

[TRANSLATION]

(Securities Identification Code: 9022)  
June 23, 2009

To: Shareholders

Masayuki Matsumoto  
President and Representative Director  
Central Japan Railway Company  
1-4, Meieki 1-chome, Nakamura-ku, Nagoya,  
Aichi Prefecture

**NOTICE OF RESOLUTIONS OF  
THE 22ND ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Please be informed that the reports were given and resolutions were adopted at the 22nd ordinary general meeting of shareholders of Central Japan Railway Company held on the date hereof, as described below:

Description

Matters to be Reported:

1. Report on the details of the business report, and the consolidated and non-consolidated financial statements for the 22nd fiscal year (from April 1, 2008 to March 31, 2009)
2. Report on the results of the audit, by the Accounting Auditors and the Auditors Board, of the consolidated financial statements

The details of each item above were reported.

Matters to be Resolved:

Proposal 1:

Appropriation of retained earnings

This proposal was approved and resolved in accordance with the original proposal. The amount of year-end dividends was determined to be four thousand five hundred (4,500) yen per share.

Proposal 2:

Partial amendments to the Articles of Incorporation

This proposal was approved and resolved in accordance with the original proposal. The details of the amendments are set forth in the Comparative Table of the Provisions for the Amendments to the Articles of Incorporation, as described on pp. 2 through 3 below.

Proposal 3: Election of one (1) Director

This proposal was approved and resolved in accordance with the original proposal. Mr. Hideyuki Shoji was elected as Director and assumed his office.

Proposal 4: Election of one (1) Corporate Auditor

This proposal was approved and resolved in accordance with the original proposal. Mr. Hiromu Emi was elected as Corporate Auditor and assumed his office.

-End-

Comparative Table of the Provisions for the Amendments to the Articles of Incorporation

(Changes have been denoted by underlining.)

Before Amendment	After Amendment
<b>Article 7.</b> ( <i>Issuance of Share Certificates</i> )  The Company shall issue share certificates representing its shares.	(Deleted)
<b>Article 8.</b> (Description omitted.)	<b>Article 7.</b> (Unchanged.)
<b>Article 9.</b> ( <i>Transfer Agent</i> )  1. (Description omitted.)  2. (Description omitted.)  3. The preparation and the keeping of the register of shareholders <u>(including the register of beneficial shareholders; hereinafter, the same shall apply)</u> , the register of new stock acquisition rights and the register of lost share certificates of the Company as well as other business relating to the register of shareholders, the register of new stock acquisition rights, and the register of lost share certificates shall be entrusted to the transfer agent and shall not be handled by the Company.	<b>Article 8.</b> ( <i>Transfer Agent</i> )  1. (Unchanged.)  2. (Unchanged.)  3. The preparation and the keeping of the register of shareholders <u>and</u> the register of new stock acquisition rights of the Company as well as other business relating to the register of shareholders and the register of new stock acquisition rights, shall be entrusted to the transfer agent and shall not be handled by the Company.

<p><b>Article 10.</b> (<i>Share Handling Regulations</i>)</p> <p>Except as otherwise provided for by law or by these Articles of Incorporation, <u>the handling procedures and handling fees</u> relating to shares shall be governed by the Share Handling Regulations established by the Board of Directors.</p>	<p><b>Article 9.</b> (<i>Share Handling Regulations</i>)</p> <p>Except as otherwise provided for by law or by these Articles of Incorporation, <u>the process by which shareholder rights are to be exercised and other</u> handling procedures relating to shares shall be governed by the Share Handling Regulations established by the Board of Directors.</p>
<p><b>Article 11.</b> through <b>Article 24.</b> (Description omitted.)</p>	<p><b>Article 10.</b> through <b>Article 23.</b> (Unchanged.)</p>
<p><b>Article 25.</b> (<i>Resolution for Election of Corporate Auditors</i>)</p> <p>The provision of the first paragraph of Article 19 shall be applied <i>mutatis mutandis</i> to the election of Corporate Auditors.</p>	<p><b>Article 24.</b> (<i>Resolution for Election of Corporate Auditors</i>)</p> <p>The provision of the first paragraph of Article 18 shall be applied <i>mutatis mutandis</i> to the election of Corporate Auditors.</p>
<p><b>Article 26.</b> through <b>Article 32.</b> (Description omitted.)</p>	<p><b>Article 25.</b> through <b>Article 31.</b> (Unchanged.)</p>
<p>(Newly established.)</p>	<p><i>Supplementary Provisions</i></p>
<p>(Newly established.)</p>	<p><b>Article 1.</b></p> <p><u>The preparation of the register of lost share certificates of the Company and the keeping of the register, as well as other business relating to the register shall be entrusted to the transfer agent and shall not be handled by the Company.</u></p>
<p>(Newly established.)</p>	<p><b>Article 2.</b></p> <p><u>The preceding article and this article shall be effective until January 5, 2010, and shall be deleted after the said date.</u></p>

#### Additional Statement

By the resolution of the meeting of the Auditors Board held after the close of this general meeting of shareholders, Mr. Hiromu Emi was elected as Full-time Auditor and assumed his office.

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Re: Payment of Year-End Dividends for the 22nd Fiscal Year

1. If you have designated dividends to be transferred to an account of a financial institution, please find the “Statements of Dividends for the 22nd Fiscal Year” and “Information regarding the Account for Transfer of Dividends” enclosed. If you have designated the pro rata method based on the number of shares, please find the “Statements of Dividends for the 22nd Fiscal Year” and “Information regarding the dividend receipt method” enclosed.
2. For other shareholders, the “Dividend Receipt” is enclosed, so please receive dividends at a nearby principal or branch office of Japan Post Bank or a post office (Bank Agent). Your prompt receipt of dividends would be appreciated.