extent to which objectives have been achieved in terms of the respective targets set forth at the outset of the previous fiscal year. Accordingly, the Company sets performance targets for a single fiscal year with respect to ensuring railway safety, consolidated revenues, consolidated profits, and asset efficiency. Despite this being largely premised on the notion of the Company achieving safe and consistent railway operations, its core business, the Company has selected ensuring railway safety and the KPIs set in the "JR-West Group Medium-Term Management Plan 2022" as performance indicators in consideration of the importance of systems underpinning appropriate risk-taking by management from the perspectives of achieving long-term sustainable growth and improving the corporate value as a corporate group.

With regard to the achievement status of performance-evaluation remuneration indicators for fiscal year ended March 31, 2022 (actual results in fiscal year ended March 31, 2021) the targets for ensuring railway safety were achieved as no train accidents that resulted in casualties among our customers or railway labor accidents that resulted in fatalities among our employees occurred, which were set as the final goals in the JR-West Group Railway Safety Think-and-Act Plan 2022." The KPI targets were not set at the outset of the fiscal year ended March 31, 2021, while consolidated loss decreased below the initial target as a result of efforts to thoroughly reduce cost, compared to the targets set forth based on the business forecast released in September 2020. However, the targets of consolidated revenues and asset efficiency were not achieved.

Some of the targets were achieved, but taking into consideration the severe business situation caused by the novel coronavirus pandemic, performance-evaluation remuneration was not provided as a result of implementing the return of remuneration depending on the position.

2. Matters relating to share-based remuneration

For the purposes of giving an incentive to continuously improve our corporate value and promoting further sharing of value with shareholders, monetary claims are granted to Directors (excluding Directors who are Audit and Supervisory Committee Members and External Directors), and restricted shares are issued in return of their paying-in of the monetary claims. Momentary claims are provided at a base amount

according to management responsibilities. The transfer-restriction period is during the period to the date of resignation or retirement from the position of the Company's Director or any other positions determined by the Company's Board of Directors.

3. Matters relating to resolutions of the General Meeting of Shareholders regarding remuneration, etc. for Directors

The amount of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company was resolved to be not more than ¥690 million of monetary remuneration per year (of which: ¥120 million for External Directors) and not more than ¥75 million of share-based remuneration per year (the total number of shares: 20,000 shares or less per year) at the 35th Ordinary General Meeting of Shareholders held on June 23, 2022. At the conclusion of that Ordinary General Meeting of Shareholders, the number of Directors was 13. In addition, the amount of monetary remuneration of Directors who are Audit and Supervisory Committee Members of the Company was resolved to be not more than ¥135 million per year at the 35th Ordinary General Meeting of Shareholders held on June 23, 2022. At the conclusion of that Ordinary General Meeting of Shareholders, the number of Directors who are Audit and Supervisory Committee Members was four.

4. Policy on determining the amount of Directors' individual remuneration

(1) Method for determining the policy on determining the amount of Directors' individual remuneration

In order to establish a remuneration system that sufficiently functions as an incentive for the sustainable increase of corporate value, and is based on the "JR-West Group Medium-Term Management Plan 2022," the policy on determining the amount of Directors' individual remuneration (hereinafter, the "Determination Policy") was deliberated by the Personnel and Remuneration Advisory Committee, and after giving serious consideration to the details of their recommendations, the Determination Policy was resolved at the meeting of the Board of Directors held on February 24, 2021.

Later, taking into consideration the transition to a company with Audit and Supervisory Committee and the introduction of restricted stock remuneration, a revision of the Determination Policy was resolved at the meeting of the Board of Directors held on June 23, 2022.

(2) Overview of the Determination Policy

- Remuneration of the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and External Directors) consists of "basic remuneration," which is fixed remuneration; "performance-evaluation remuneration" as a short-term incentive; and "share-based remuneration" as an incentive to share value with shareholders over the long term and increase corporate value over the medium to long term. Basic remuneration and performance-evaluation remuneration are paid monthly, while share-based remuneration is paid at a fixed time each year. Remuneration of Directors who are Audit and Supervisory Committee Members and External Directors consists of basic remuneration only.
- Regarding the amount of basic remuneration, the Company prepares a table of remuneration organized according to management responsibilities after taking into account the levels at other companies investigated by specialist external organizations to ensure an appropriate level of remuneration.
- The Company provides performance-evaluation remuneration in line with the extent to which objectives have been achieved in terms of the respective performance targets (ensuring railway safety, consolidated revenues, consolidated profits, and asset efficiency) set forth at the outset of the previous fiscal year.
- Restricted shares are issued as share-based remuneration. The amount of share-based remuneration shall be set at a base amount according to management responsibilities.
- Remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members and External Directors) shall be structured so that the ratio of basic remuneration, performance-evaluation remuneration, and share-based remuneration is 7:2:1 when all performance indicators have reached the targets set forth at the outset of the previous fiscal year.
- The amount of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be determined by a resolution of the Board of Directors based on the

above policy. However, the determination of the details pertaining to basic remuneration and performance-evaluation remuneration shall be left to the President and Representative Director upon resolution of the Board of Directors. In order to ensure the fairness and credibility of deciding remuneration, specific decisions are made after having the matters deliberated whereby the Company holds meetings of the Personnel Committee comprising multiple Representative Directors, the Director in charge of personnel, and others, while respecting recommendations made by the Personnel and Remuneration Advisory Committee. The remuneration for Directors who are Audit and Supervisory Committee Members is determined by deliberation of Directors who are Audit and Supervisory Committee Members, within the total amount resolved at the General Meeting of Shareholders.

- (3) Reasons the Board of Directors has judged the amount of Directors' individual remuneration for the fiscal year under review as being in line with the Determination Policy

In determining the amount of Directors' (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter) individual remuneration, the Personnel and Remuneration Advisory Committee on which External Directors have the majority, has multilateral discussions, which include consistency with the Determination Policy, and makes recommendations to the Board of Directors based on these discussions. In light of the amount of Directors' individual remuneration being decided after giving serious consideration to these recommendations, the Board of Directors has judged that the amount of Directors' individual remuneration is in line with the Determination Policy.

5. Matters relating to entrustment of decision-making for the amount of Directors' individual remuneration

The decision-making authority to determine of the amount of individual remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter) with respect to basic remuneration and performance-evaluation remuneration is entrusted to the President and Representative Director Kazuaki Hasegawa by resolution of the Board of Directors based on the Determination Policy in 4. above. The entrustment of this decision-making authority is based on the belief that the person who holds office as President and Representative Director is the most appropriate person in the final determination of each Directors' evaluation as the Company has a system where the highest responsibility for the execution of business operations has been integrated into the office of the President. Specific decisions for the amount of Directors' individual remuneration are made after having the matters deliberated whereby the Company holds meetings of the Personnel Committee comprising multiple Representative Directors, the Director in charge of personnel, and others, while respecting recommendations made by the Personnel and Remuneration Advisory Committee on which External Directors have the majority. By making the decisions after going through these deliberations, the fairness and credibility of remuneration decisions are ensured.

6. Activities of the Board of Directors and the Personnel and Remuneration Advisory Committee during the course of determination of amount of remuneration, etc. for Directors

As an activity in the fiscal year ended March 31, 2022 of the Personnel and Remuneration Advisory Committee during the course of determination of amount of remuneration, etc. for Directors, deliberations were made with all the committee members present in regard to the validity of the remuneration level, the application of performance-evaluation remuneration, the introduction of restricted stock remuneration along with a review of the remuneration system and the return of remuneration, and recommendations were made to the Board of Directors.

[Supporting system for External Directors] [Updated]

The Company arranges the Board of Directors meeting schedule at an early date and provides preliminary explanations of propositions and so forth. In addition, since June 2006 a dedicated staff member has been appointed as a secretarial manager to communicate and coordinate with External Directors and the Company has been working to reinforce the system of distributing information to the External Directors through such measures as briefing the External Directors on the status of execution of business operations.

In line with the transition to a company with Audit and Supervisory Committee in June 2022, the Company has established the Board of Directors Office as an organization that supports duties of the Board of Directors and the Audit and Supervisory Committee. Additionally, the Company has appointed its

exclusive assistant employees whose independence is ensured from executive directors, and established a system to assist External Directors in an integrated manner, thereby further improving the system.

[Status of persons who have retired from a position such as Representative Director and President]

Retired Representative Director and Presidents, etc., Senior Adviser or any other position in the Company					
Name	Title/ Position	Responsibilities	Working Form and Conditions (Full-time/ Part-time, Paid/Unpaid, etc.)	Date of Retirement from Position Such as President	Term of Office
Takeshi Kakiuchi	Associate	Dealing with those affected by the derailment accident on the Fukuchiyama Line	Part-time, Paid	February 1, 2006	Renewed annually
Masao Yamazaki	Associate	Dealing with those affected by the derailment accident on the Fukuchiyama Line	Part-time, Paid	August 31, 2009	Renewed annually
Seiji Manabe	Senior Adviser	Dealing with those affected by the derailment accident on the Fukuchiyama Line, outside activities for public institutions, etc., and provision of advice upon request of the Company	Full-time, Paid	June 22, 2016	Renewed annually
Tatsuo Kijima	Counselor	Dealing with those affected by the derailment accident on the Fukuchiyama Line, outside activities for public institutions, etc., and provision of advice upon request of the Company	Full-time, Paid	December 1, 2019	Renewed annually
Total number of retired Representative Director and Presidents, etc., Senior Adviser or any other position in the Company				4	

Other matters

1. The date stated in “Date of Retirement from Position Such as President” is the date the person retired as Representative Director and President of the Company.
2. When a person is newly appointed as Senior Adviser and Counselor, the appointment is resolved at the Board of Directors meeting as stipulated in the Articles of Incorporation.
3. The aforementioned persons of Senior Adviser, etc. are not involved in the decision making by the Company’s senior management.

2. Matters on functions of business execution, audit and supervision, nomination and remuneration decisions (overview of current corporate governance system) [Updated]

In order to strengthen the supervisory function of the Board of Directors and further enhance corporate governance, as well as to facilitate prompt decision-making and flexible business execution, the Company has transitioned to a company with Audit and Supervisory Committee after obtaining the approval at the

35th Ordinary General Meeting of Shareholders held on June 23, 2022. Additionally, a necessary internal control system has been established as described below.

The Board of Directors of the Company meets once every month, in principle, to deliberate on the basic policy and strategies for management of the entire Group and important matters concerning management of the Group, and receives reports on matters concerning corporate ethics on a timely and appropriate manner. Moreover, the Board of Directors delegates decision-making authority significantly to executive directors and receives reports on the status of execution of business operations on a timely and appropriate manner in efforts to establish corporate ethics and enhance monitoring and supervisory functions. Additionally, to further enhance and strengthen monitoring and supervisory functions and increase the transparency and fairness of management, the Company appointed, of the 13 (12 male and one female) Directors (excluding Directors who are Audit and Supervisory Committee Members), five External Directors (excluding External Directors who are Audit and Supervisory Committee Members) as the Directors specialized in monitoring and supervision, and appointed Directors who are Audit and Supervisory Committee Members (three male Directors and one female Director, of which three are External Directors who are Audit and Supervisory Committee Members) with voting rights at the Board of Directors. For this purpose, the Company is working to reinforce the system of distributing information to the External Directors through such measures as increasing the opportunities for briefing the External Directors in advance.

In addition, the Group Management Committee, comprised of members including Representative Directors, Executive Directors, Executive Officers and Group Executive Officers, meets once every week, in principle, to deliberate basic matters concerning management of the Group.

Currently, Directors who are Audit and Supervisory Committee Members consist of four staff, including two Directors who are Full-time Audit and Supervisory Committee Members (including one External Director who is an Audit and Supervisory Committee Member) and two External Directors who are Part-time Audit and Supervisory Committee Members. Of them, External Director who is an Audit and Supervisory Committee Member, Mr. Kenryo Goto is qualified as a certified public accountant and has considerable knowledge of finance and accounting.

In accordance with the auditing policies and audit plan prepared by the Audit and Supervisory Committee, Audit and Supervisory Committee Members attend meetings of the Board of Directors, receive reports from the Directors (excluding Directors who are Audit and Supervisory Committee Members) and employees, etc. regarding the status of the execution of their duties, and the structure and operation of the system to secure the properness of business activities (internal control system), audit the execution of business by Directors such as by requesting explanation when required, and provide necessary advice and recommendations. The Directors who are Full-time Audit and Supervisory Committee Members attend important meetings such as Group Management Committee, conduct audits through investigating branches and worksites and holding individual hearings with Directors on matters, and request business reports from the group companies and investigate the status of business and assets as necessary.

In addition, Directors who are Audit and Supervisory Committee Members, primarily Directors who are Full-time Audit and Supervisory Committee Members cooperate with the Accounting Auditor and the internal audit department through regularly exchanging information and other means, and the results of those activities are shared in a timely fashion at the meetings of the Audit and Supervisory Committee.

In addition, Directors who are Part-time Audit and Supervisory Committee Members, together with Directors who are Full-time Audit and Supervisory Committee Members, participate as necessary in investigations, etc. of branches, etc. and group companies, attend the exchange of information between the Representative Director and President and External Directors (excluding External Directors who are Audit and Supervisory Committee Members), and provide opinions based on expert knowledge and various experiences.

With regard to the particulars of internal reporting filed with the contacts responsible for internal reporting by any party within the entire Group, Directors who are Full-time Audit and Supervisory Committee Members receive reports regularly and investigate the status of its operation.

The Audit and Supervisory Committee meets regularly. At meetings Audit and Supervisory Committee Members hear reports on significant matters pertaining to audits, and where necessary deliberate and make decisions on statutory authority and other matters, which include the formulation of auditing policies and audit plans, the preparation of audit reports, the reappointment of the Accounting Auditor, providing consent

to the Accounting Auditor's remuneration, etc., confirmation of the legality of matters to be submitted to the General Meeting of Shareholders, confirmation of the status of execution of duties of Directors, reporting of investigation results of branches, etc. and group companies, the status of discussion on Key Audit Matters, etc.

Also, the Company has appointed its employees to engage exclusively in assisting the Directors who are Audit and Supervisory Committee Members. The employees to engage exclusively in assisting the Directors who are Audit and Supervisory Committee Members execute their duties under the orders and instructions of the Audit and Supervisory Committee. In the fiscal year ended March 31, 2022, as a company with audit & supervisory board, the Company held 14 meetings of the Audit & Supervisory Board.

With regard to internal audits, the Inquiry & Auditing Department, which is the internal audit department, comprises 15 staff. Through this structure, the Inquiry & Auditing Department conducts evaluation of internal controls relating to internal audits and financial reporting towards resolution of essential issues, as to whether the process of business activities function effectively.

Furthermore, the Directors who are Audit and Supervisory Committee Members and the Inquiry & Auditing Department shall conduct regular exchanges of opinion on each other's respective audit plans, methodology, and results, as well as other measures to maintain close mutual cooperation. At the same time, they shall strive to ensure effective and efficient auditing as well as the accuracy and reliability of financial reporting.

With regard to accounting audits, the Company has entered into an audit agreement with Ernst & Young ShinNihon LLC, which carries out appropriate audits that are conducted by an audit team comprising three partners and an auditing support staff consisting of 77 members: 23 other CPAs and 54 other support staff. These audits are conducted in accordance with auditing standards generally accepted in Japan. In addition, the audits conducted by the Audit and Supervisory Committee, the Inquiry & Auditing Department, and the auditing firm involve close mutual cooperation and the ongoing exchange of information regarding each other's respective audit plans, methodology, and results, to facilitate effective and efficient auditing.

The certified public accountants that have conducted audit operations are as follows:

- Name of certified public accountants that have conducted audit operations

Kaname Matsumoto, Yoshihiro Shibata, Masahiko Naka

The President and Representative Director proposes candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) to be recommended to the General Meeting of Shareholders based on the selection criteria established by the Board of Directors after deliberation by the Personnel and Remuneration Advisory Committee on which External Directors have the majority, and the nomination of candidates is approved by resolution of the Board of Directors.

The President and Representative Director proposes candidates for Directors who are Audit and Supervisory Committee Members to be recommended to the General Meeting of Shareholders upon consent by the Audit and Supervisory Committee after deliberation by the Personnel and Remuneration Advisory Committee on which External Directors have the majority, and the nomination of candidates is approved by resolution of the Board of Directors.

Remuneration, etc. for Directors are as described in "Disclosure of policy for determining remuneration amounts or calculation methods thereof."

3. Reasons for adoption of current corporate governance system [Updated]

In order to strengthen the supervisory function of the Board of Directors and further enhance corporate governance, as well as to facilitate prompt decision-making and flexible business execution, the Company has transitioned to a company with Audit and Supervisory Committee after obtaining the approval at the 35th Ordinary General Meeting of Shareholders held on June 23, 2022. Additionally, a necessary internal control system has been established as described below.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to vitalize the General Meeting of Shareholders and smooth exercise of voting rights

	Supplementary explanations
Early notification of General Meeting of Shareholders	Notification is generally sent by three weeks before the date of the General Meeting of Shareholders.
Scheduling Ordinary General Meeting of Shareholders avoiding the peak day	The meeting is held several days before the peak day.
Allowing electronic or magnetic exercise of voting rights	Since the General Meeting of Shareholders held in June 2004, the Company has introduced exercise of voting rights using the Internet.
Participation in electronic voting platform and other efforts to enhance the voting environment for institutional investors	Since the General Meeting of Shareholders held in June 2008, exercise of voting rights using a “platform for electronic exercise of voting rights for institutional investors” operated by ICJ Inc. has been available.
Providing convocation notice (fully or partially) in English	English translations of convocation notices are prepared and posted on the Company’s website. They are also submitted to securities exchanges and provided for public inspection.

2. IR activities [Updated]

	Supplementary explanations	Explanation by the representative in person
Preparation and publication of disclosure policy	The Company prepared the disclosure policy and it is posted on the Company’s website.	
Regular investor briefings for analysts and institutional investors	The Company holds briefings following the half-year and full-year financial results, and a briefing on the announcement of the Group’s medium-term management plans.	Yes
Regular investor briefings for overseas investors	The Company makes visits to overseas institutional investors in Europe, North America, Asia and other regions around three times a year.	Yes
Posting of IR materials on website	Financial material and so forth is posted on the Company’s website.	
Establishment of department and/or manager in charge of IR	A group in charge of IR has been established within the Corporate Strategy Division.	

3. Measures to ensure due respect for stakeholders [Updated]

	Supplementary explanations
Provisions to ensure due respect for stakeholders in internal rules, etc.	The Corporate Philosophy sets out the Company's intention to meet stakeholders' expectations.
Implementation of environmental activities, CSR activities, etc.	<p>The Company considers realizing the vision set out in the Corporate Philosophy as being nothing less than carrying out its corporate social responsibility (CSR) and that this contributes to the creation of a sustainable society. To this end, all employees of the Company are making a united effort to realize this vision. The Company discloses information about its initiatives for sustainability in the "West Japan Railway Group Integrated Report," and on the Company's website and elsewhere. Particularly, as for the measures to address climate change, the Group has formulated the long-term environmental goal "JR West Group Zero Carbon 2050" in April 2021, and declared its support for the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and has implemented information disclosure based on the said recommendations.</p> <p>"West Japan Railway Group Integrated Report" https://www.westjr.co.jp/global/en/ir/library/annual-report/2021/ The Company's website (Initiatives for Sustainability) (in Japanese only) https://www.westjr.co.jp/company/action/ Information Disclosure based on the TCFD recommendations https://www.westjr.co.jp/global/en/about-us/csr/environment/pdf/TCFD.pdf</p>
Other	<p>(1) Views on ensuring diversity in core human resources, status of ensuring diversity, etc. The Company believes in appointing the most suitable person for the job. This also applies to the promotion of female employees, foreign nationals and mid-career employees to executive and management positions.</p> <p>i) Female employees Since restrictions on women working late at night were abolished in a revision of the Labor Standards Act of Japan, etc. in 1999, we have prepared the necessary facilities and furthered the expansion of positions in which women can be active. Having continued to actively hire women, the current number of female employees stationed across all workplaces is about 3,900 (approximately 16% of the total workforce). With regard to the target for the promotion of women, under the General Employers Action Plan pursuant to the Act on Promotion of Women's Participation and Advancement in the Workplace and the Act on Advancement of Measures to Support Raising Next-Generation Children from April 2022, the Company has set the goal of increasing the number of women at the management and leadership levels by at least 1.5 times the number as of March 31, 2022, by March 31, 2025. As for appointment of female officers, the Board of Directors at the Company comprises 17 Directors, which includes two female Directors. In June 2015, the Company appointed its first-ever female Executive Officer. Currently, two women have assumed the office of Administrative Officer that is a position equivalent to Executive Officer. As for female employees in managerial positions, as of April 1, 2022, there are 315 female managers and leaders, including six women holding the position equivalent to executive (including group companies).</p>

	<p>ii) Foreign nationals The Company has promoted hiring of career-track employees who have a foreign citizenship since 2016, and a total of 12 employees from six countries were hired by the Company as of April 1, 2022. Except for healthcare employees, no foreign nationals hold a management or leadership position at present. However, the Company will continue to recruit foreign nationals and train them for leadership and management positions through follow-up under the mentor system so that they are promoted.</p> <p>iii) Mid-career employees Mid-career employees are engaged in various business operations in addition to the railway business operation. As of April 1, 2022, 216 mid-career employees were at the management and leadership levels. To achieve the four basic strategies stated in the Revision of the Medium-Term Management Plan, the Company will continue to recruit mid-career employees mainly for human resources in charge of city development and the digital strategy and train them for management positions so that they are promoted.</p> <p>(2) Policies for human resource development and internal environmental development to ensure diversity In the “JR-West Group Medium-Term Management Plan 2022,” the Company has positioned “human resources and motivation” as the important management foundation and declared group-wide efforts for human resource development, in which the Company has articulated the “Vision for Human Resources Cultivation” with “employees with the initiative to think and act,” “workplaces that demonstrate synergy and compassion” and “a business group with diversity as a weapon” as the three pillars. The Group will make continued efforts to cultivate human resources who can contribute to its sustained growth to create a virtuous cycle in which it continues to meet expectations of customers and shareholders through a “cycle in which cultivating human resources leads to the growth of our business, which in turn results in the further cultivation of human resources.” To realize “a business group with diversity as a weapon,” the Group is advancing efforts for “diversity and inclusion” with “working-style reforms” to create a culture and environment that enable active participation of diverse human resources and “promotion of diversity” to create a situation where human resources with diverse backgrounds and attributes are actively working in tandem. The status of such efforts to date is as follows.</p> <p>i) Establishing the foundation for diverse human resources to be active</p> <ul style="list-style-type: none"> • Promotion of “working-style reforms” including improvement of work-life balance of employees through training sessions for supervisors on workplace management, and enrichment of the teleworking environment through enhancement of ICT tools • Development of several systems that exceed statutory minimums to support balancing of work and childcare or nursing care, such as the system of working with the reduced number of working days, regular communications with employees on administrative leave by their superiors to support smooth return to work after childcare leave, training for superiors of female employees, further support for balancing of work and childcare through encouraging male employees to take childcare leave, and setup of an internal nursery center <p>(The number of male employees taking childcare leave was 413 in the fiscal year ended March 31, 2022)</p>
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	<ul style="list-style-type: none"> • Utilization of quantitative index, such as employee awareness survey and stress checks, to enhance “mental and physical health” and “pride and motivation” of employees, which are positioned as “a foundation for human resource cultivation” • Application of systems under which same-sex partners are covered as equivalent to a spouse, education to enhance understanding of sexual minorities (LGBTQ), and setup of internal and external consultation desks • Promotion of employment of people with disabilities in the entire Group including special subsidiaries (Compared to the statutory employment rate of 2.3%, the employment rate as of June 2021 was 2.83%.) <p>ii) Development of human resources from a diverse range of careers Re-employment of employees who want continued employment after their mandatory retirement, as senior employees, and establishment of the senior leader system, which is a unique re-employment system for employees at the leadership level for the purpose of smooth generational change and succession of skills (As of April 2022, there were approximately 4,600 re-employed workers in the Company)</p> <ul style="list-style-type: none"> • Personnel transfer under an open application system for newly established posts, etc. for the purpose of developing employees who have a great deal of willingness to take on challenges and high motivation • Mutual temporary assignment for personnel exchanges in the Group • Assessment-type training before promotion to cultivate employees at the leadership level of the entire Group • Temporary assignment and assignment to training of employees to companies and research institutions in Japan and abroad to acquire leading-edge technologies and insights • Promotion of business skill acquisition without being bound by time and places through online distance learning • Group-wide support for re-employment into the Group of former employees who have accumulated various experiences outside the Company. <p>(3) External evaluation As a result of the aforementioned initiatives, up to the present, the Company has received the following commendations and recognitions.</p> <ul style="list-style-type: none"> • 2022 Certified Health & Productivity Management Outstanding Organizations Recognition Program (“White 500” in Large enterprise category) • “Child-rearing Support Company” (commended by the Minister of Health, Labour and Welfare) • New Diversity Management Company Selection 100 (commended by the Minister of Economy, Trade and Industry) • Highest rating of “Gold” for “PRIDE Index 2021” <p>External evaluation (in Japanese only) URL: https://www.westjr.co.jp/company/action/training/</p>
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IV. Matters Related to the Internal Control System

1. Basic views on internal control system and progress of system development [Updated]

Basic views on internal control system and progress of system development are as follows:

1. Systems to secure the execution by the Directors and employees of their duties to comply with laws and regulations and the Articles of Incorporation

The Company has instituted a “Corporate Philosophy” and a “Safety Charter” as the basis of management. To materialize the philosophy and the charter, the Board of Directors of the Company determines medium-term management plans and annual group business policies for the entire Group (including the Company and its subsidiaries; the same applies hereinafter) to share the directions for the entire Group to follow.

Furthermore, to establish corporate ethics, the Company has instituted its Code of Conduct and Code of Ethics in accordance with the “Corporate Philosophy,” made its officers comply with these codes and exercise the initiative in materializing the “Corporate Philosophy” and generate a sense of common values that will constitute the bases of honest and fair business behaviors. Through the following measures, the Company shall endeavor to improve its systems to ensure compliance with laws and regulations and establish corporate ethics in its business operations in general:

(1) Adequate operation of the Board of Directors

- As a company with Audit and Supervisory Committee, the Company shall make a clear distinction between Directors to engage exclusively in monitoring and supervision and Directors to execute business (concurrently serving as Executive Officers), have two or more External Directors.
- The Board of Directors of the Company shall meet once every month, in principle, to deliberate on important matters for management and report matters concerning safety, internal control system and the development of execution of business on a timely and appropriate manner.
- The Company shall clearly present the risks of measures and the position thereof in a medium-term management plan to ensure the enhancement of efficiencies of the Board of Directors.
- The Company shall establish the Board of Directors Office as an organization that supports duties of the Board of Directors and the Audit and Supervisory Committee, independently of any section, including providing information on management and dealing with instructions and opinions, etc. of Directors, under the orders and instructions of the Board of Directors and the Audit and Supervisory Committee.

Through these measures, the Company shall strengthen the functions of appropriate decision-making of the Board of Directors and its functions of monitoring and supervision of corporate management.

(2) Securement of proper execution of duties

- The Company shall ensure transparency thereof by devising schemes that may allow checking functions, including clarifying responsibility and authority related to the execution of duties and establishing a monitoring and supervisory system, as well as various committees to be established from time to time.
- The audits of the business of the Company in general shall be implemented by the Inquiry & Auditing Department, which is the department responsible for internal audits.
- For the purpose of the establishment of systems to evaluate and audit internal control over financial reporting, the Company shall maintain and improve internal control through the evaluation of the effectiveness thereof by the Inquiry & Auditing Department to ensure the correctness and credibility of financial reporting.
- The Company shall clarify the criteria for the selection of Directors and Executive Officers to ensure objectivity and transparency.
- The Directors and Executive Officers shall submit “Letters of Confirmation of Execution of Duties,” which shall state that they have committed no misdeed or violation of laws and regulations or other rules in connection with the execution of their duties, at the close of each fiscal year.

- Against anti-social forces, the Company shall establish general supervising divisions and sections and manuals to cope with them. The Company shall also work closely with external specialized agencies and deal with them in a resolute attitude, and have no truck with them.
- (3) Institution of a deliberative organ for the establishment of corporate ethics and the improvement of the internal reporting system
- The Company has established a “Corporate Ethics and Human Rights Committee” with the Director in charge of the Corporate Governance Headquarters acting as chairman, which shall deliberate on and evaluate important matters concerning the establishment of corporate ethics by seeking broad knowledge from experts, and file necessary reports to the Board of Directors.
 - The Company shall also accept consultations as to questionable acts from the perspective of laws and regulations or corporate ethics through contacts with the “Ethics Office” of the Company and outside attorneys and improve its internal reporting system.
2. Systems concerning storage and management of information on the execution by the Directors of their duties
- Pursuant to laws and regulations and the document management manuals of the Company, information on the execution by the Directors of their duties shall be prepared, stored and managed properly by the respective sections in charge thereof and shall be made available for inspection by the Directors at all times whenever necessary.
3. Regulations concerning management of the risk of loss and other systems
- Taking seriously that on April 25, 2005, it caused a very grave accident to occur between Tsukaguchi and Amagasaki on the Fukuchiyama Line in which 106 precious lives were claimed and more than 500 passengers were injured, and with a resolve never to permit the occurrence of such any accident, the Company shall work to build a safe railway that gives peace of mind and earns trust in accordance with its “Corporate Philosophy” and “Safety Charter.” Simultaneously, through the following efforts, the Company shall build up a system for appropriate risk management in its business activities in general:
- In accordance with the “JR-West Group Railway Safety Think-and-Act Plan 2022” formulated in February 2018, the Company shall, on the basis of “fostering the spread of safety-first awareness,” enhance the “railway systems that maintain safety” through the “enhancement of organizational safety management” and the “implementation of safety think-and-act by each individual” and realize “safety management with the participation of all employees.” In these ways, the Company will strive to prevent serious accidents and labor accidents.
 - The Company shall build a stronger safety management system based on its “Railway Safety Management Manual” instituted in accordance with the Railway Business Act of Japan and strive to apply Plan-Do-Check-Act (PDCA) cycles to improve the system on an ongoing basis.
 - The Company has established a “Risk Management Committee” with the President acting as chairman, which shall select material risks that may have critical impacts on the management of the Company and deliberate on and evaluate policies to respond to such risks and other issues by seeking broad knowledge from experts, and files necessary reports to the Board of Directors.
 - The “Risk Management Committee” shall also deliberate on and evaluate important matters concerning the establishment of a rapid initial response system in the event of a wide-scale disaster or any other serious crisis, and respond quickly to individual matters that require immediate actions by flexibly holding head-office countermeasure headquarters and other offices.
4. Systems to secure efficient execution by the Directors of their duties
- The Company, as a company with Audit and Supervisory Committee, shall delegate decision-making authority related to the execution of important management issues significantly from the Board of Directors to Executive Directors, make rapid and strong-minded management decision making and execute duties.
 - To strengthen monitoring and supervisory functions, the Company shall state in the Regulations of the Board of Directors standards on matters to be resolved, matters for consultation and matters to be reported, and pursuant to the standards, shall operate the Board of Directors in an appropriate manner.

- The Directors in charge of their respective sections shall, based on the medium-term management plan and annual group business policy determined by the Board of Directors at the beginning of each fiscal year, execute their duties properly with regard to the measures of the respective sections by formulating the policies of such sections or otherwise in accordance with the authority and decision-making rules under the Company's regulations of its organization and execution of business.
- The Company shall introduce systems such as a system of executive officers to delegate authorities to the Executive Officers, etc., whereby ensuring speedier decision-making.
- The Group Management Committee consisting of the Representative Directors, the Executive Directors, the Executive Officers designated by the President and the Group Executive Officers, etc., shall meet once every week in principle, to deliberate on fundamental matters for execution of business.

5. Systems to secure the properness of business activities of the corporate group

The Company shall institute group-wide medium-term management plans to share the directions for the entire Group to follow. To fulfill its responsibility as a member of society, the Company shall enhance awareness about compliance and establish corporate ethics, and develop the following systems to secure the properness of business activities of the corporate group:

(1) Fundamental system to promote group management

- The Company shall establish a section of its own responsible for promoting group management and with regard to important managerial matters of the group companies, including business plans, establish a system to allow them to consult with the Company in advance and file ex-post facto reports in accordance with the group company management rules to be prescribed by the Company.
- The Company shall regularly hold various meetings and training sessions for officers and employees of its group companies to share information among the Group.

(2) Confirmation of appropriate execution of duties by directors and other officers of group companies

- The Company shall confirm through the "Letters of Confirmation of Execution of Duties" submitted at the close of each fiscal year that the full-time directors and executive officers of each group company committed no misdeed or violation of laws and regulations or other rules in connection with the execution of their duties.

(3) Assumption of the offices of officers of group companies by officers of the Company

- The Company shall make its officers assume the offices of directors and audit & supervisory board members of its important group companies to ensure legitimate and effective management of the Group.

(4) Establishment of corporate ethics in the entire Group and the formulation of risk management systems

- The Company shall share group companies as necessary with the content of deliberations, etc. at the "Corporate Ethics and Human Rights Committee" and the "Risk Management Committee" of the Company and cooperate and work together among one another, thereby promoting initiatives.
- The Corporate Governance Headquarters shall supervise, promote and support the establishment of group-wide corporate ethics and adequate risk management, while each group company shall make efforts, including establishing committees and instituting regulations, thereby enhancing the system of the entire Group.
- Furthermore, for specific risk management of the entire Group, each section and each branch of the Company and each group company shall take the initiative in detecting serious risks and developing a system to implement countermeasures, whereby allowing the Corporate Governance Headquarters to cooperate with the related departments, etc. to manage each progress situation and afford support.

(5) Internal reporting system

- With regard to the internal reporting system, the Company shall respond to consultations concerning any group company through contacts established in and outside of the Company. The Company shall also make the system well known among the group companies.

- (6) Performance of internal audits, etc. for group companies
- For the purpose of its internal audits, the Company shall confirm the execution of business by the group companies.
 - With regard to the “evaluation of internal control over financial reporting,” the Company shall promote its group-wide efforts as the business on a consolidated basis is subjected to such evaluation.
 - The Company shall confirm as necessary the status of each group company’s compliance with laws and regulations, Articles of Incorporation and other company rules, among other things.
6. Matters concerning the employees to assist the Audit and Supervisory Committee to execute their duties, the matters concerning the independence of the employees from the Directors (excluding Directors who are Audit and Supervisory Committee Members) and the matters concerning the securement of efficiencies of directions to such employees
- The employees of the Board of Directors Office who engage in assisting the Audit and Supervisory Committee shall, independently of any section, execute their duties under the orders and instructions of the Audit and Supervisory Committee.
 - The Company shall develop a cooperative system to provide information or otherwise for such employees executing their duties.
 - In consideration that such employees are assuming a key role of engaging in part of the supervising and auditing functions, the Company shall appoint them by taking into full account their experience and knowledge and matters regarding personnel changes and evaluations of such employees require the consent of the Audit and Supervisory Committee.
7. System for reporting by directors and employees of the Company and its subsidiaries or any party receiving reports from such persons to the Audit and Supervisory Committee and other systems for reporting to the Audit and Supervisory Committee, and a system to ensure the prevention of unfair treatment because of such reporting
- The Directors, Executive Officers, employees, etc. of the Company, as well as the directors, executive officers, audit & supervisory board members and employees of its group companies, shall give to the Audit and Supervisory Committee promptly upon the occurrence of any grave accident, any act in violation of any laws and regulations or the Articles of Incorporation and any event that may cause material damage to the Company or any group company.
 - Reporting of the state of performance of internal audits, the particulars of internal reporting filed with the contacts responsible for internal reporting by any party within the entire Group, the particulars of the measures taken by the Corporate Governance Headquarters and the results of railway safety audits, and the details of business and problems of each section and of other matters as requested by the Audit and Supervisory Committee shall be made from time to time or on a regular basis.
 - Any person who gives such any report shall be protected properly by instituting internal rules by the Company and each group company.
8. Other systems to ensure effective audits by the Audit and Supervisory Committee
- The Directors of the Company, etc. shall formulate systems necessary for the Audit and Supervisory Committee to expediently perform audits, including those to allow the Audit and Supervisory Committee Members to attend important meetings, inspect decision documents and other important documents, cooperate with its Inquiry & Auditing Department and Accounting Auditor and exchange opinions with the Representative Directors and other officers on a regular basis.
 - All expenses incurred by the Audit and Supervisory Committee Members in executing their duties, including consultation with attorneys, auditing firms and other third-party professionals as the necessity arises, shall be borne by the Company.
 - The sections responsible for the business offices of the Company shall coordinate and cooperate with each other to allow the Audit and Supervisory Committee Members to visit the offices to perform effective and efficient audits.
 - The Company shall improve and strengthen the system of audits of the entire Group that can respond to regular meetings, such as liaison conferences of audit & supervisory board members of the Group

consisting of the Full-time Audit and Supervisory Committee Members of the Company and audit & supervisory board members of its group companies.

2. Basic views on eliminating anti-social forces and progress of related efforts

Basic views on eliminating anti-social forces and progress of related efforts are as follows:

The Group strives to take a resolute stand against anti-social forces and to have no truck with them based on the basic views on internal control system described above and the “Employee Code of Ethics.” Specifically, the system is as follows.

1. Establish a general supervising division, and appoint a manager responsible for preventing unreasonable requests.
2. Work closely with external specialized agencies such as the police and lawyers and gather the necessary information at all times.
3. Prepare response manuals and introduce “Anti-Social Force Elimination Clauses” into all contract types.
4. Conduct thorough education and instruction by distributing “Compliance Guidelines” and holding training and so forth.

V. Other

1. Adoption of anti-takeover measures

Adoption of anti-takeover measures	Not adopted
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Supplementary explanation

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2. Other matters concerning corporate governance system [Updated]

The Company complies with laws and regulations such as the Financial Instruments and Exchange Act of Japan and with the Securities Listing Regulations and so forth stipulated by securities exchanges. It also strives to provide timely and appropriate disclosure of information through the following internal systems.

1. Ascertain internal information

With respect to the “important corporate information” set out by the above-mentioned Securities Listing Regulations, the Company has appointed internal sections with responsibility for duties relating to each kind of information and prepared systems to ascertain information securely and to manage it rigorously.

2. Information collection and management

The manager responsible for handling of information shall be appointed, and the manager provides overall management of important corporate information for business management. The Company has also established a secretariat within the Corporate Strategy Division, tasked with collating and managing corporate information.

3. Report to the manager responsible for handling of information

In the event of an incident corresponding to important corporate information, and so forth, the section involved is required to promptly report the information to the manager responsible for handling of information and related officers. In cases where it is not clear whether the event constitutes important corporate information or not, the system requires the section involved to refer to the manager responsible for handling of information on all such occasions.

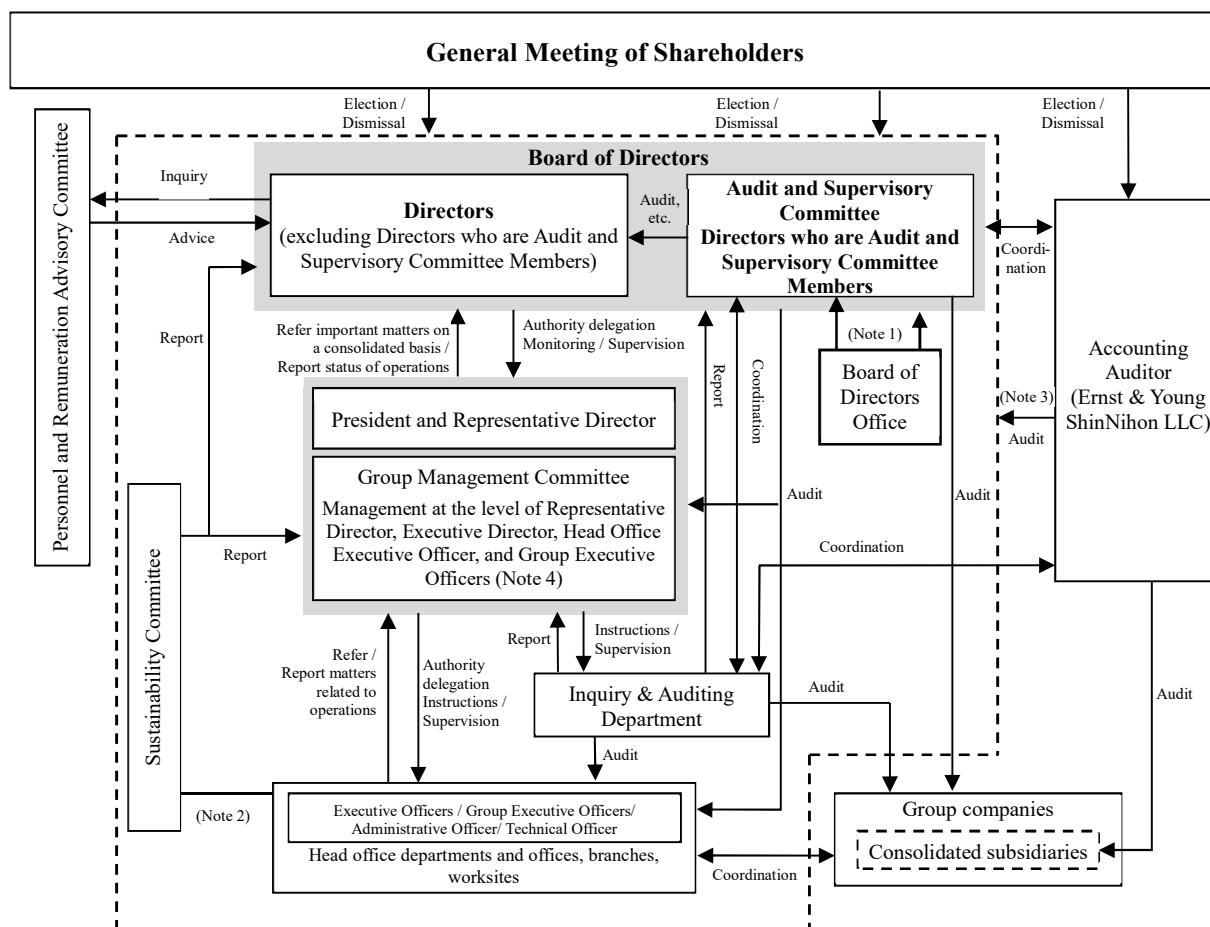
4. Timely and appropriate disclosure of information

For publication of important corporate information, the Corporate Strategy Division plays the central role in coordinating with the Corporate Governance Headquarters, Corporate Communications Department, Tokyo Headquarters, and other relevant internal sections, and promptly provides the information by TDnet, etc., in an effort to ensure timely and appropriate disclosure of information.

5. Formulation, notification, and penetration of internal rules

Basic matters relating to management and so forth of corporate information are set out in the “Regulations for Prevention of Insider Trading.” To ensure timely and appropriate information disclosure, the Company strives to notify these internal rules to officers and employees, and so forth, and to help them penetrate.

[Reference 1] Corporate governance system



- Notes
1. The Board of Directors Office has been established as an organization that supports duties of the Board of Directors and the Audit and Supervisory Committee, and exclusive assistant employees whose independence is ensured from executive directors have been appointed.
 2. The Sustainability Committee conducts a comprehensive bird's-eye evaluation of the Company's initiatives for sustainability and provides feedback necessary for each priority area, such as the global environment and risk management. Departments and offices responsible for promoting sustainability establish individual committees as necessary and implement a PDCA cycle in each priority area.
 3. [---] denotes audit scope of the Accounting Auditor.
 4. A Group Executive Officer means a chief operating officer who is appointed at the Board of Directors and, based on decision-making of the Board of Directors or an executive director, executes business operations of group companies as a person who undertakes missions and roles of improving corporate value of the entire Group from a standpoint equivalent to an executive officer.

[Reference 2] Knowledge, experience, ability, etc. possessed by Directors (Skill Matrix)

Name	Position in the Company	Skills particularly expected to be displayed (major components stated in the lower column)					
		Corporate management Strategy Organization development Finance strategy	Governance Legal affairs Risk management Diversity Human rights Human resources development	Safety/Quality Technology of safety/quality Customer satisfaction Marketing	Innovation/ Advanced technology DX Enhancing productivity Global environment	City development Real estate development Enhancing the convenience of the railway network Improving the appeal of cities	Coexistence with local communities Tourism/ Industrial development Local culture development Sustainable transportation systems
Kazuaki Hasegawa	Representative Director (Chairman of the Board of Directors)	●		●		●	
Hikaru Takagi	Director (Independent, External)		●				
Yoshinobu Tsutsui	Director (Independent, External)	●	●				
Haruko Nozaki	Director (Independent, External)		●				●
Kenji Iino	Director (Independent, External)	●				●	
Yoshiyuki Miyabe	Director (Independent, External)			●	●		
Fumito Ogata	Representative Director	●		●		●	
Shoji Kurasaka	Representative Director	●	●				●
Keijiro Nakamura	Representative Director	●		●			●
Eiji Tsubone	Director	●			●		
Hiroaki Maeda	Director		●	●			
Masatoshi Miwa	Director	●	●				
Hideo Okuda	Director	●			●		
Fumio Tanaka	Full-time Audit and Supervisory Committee Member			●	●		
Maki Ogura	Full-time Audit and Supervisory Committee Member (Independent, External)		●				
Emiko Hazama	Audit and Supervisory Committee Member (Independent, External)		●				●
Kenryo Goto	Audit and Supervisory Committee Member (Independent, External)	●	●				

Notes: 1. Of skills possessed by each individual, up to three skills that are particularly expected to be displayed in light of the composition of the Board of Directors have the mark “●.”

2. The above table is not an exhaustive list of all the knowledge, experience, ability, etc., the individuals possess.