

[TRANSLATION]

(Securities Identification Code: 9022)
June 22, 2012

To: Shareholders

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

Notice of the Resolutions of the 25th Ordinary General Meeting of Shareholders

Dear Sirs/Madams:

Please be informed that the reports were given and resolutions were adopted at the 25th ordinary general meeting of shareholders of Central Japan Railway Company held on the date hereof, as described below:

Particulars

Matters Reported:

1. Report on the details of the business report, and the consolidated and non-consolidated financial statements for the 25th fiscal year (from April 1, 2011 to March 31, 2012)
2. Report on the results of the audit of the consolidated financial statements by the Accounting Auditors and the Auditors Board

The details of each of the above items were reported.

Matters Resolved:

Proposal 1:

Appropriation of retained earnings

This proposal was approved and resolved according to the original proposal. It was decided that the year-end dividend amount would be five thousand (5,000) yen per share.

Proposal 2:

Partial amendment to the Articles of Incorporation

This proposal was approved and resolved according to the original proposal. The details of the amendments are set forth in the Comparative Table of Amended Articles of Incorporation Provisions, as set forth on pages 2-3 hereof.

Proposal 3:

Election of fourteen (14) Directors

This proposal was approved and resolved according to the original proposal. Messrs. Yoshiyuki Kasai, Yoshiomi Yamada, Koei Tsuge, Tsutomu Morimura, Shin Kaneko, Naotoshi Yoshikawa, Masaki Seki, Katsumi Miyazawa, Yutaka Osada, Sumio Kudo, Kimiaki Tanaka, Fujio Cho, Kenji Koroyasu and Takeshi Saeki were each elected as Directors, and they each assumed office.

Messrs. Fujio Cho, Kenji Koroyasu and Takeshi Saeki are Outside Directors, as defined by Article 2, Item (xv) of the Companies Act.

Proposal 4:

Revision of the amount of Director's remuneration

This proposal was approved and resolved according to the original proposal. The amount of Director's remuneration was revised to 1.2 billion yen or less per year (of which the amount of Outside Director's remuneration per year shall be 50 million yen or less).

-End-

Comparative Table of Amended Articles of Incorporation Provisions

(Changes have been denoted by underlining.)

Before Amendment	After Amendment
<p>Article 6. <i>(Total Number of Authorized Shares)</i> The total number of shares authorized to be issued by the Company shall be <u>eight million nine hundred sixty thousand (8,960,000) shares.</u></p>	<p>Article 6. <i>(Total Number of Authorized Shares)</i> The total number of shares authorized to be issued by the Company shall be <u>eight hundred twenty four million (824,000,000) shares.</u></p>
<p>(Newly established.)</p>	<p>Article 7. <i>(Number of Shares Constituting One Unit)</i> <u>The number of shares constituting one unit of the Company shall be one hundred (100) shares.</u></p>
<p>(Newly established.)</p>	<p>Article 8. <i>(Rights as to Shares Less than One Unit)</i> <u>The Company's shareholders cannot exercise any rights other than the rights listed below with respect to the shares less than one unit.</u> <u>(1) The rights set forth in each of the items of Article 189, Paragraph (2) of the Companies Act</u> <u>(2) The right to demand as set forth in Article 166, Paragraph (1) of the Companies Act</u> <u>(3) The right to be allotted the shares for subscription and the share options for subscription in accordance with the number of shares shareholders hold.</u> <u>(4) The right to demand as set forth in the following Article.</u></p>
<p>(Newly established.)</p>	<p>Article 9. <i>(Demand for Sale of Shares Less than One Unit)</i> <u>The Company's shareholders may demand that the Company sell to the shareholders such number of shares which, together with the number of shares less than one unit held by shareholder will constitute one unit.</u></p>

Article 7. through Article 16. (Description omitted.)	Article 10. through Article 19. (Unchanged.)
Article 17. (<i>Number of Directors</i>) The Company shall have not more than <u>thirty-nine (39)</u> Directors.	Article 20. (<i>Number of Directors</i>) The Company shall have not more than <u>twenty (20)</u> Directors.
Article 18. through Article 22. (Description omitted.) (Newly established.)	Article 21. through Article 25. (Unchanged.)
	Article 26. (<i>Limited Liability Agreements with Outside Directors</i>) Pursuant to the provision of Article 427, Paragraph (1) of the Companies Act, the Company may enter into a liability limitation agreement with Outside Directors which limits their liabilities under Article 423, Paragraph (1) of the Companies Act; provided that the maximum amount of liabilities under such agreement shall be the total amount provided for by law.
Article 23. (Description omitted.)	Article 27. (Unchanged.)
Article 24. (<i>Resolution for Election of Corporate Auditors</i>) The provision of the first paragraph of Article 18 shall be applied <i>mutatis mutandis</i> to the election of Corporate Auditors.	Article 28. (<i>Resolution for Election of Corporate Auditors</i>) The provision of the first paragraph of Article 21 shall be applied <i>mutatis mutandis</i> to the election of Corporate Auditors.
Article 25. through Article 28. (Description omitted.) (Newly established.)	Article 29. through Article 32. (Unchanged.)
	Article 33. (<i>Limited Liability Agreements with Outside Corporate Auditors</i>) Pursuant to the provision of Article 427, Paragraph (1) of the Companies Act, the Company may enter into a liability limitation agreement with Outside Corporate Auditors which limits their liabilities under Article 423, Paragraph (1) of the Companies Act; provided that the maximum amount of liabilities under such agreement shall be the total amount provided for by law.
Article 29. through Article 31. (Description omitted.) (Newly established.)	Article 34. through Article 36. (Unchanged.)
	<i>Supplementary Provisions</i>
	Article 1. <u>Effective date of the amendment to Article 6 and the new establishments of Article 7 through Article 9 shall be October 1, 2012.</u>
	Article 2. <u>The preceding article and this article shall be deleted on October 1, 2012.</u>

Additional Statement

By resolution of the meeting of the Board of Directors, which was held after the close of this general meeting of shareholders, the composition of the Representative Directors and the Directors with titles shall be as follows:.

Chairman and Representative Director	Yoshiyuki Kasai
President and Representative Director	Yoshiomi Yamada
Executive Vice President and Representative Director	Koei Tsuge
Executive Vice President and Representative Director	Tsutomu Morimura
Executive Vice President and Representative Director	Shin Kaneko
Executive Vice President and Representative Director	Naotoshi Yoshikawa

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### Re: Payment of Year-end Dividends for the 25th Fiscal Year

1. If you have designated dividends to be transferred to a bank account in cash, please find enclosed the “Statements of Dividends for the 25th Fiscal Year” and the “Information Regarding the Account for the Transfer of Dividends”. If you have designated dividends to be distributed in kind, please find enclosed the “Statements of Dividends for the 25th Fiscal Year” and the “Information Regarding the Dividend Receipt Method”.
  2. For other shareholders, as the “Dividend Receipt” is enclosed, please receive dividends at a nearby principal or branch office of the Japan Post Bank, or at a post office (Bank Agent). Your prompt receipt of the dividends will be appreciated. For those shareholders who will receive their dividends along with the “Dividend Receipt”, the “Statements of Dividends for the 25th Fiscal Year” is also enclosed.
- \* The “Statements of Dividends for the 25th Fiscal Year” can be used as an attachment to the final tax return form. If you are going to file a final tax return form, please keep the “Statements of Dividends for the 25th Fiscal Year” in a safe place.