

The following is an unofficial English translation of the Convocation Notice for the 28th Ordinary General Meeting of Shareholders of Central Japan Railway Company. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

[TRANSLATION]

(Securities Identification Code: 9022)

June 3, 2015

To: Shareholders

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

Convocation Notice for the 28th Ordinary General Meeting of Shareholders

Dear Sirs/Madams:

Notice is hereby given that the 28th ordinary general meeting of shareholders of Central Japan Railway Company (the “Company”) will be held as set forth below. You are cordially invited to attend the meeting.

If you are unable to attend the meeting, you are allowed to exercise your voting rights in writing or electronically (through the Internet, etc.). After examining the reference materials set forth below, please exercise your voting rights no later than 5:30 p.m. on June 22, 2015 (Japan Standard Time (JST)).

[Exercise of voting rights in writing]

Please indicate your approval or disapproval for each proposal on the voting form enclosed herewith, and send it back to the Company so that it will reach the Company no later than 5:30 p.m. on June 22, 2015 (JST).

[Exercise of voting rights electronically (through the Internet, etc.)]

Please access the website designated by the Company for the exercise of voting rights (<http://www.web54.net>), and indicate your approval or disapproval for each proposal according to the instructions on the screen, using the “voting rights exercise code” and the “password” indicated on the enclosed voting form, no later than 5:30 p.m. on June 22, 2015 (JST).

When you exercise your voting rights electronically (through the Internet, etc.), please read, “A Guide to the Exercise of Voting Rights Electronically (through the Internet, etc.)” on pages 54-55 of the original Japanese document.

Particulars

1. Date and Time: June 23, 2015 (Tuesday) at 10:00 a.m. (JST)
2. Venue: Nagoya Marriott Associa Hotel
1-4, Meieki 1-chome, Nakamura-ku, Nagoya,
Aichi Prefecture
3. Purpose of the Meeting:
 - Matters to be Reported:
 1. Report on the details of the business report, and the consolidated and non-consolidated financial statements for the 28th fiscal year (from April 1, 2014 to March 31, 2015)
 2. Report on the results of the audit of the consolidated financial statements by the Accounting Auditors and the Audit and Supervisory Board
 - Matters to be Resolved:
 - Proposal 1: Appropriation of retained earnings
 - Proposal 2: Election of two (2) Directors
 - Proposal 3: Election of five (5) Audit and Supervisory Board Members
4. Notes on the Procedures of the Meeting:
 - (1) If you exercise your voting rights more than once electronically (through the Internet, etc.), then the last exercise will be the one deemed valid.
 - (2) If you exercise your voting rights both in writing and electronically (through the Internet, etc.), then the exercise of those rights electronically (through the Internet, etc.) will be the one deemed valid.

-End-

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1. Upon arrival at the meeting, please submit the enclosed voting form to the receptionist at the entrance of the meeting place.
 2. In the event circumstances arise to require that amendments be made to items in the business report, the consolidated financial statements, the non-consolidated financial statements, and the reference materials for the ordinary general meeting of shareholders, such amendments will be made public on the Company's homepage (<http://jr-central.co.jp>).

Reference Materials for the Ordinary General Meeting of Shareholders

Proposals and Referential Matters

Proposal 1: Appropriation of retained earnings

As the Company's core operation is the railway business, which has a strong social mission, the Company promotes its efforts to ensure and strengthen a long-term and stable management foundation, while trying to reduce long-term debt and payables and seeking to strengthen its financial status. With respect to distributions, the Company has as its basic policy continuous stable distributions.

Based on such principle, the Company decided to appropriate its retained earnings as below.

- (1) Matters concerning year-end dividends
 - (i) Type of dividend property
Cash
 - (ii) Matters concerning allocation of the dividend property to shareholders and the total amount thereof
60 yen per share of the Company's common stock
Total amount: 11,820,052,620 yen
 - (iii) Effective date of dividend of retained earnings
June 24, 2015
- (2) Other matters concerning the appropriation of retained earnings
 - (i) Line item relating to retained earnings showing an increase and the amount thereof
General reserve: 240,000,000,000 yen
 - (ii) Line item relating to retained earnings showing a decrease and the amount thereof
Retained earnings carried forward: 240,000,000,000 yen

Proposal 2: Election of two (2) Directors

In order to strengthen the Company's corporate governance, we hereby request that two (2) directors be elected. The candidates for directors are as follows:

(An asterisk (*) mark indicates a new candidate.)

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Mamoru Uno* (June 19, 1954)	<p>April 1978: Joined Japanese National Railways ("JNR")</p> <p>March 1985: Assistant Chief in Investigation Division of Gifu Works Administration of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1991: Manager in charge of Linear/Chuo Shinkansen Promotion Department of the Corporate Planning Division of the Company</p> <p>July 1991: Manager in charge of the Chuo Shinkansen Planning Department of the Corporate Planning Division of the Company</p> <p>June 1993: Manager in charge of the Tokyo Planning Department of the Corporate Planning Division of the Company</p> <p>June 1996: Deputy General Manager of the Public Relations Department of the Company</p> <p>June 1999: Chief Engineer of the Maglev Systems Development Division of the Company</p> <p>September 2000: General Manager of the Public Relations Department of the Company</p> <p>July 2004: General Manager of the Tracks and Structures Department of the Shinkansen Operations Division of the Company</p> <p>June 2008: Corporate Officer, Deputy Director General of the Tokaido Shinkansen 21st Century Division of the Company</p> <p>June 2010: Director; Director General of the Tokaido Shinkansen 21st Century Division of the Company</p> <p>July 2011: Director; Director General of the Chuo Shinkansen Promotion Division of the Company</p> <p>June 2012: Corporate Executive Officer; Director General of the Chuo Shinkansen Promotion Division of the Company (current position)</p>	2,716 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	Torkel Patterson* (August 29, 1954)	August 1988: Senior Director for Japan, Office of the Secretary of Defense April 1991: Director for Japan and Korea, National Security Council, The White House November 1994: Managing Director, Group Pacific Inc.; Senior Associate Pacific Forum, CSIS April 1998: President, Raytheon Japan, Raytheon Co. February 2001: Special Assistant to the U.S. President for Asia October 2002: Senior Advisor to the U.S. Ambassador to Japan April 2004: Deputy Assistant Secretary of State for South Asia April 2005: President, Raytheon International Vice President, Raytheon Company October 2009: President, U.S.-Japan MAGLEV March 2010: President, The Northeast MAGLEV January 2013: Part-time employee of the Company (current position) May 2015: Director, The Northeast MAGLEV(current position)	0 shares

- (Note) 1. Candidate Mr. Torkel Patterson will resign as the Company's part-time employee effective June 22, 2015. The Company has transactions with U.S.-Japan MAGLEV. However, Mr. Patterson has already resigned from the President of U.S.-Japan MAGLEV. While Mr. Patterson has resigned from the President of The Northeast MAGLEV, which is a subsidiary company of U.S.-Japan MAGLEV, and serves as its Director, the Company has no direct transactions with The Northeast MAGLEV.
2. The terms of office of all directors elected at this General Meeting of Shareholders will expire at the same time as other existing directors, pursuant to the Company's Articles of Incorporation.

Proposal 3: Election of five (5) Audit and Supervisory Board Members

The terms of office of all of the five (5) current Audit and Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we hereby request that five (5) Audit and Supervisory Board Members be elected.

This proposal was approved by the Audit and Supervisory Board.

The candidates for Audit and Supervisory Board Members are as follows:

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Hidenori Fujii (May 26, 1954)	<p>April 1979: Joined JNR</p> <p>April 1985: Manager of the Passenger Section of the Marketing Department of Morioka Railway Operating Division of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1991: Manager in charge of the Supervision Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>May 1991: Manager of the Planning Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>June 1994: Manager of the Supervision Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>December 1996: Deputy General Manager of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>June 1998: General Manager in charge of the Finance Department of the Company</p> <p>July 2002: General Manager of the Property Management Department of the Company</p> <p>June 2006: General Manager of the Finance Department of the Company</p> <p>June 2008: Director, General Manager of the Finance Department of the Company</p> <p>June 2012: Corporate Executive Officer; General Manager of the Finance Department of the Company</p> <p>June 2014: Audit and Supervisory Board Member of the Company (current position)</p>	2,656 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	Hiromu Emi (August 24, 1943)	<p>April 1969: Appointed as an Assistant Judge</p> <p>April 1984: Researcher for the Head of the Legal Affairs Section of JNR</p> <p>April 1987: Manager of the Legal Affairs Section of the Administration Department of the Japanese National Railways Settlement Corp.</p> <p>June 1987: Judge of the Tokyo District Court</p> <p>April 1990: Judge of the Tokyo District Court (Presiding Judge of the Division)</p> <p>November 1991: Judge of the Yokohama District Court (Presiding Judge of the Division)</p> <p>April 1995: Judge of the Tokyo District Court (Presiding Judge of the Division)</p> <p>May 1998: Chief of the Niigata Family Court</p> <p>September 1999: Judge of the Tokyo High Court (Presiding Judge of the Division)</p> <p>May 2007: President of the Takamatsu High Court</p> <p>September 2008: Part time employee of the Company</p> <p>October 2008: Registered as an attorney-at-law (current position)</p> <p>June 2009: Audit and Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent position] Attorney-at-law</p>	5,517 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	Hajime Ishizu (August 7, 1955)	<p>April 1978: Joined the Ministry of Transport</p> <p>July 2000: Director, First International Affairs Division of the Transport Policy Bureau of the Ministry of Transport</p> <p>January 2001: Manager of the International Affairs Division of the Policy Bureau of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2001: General Manager of the Planning Department of the Central Japan International Airport Co., Ltd.</p> <p>April 2003: General Manager of the Corporate Planning Department of the Central Japan International Airport Co., Ltd.</p> <p>July 2004: Counsellor, Minister's Secretariat of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2005: Manager of the General Affairs Division of the Road Transport Bureau of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2006: Assistant Vice-Minister, Minister's Secretariat of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2007: Director-General of the Chugoku District Transport Bureau of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2009: Deputy General Manager of the Civil Aviation Bureau of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>October 2011: Director-General of the Kinki District Transport Bureau of the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>September 2012: Vice Minister, the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>November 2013: Senior Adviser of MEIKO CONSTRUCTION CO., LTD.</p> <p>June 2014: Audit and Supervisory Board Member of the Company (current position)</p>	139 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	Hiroyuki Ota (September 4, 1956)	<p>April 1979: Joined the National Police Agency</p> <p>January 2001: Chief of Okinawa Prefectural Police Headquarters</p> <p>August 2002: Director General of the General Affairs Inspection Department of the Chubu Regional Police Bureau of the National Police Agency</p> <p>August 2003: Director General of the Police Policy Research Center of the National Police Academy of the National Police Agency</p> <p>August 2005: Director of the Investigative Planning Division of the Criminal Investigation Bureau of the National Police Agency</p> <p>August 2007: Chief of Hyogo Prefectural Police headquarters</p> <p>April 2009: Director General of the Highest Training Institute for Investigation Leaders of the National Police Academy of the National Police Agency</p> <p>January 2010: Deputy Director General of the Cabinet Office</p> <p>May 2012: Director General of the Tohoku Regional Police Bureau of the National Police Agency</p> <p>June 2013: President of the National Police Academy of the National Police Agency</p> <p>June 2014: Audit and Supervisory Board Member of the Company (current position)</p>	139 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	Shigeo Kifuji (September 29, 1940)	April 1966: Public Prosecutor, Tokyo District Public Prosecutor's Office June 1994: Minister's Secretariat, Ministry of Justice September 1995: Director General of the Rehabilitation Bureau, Ministry of Justice July 1997: Director General of the General Affairs Department, Supreme Public Prosecutors Office December 1997: Director General of the Public Security Department, Supreme Public Prosecutors Office January 1999: Director General, Public Security Intelligence Agency May 2001: Superintending Prosecutor, Hiroshima High Public Prosecutors Office October 2002: Superintending Prosecutor, Tokyo High Public Prosecutors Office October 2003: Registered as an attorney-at-law (current position) June 2007: Audit and Supervisory Board Member of the Company (current position) [Significant concurrent positions] Attorney-at-law Corporate Auditor of Ishii Iron Works Co., Ltd. Corporate Auditor of MORI BUILDING Co., Ltd.	1,155 shares

(Note) 1. Mr. Hajime Ishizu, Mr. Hiroyuki Ota and Mr. Shigeo Kifuji are candidates for Outside Audit and Supervisory Board Members as set forth in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.

2. Special notes on the candidates for Outside Audit and Supervisory Board Members are as follows:

(1) Reasons for nominating candidates for Outside Audit and Supervisory Board Members, etc.

(i) The Company requests to elect Mr. Hajime Ishizu as the Company has determined comprehensively that he is a qualified candidate for Outside Audit and Supervisory Board Member from his experience and distinguished knowledge in transportation administration, etc.

(ii) The Company requests to elect Mr. Hiroyuki Ota as the Company has determined comprehensively that he is a qualified candidate for Outside Audit and Supervisory Board Member from his experience and distinguished knowledge in police administration, etc. Although Mr. Ota has not been previously involved in the management of a company, the Company determined that he will be able to adequately perform his duties as an Outside Audit and Supervisory Board Member for the above reason.

(iii) The Company requests to elect Mr. Shigeo Kifuji as the Company has determined comprehensively that he is a qualified candidate for Outside Audit and Supervisory Board Member from his experience and distinguished knowledge as a public prosecutor and attorney-at-law. Although Mr. Kifuji has not been previously involved

in the management of a company, the Company determined that he will be able to adequately perform his duties as an Outside Audit and Supervisory Board Member for the above reason.

(iv) Notification has been filed with the stock exchanges on which the Company is listed that Mr. Hajime Ishizu, Mr. Hiroyuki Ota and Mr. Shigeo Kifuji have no potential conflict of interest with general shareholders.

(2) Terms of office

Terms of office for Mr. Hajime Ishizu, Mr. Hiroyuki Ota and Mr. Shigeo Kifuji as Outside Audit and Supervisory Board Members will expire in one year, one year and eight years, respectively.

3. Outline of limited liability agreements

The Company has entered into limited liability agreements with Mr. Hajime Ishizu, Mr. Hiroyuki Ota and Mr. Shigeo Kifuji pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of the Incorporation, limiting the amount of their liabilities as stipulated in Article 423 Paragraph 1 of the Companies Act to the amount stipulated in laws and regulations.

End