

[TRANSLATION]

**【Cover】**

<b>【Filing Document】</b>	Extraordinary Report
<b>【Filed With】</b>	Director-General of the Kanto Local Finance Bureau
<b>【Filing Date】</b>	June 26, 2012
<b>【Corporate Name】</b>	Central Japan Railway Company
<b>【Name and Title of Representative】</b>	Yoshiomi Yamada President and Representative Director
<b>【Location of Head Office】</b>	1-4, Meieki 1-chome, Nakamura-ku, Nagoya, Aichi Prefecture
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<b>【Name of Contact Person】</b>	Ataru Kimura Manager of the Stock Section, Administration Department
<b>【Place(s) at Which Copies of this Extraordinary Report are Available for Public Inspection】</b>	Conventional Lines Operations Division, Central Japan Railway Company <sup>(Note)</sup> (3-4, Meieki 1-chome, Nakamura-ku, Nagoya)  Shizuoka Branch Office, Conventional Lines Operations Division, Central Japan Railway Company (4, Kurogane-cho, Aoi-ku, Shizuoka)  Shinkansen Operations Division, Central Japan Railway Company (9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo)

Kansai Branch Office, Shinkansen Operations  
Division, Central Japan Railway Company  
(5-15, Nishinakajima 5-chome, Yodogawa-ku, Osaka)

Nagoya Stock Exchange, Inc.  
(8-20, Sakae 3-chome, Naka-ku, Nagoya)

Tokyo Stock Exchange Group, Inc.  
(2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo)

Osaka Securities Exchange Co., Ltd.  
(8-16, Kitahama 1-chome, Chuo-ku, Osaka)

(Note) The Conventional Lines Operations Division  
is not a place for public inspection specified by law;  
however, it is provided as a place for public  
inspection for the convenience of investors.

1. 【Reason for Filing】

The following matters were resolved at the 25th ordinary general meeting of shareholders of Central Japan Railway Company (the “Company”), held on June 22, 2012. The Company accordingly files this extraordinary report under Article 24-5, Paragraph (4) of the Financial Instruments and Exchange Act, and under Article 19, Paragraph (2), Item (ix-ii) of the Cabinet Office Ordinance Relating to Disclosure of Corporate Affairs and Other Related Matters.

2. 【Contents of this Report】

- (1) Date on which the 25th ordinary general meeting of shareholders was held:

June 22, 2012

- (2) Contents of the resolved matters:

Proposal 1: Appropriation of retained earnings

Matters concerning year-end dividends:

Five thousand (5,000) yen per common share of the Company

Proposal 2: Partial amendment to the Articles of Incorporation

- (i) Required amendments were made that had become necessary due to the resolution of the meeting of the Board of Directors held on April 26, 2012 which adopted a share unit system that made the number of shares of common stock constituting 1 unit 100 shares, as well as split the shares in the proportion of 100 shares for 1 share.
- (ii) The number of Directors was reduced in association with the changes to the officer system for the purpose of more prompt decision-making and to enhance discussion at meetings of the Board of Directors and better clarification of the division of the roles shared between Directors and Corporate Executive Officers who are in charge of the execution of business.
- (iii) In order to retain talented personnel hereafter, provisions to the effect that the Company may enter into a liability limitation agreement with Outside Directors and Outside Corporate Auditors were newly established.

Proposal 3: Election of fourteen (14) Directors

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 Takashi Saeki were elected as Directors.

Proposal 4: Revision of the amount of Director’s remuneration

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 per year).

- (3) Number of votes, indicating approval, disapproval, and abstention regarding the resolved matters, requirements for the resolved matters to be adopted, and result of voting:

Proposal	Approval (number of votes)	Disapproval (number of votes)	Abstention (number of votes)	Approval Rate (%)	Result of Voting
Proposal 1	1,651,496	3,644	2,271	98.61	Adopted
Proposal 2	1,622,914	32,211	2,279	96.90	Adopted
Proposal 3					
Yoshiyuki Kasai	1,638,926	16,198	2,271	97.86	Adopted
Yoshiomi Yamada	1,638,428	16,696	2,271	97.83	Adopted
Koei Tsuge	1,637,216	15,839	4,340	97.76	Adopted
Tsutomu Morimura	1,637,210	15,845	4,340	97.76	Adopted
Shin Kaneko	1,637,195	15,860	4,340	97.76	Adopted
Naotoshi Yoshikawa	1,637,228	15,827	4,340	97.76	Adopted
Masaki Seki	1,644,005	9,050	4,340	98.16	Adopted
Katsumi Miyazawa	1,637,195	15,860	4,340	97.76	Adopted
Yutaka Osada	1,644,001	9,054	4,340	98.16	Adopted
Sumio Kudo	1,644,006	9,049	4,340	98.16	Adopted
Kimiaki Tanaka	1,643,993	9,062	4,340	98.16	Adopted
Fujio Cho	1,596,817	56,238	4,340	95.34	Adopted
Kenji Koroyasu	1,643,887	11,237	2,271	98.15	Adopted
Takashi Saeki	1,638,817	16,307	2,271	97.85	Adopted
Proposal 4	1,648,099	7,028	2,271	98.41	Adopted

(Note) The requirements for each proposal to be resolved were as follows:

1. For proposal 1, a majority of votes indicating the approval of the shareholders who attended the meeting was required.
2. For proposal 2, 2/3 or more of votes indicating the approval of the shareholders who attended the meeting with the attendance of shareholders representing 1/3 or more of all voting rights that can be exercised was required.
3. For proposal 3, a majority of votes indicating the approval of the shareholders who attended the meeting with the attendance of shareholders representing 1/3 or more of all voting rights that can be exercised was required.
4. For proposal 4, a majority of votes indicating the approval of the shareholders who attended the meeting was required.

- (4) Reason for not adding some of the votes of shareholders who attended the ordinary general meeting of shareholders to the final number of votes:

The votes of shareholders who attended this general meeting of shareholders on the meeting date, but have not been confirmed as to whether they indicated approval, disapproval or abstention, were not added to the final count because the requirements for the proposals to be resolved were already met by adding the votes from the exercise of voting rights as of the day before this general meeting of shareholders was held to the votes of shareholders who attended this general meeting of shareholders, which were confirmed as approvals or disapprovals, and the proposals were duly adopted in accordance with the Companies Act.

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