

The following is an unofficial English translation of the Convocation Notice for the 29th 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, 2016

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 29th Ordinary General Meeting of Shareholders**

Dear Sirs/Madams:

Notice is hereby given that the 29th 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 Wednesday, June 22, 2016 (Japan Standard Time (JST)).**

Particulars

1. Date and Time: Thursday, June 23, 2016 at 10:00 a.m. (JST)
2. Venue: “Towers Ballroom” (16F)  
Nagoya Marriott Associa Hotel  
1-4, Meieki 1-chome, Nakamura-ku, Nagoya,  
Aichi Prefecture, Japan
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 29th fiscal year (from April 1, 2015 to March 31, 2016)
    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 sixteen (16) Directors

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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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 website (<http://jr-central.co.jp>).

## **【Information Regarding Exercise of Voting Rights】**

### **[Exercise of voting rights in person at the meeting]**

Please submit the enclosed voting form to the receptionist at the entrance of the meeting place.

### **[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 Wednesday, June 22, 2016 (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 Wednesday, June 22, 2016 (JST).

When you exercise voting rights electronically (through the Internet, etc.), please read, "A Guide to the Exercise of Voting Rights Electronically (through the Internet, etc.)" on page 55 of the original Japanese document.

## 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 securing internal reserve in order to steadily proceed with various projects such as the Chuo Shinkansen Project. With respect to distribution, the Company's policy is to have stable dividends.

With respect to year-end dividends, the Company took into consideration the fact that the transportation volume for both business and tourism purposes maintained their high levels. As a result, in accordance with the policy above, the Company revised the year-end dividends for the year ended March 31, 2016 to 65 yen per share, which is 5 yen more than the year-end dividends for the year ended March 31, 2015.

- (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  
65 yen per share of the Company's common stock  
Total amount: 12,805,054,860 yen
  - (iii) Effective date of dividend of retained earnings  
June 24, 2016
  
- (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: 300,000,000,000 yen
  - (ii) Line item relating to retained earnings showing a decrease and the amount thereof  
Retained earnings carried forward: 300,000,000,000 yen

Proposal 2: Election of sixteen (16) Directors

In order to strengthen the Company's management system, we hereby request that sixteen (16) Directors be elected, because the terms of fifteen (15) Directors will expire as of the conclusion of this Ordinary General Meeting of Shareholders. 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	Yoshiyuki Kasai (October 20, 1940)	<p>April 1963: Joined Japanese National Railways ("JNR")</p> <p>February 1986: Deputy General Manager of the Staff Administration Department of JNR</p> <p>April 1987: Director, Director General of the Corporate Planning Division of the Company</p> <p>June 1988: Executive Director, Director General of the Corporate Planning Division of the Company</p> <p>June 1990: Executive Vice President and Representative Director, Director General of the Corporate Planning Division of the Company</p> <p>June 1992: Executive Vice President and Representative Director of the Company</p> <p>June 1995: President and Representative Director of the Company</p> <p>June 2004: Chairman and Representative Director of the Company</p> <p>April 2014: Chairman Emeritus and Representative Director of the Company (current position)</p>	11,536 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	Yoshiomi Yamada (January 7, 1949)	<p>July 1971: Joined Japanese National Railways (“JNR”)</p> <p>August 1983: Assistant Chief of the Staff Division of the Staff Administration Department of JNR</p> <p>April 1987: Joined the Company. Manager of the Labor Section of the Administration Department of the Company</p> <p>February 1988: Manager of the Personnel Section of the Personnel Department of the Company</p> <p>March 1989: General Manager of the Tokyo Planning Department of the Corporate Planning Division of the Company</p> <p>June 1992: Deputy Manager of the Secretarial Section of the Company</p> <p>June 1994: General Manager of the Personnel Department of the Company</p> <p>June 1996: Director, General Manager of the Personnel Department of the Company</p> <p>June 1998: Director, Director General of the Corporate Planning Division of the Company</p> <p>June 1999: Executive Director, Director General of the Corporate Planning Division of the Company</p> <p>June 2002: Senior Executive Director, Director General of the Business Promotion Division of the Company</p> <p>June 2004: Executive Vice President and Representative Director of the Company</p> <p>April 2010: President and Representative Director of the Company</p> <p>April 2014: Chairman and Representative Director of the Company (current position)</p>	8,363 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	Koei Tsuge (August 6, 1953)	<p>April 1977: Joined Japanese National Railways (“JNR”)</p> <p>March 1985: Manager of the Personnel Section of the Administration Department of the Niigata Railway Operating Division of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1989: Manager of the Supervision Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>May 1991: Manager in charge of planning of the Personnel Department of the Company</p> <p>June 1992: Manager of the Labor Section of the Personnel Department of the Company</p> <p>June 1994: Manager of the Personnel Section of the Personnel Department of the Company</p> <p>June 1996: Deputy General Manager of the Administration Department of the Company</p> <p>June 2000: General Manager of the Administration Department of the Company</p> <p>June 2002: Director, General Manager of the Personnel Department of the Company</p> <p>June 2006: Executive Director, General Manager of the Secretarial Department of the Company</p> <p>June 2008: Executive Vice President and Representative Director of the Company</p> <p>April 2014: President and Representative Director of the Company (current position)</p>	12,152 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	Shin Kaneko (August 29, 1955)	<p>April 1978: Joined Japanese National Railways (“JNR”)</p> <p>February 1986: Assistant Chief of the Labor Relations Division of the Staff Administration Department of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1991: Manager in charge of the Personnel Section of the Personnel Department of the Company</p> <p>June 1994: Manager of the Labor Section of the Personnel Department of the Company</p> <p>June 1996: Manager of the Personnel Section of the Personnel Department of the Company</p> <p>June 1998: General Manager of the Supervision Department of the Shinkansen Operations Division of the Company</p> <p>June 2002: General Manager of the Administration Department of the Company</p> <p>June 2004: Director, General Manager of the Administration Department of the Company</p> <p>June 2006: Director, General Manager of the Personnel Department of the Company</p> <p>June 2008: Executive Director, Director General of the Corporate Planning Division of the Company</p> <p>June 2010: Senior Executive Director, Director General of the Corporate Planning Division of the Company</p> <p>June 2012: Executive Vice President and Representative Director of the Company</p> <p>June 2014: Executive Vice President and Representative Director, in charge of the Administrative Departments and in charge of the Chuo Shinkansen Promotion Division of the Company (current position)</p>	3,187 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	Yutaka Osada (June 27, 1953)	<p>April 1976: Joined Japanese National Railways (“JNR”)</p> <p>July 1985: Assistant Chief to the First Maintenance Section of the Electrical Engineering Department of the Shinkansen Administration of JNR</p> <p>April 1987: Joined the Company</p> <p>February 1990: Manager in charge of the Electrical Engineering Section of the Construction Department of the Company</p> <p>March 1990: Manager in charge of the Electrical Engineering of the Maglev Test Line Construction of the Electrical Engineering Section of the Construction Department of the Company</p> <p>June 1993: Manager of the Electrical Engineering Section of the Construction Department of the Company</p> <p>January 1995: Chief Engineer of the Maglev Systems Development Division of the Company</p> <p>July 2003: Deputy Director General of the Maglev Systems Development Division of the General Technology Division of the Company</p> <p>July 2004: General Manager of the Electrical Engineering Department of the Shinkansen Operations Division of the Company</p> <p>June 2006: Corporate Officer, Deputy Director General of the Shinkansen Operations Division and General Manager of the Electrical Engineering Department of the Shinkansen Operations Division of the Company</p> <p>June 2010: Corporate Executive Officer, Deputy Director General of the General Technology Division, General Manager of the Technology Research and Development Department of the General Technology Division, and Deputy Director General of the Tokaido Shinkansen 21st Century Division of the Company</p> <p>July 2011: Corporate Executive Officer, Deputy</p>	2,363 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
		<p>Director General of the General Technology Division, General Manager of the Technology Research and Development Department of the General Technology Division and Deputy Director General of the Chuo Shinkansen Promotion Division of the Company</p> <p>June 2012: Director, Senior Corporate Executive Officer, Director General of the General Technology Division of the Company</p> <p>June 2014: Executive Vice President and Representative Director of the Company</p> <p>January 2016: Executive Vice President and Representative Director, Director General of the General Technology Division, in charge of the Technology Section, and in charge of controlling the Electrical Engineering Section of the Company (current position)</p>	

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	Katsumi Miyazawa (January 1, 1952)	<p>April 1977: Joined Japanese National Railways (“JNR”)</p> <p>February 1986: Assistant Chief of the Train Schedule Division of the Train Operation Department of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1990: Manager of the Planning Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>May 1991: Manager of the Supervision Section of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>June 1994: General Manager of the Supervision Department of the Shizuoka Branch Office of the Company</p> <p>June 1998: General Manager of the Management Supervision Department of the Corporate Planning Division of the Company</p> <p>July 2004: General Manager of the Public Relations Department of the Company</p> <p>June 2006: Director, General Manager of the Public Relations Department of the Company</p> <p>June 2010: Executive Director, General Manager of the Public Relations Department of the Company</p> <p>June 2012: Director and Senior Corporate Executive Officer, Director General of the Corporate Planning Division of the Company</p> <p>June 2014: Director and Senior Corporate Executive Officer, Director General of the Corporate Planning Division and in charge of the Finance Department of the Company (current position)</p>	3,567 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
7	Yoshiki Suyama (May 4, 1957)	<p>April 1980: Joined Japanese National Railways (“JNR”)</p> <p>February 1986: Manager of the Budget Section of the Accounting Department of the Niigata Railway Operating Division of JNR</p> <p>April 1987: Joined the Company</p> <p>April 1990: Manager of the Accounting Section of the Administration Department of JR Tokai Tours, Inc.</p> <p>March 1991: Assistant Manager of the Labor Section of the Personnel Department of the Company</p> <p>July 1992: Manager in charge of the Labor Section of the Personnel Department of the Company</p> <p>May 1994: Manager in charge of the Personnel Section of the Personnel Department of the Company</p> <p>June 1996: Manager of the Supervision Section of the Transportation and Marketing Department of the Shinkansen Operations Division of the Company</p> <p>February 1997: Manager of the Labor Section of the Personnel Department of the Company</p> <p>June 1998: Manager of the Personnel Section of the Personnel Department of the Company</p> <p>June 2002: General Manager of the Supervision Department of the Shinkansen Operations Division of the Company</p> <p>July 2006: General Manager of the Investment Planning Department of the Corporate Planning Division of the Company</p> <p>June 2008: Director, General Manager of the Personnel Department of the Company</p> <p>June 2010: Director, General Manager of the Administration Department of the Company</p> <p>June 2012: Corporate Executive Officer, General Manager of the Administration Department of the Company</p> <p>June 2014: Director and Corporate Executive Officer, Director General of the Shinkansen Operations Division of the Company (current position)</p>	2,371 Shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
8	Shun-ichi Kosuge* (May 20, 1954)	<p>April 1977: Joined Japanese National Railways (“JNR”)</p> <p>February 1987: Manager of Shizuoka Regional Office of Shizuoka Tracks Maintenance Depot of the Shinkansen Administration of JNR</p> <p>April 1987: Joined the Company</p> <p>February 1988: Manager of the Engineering Section of the Mie Regional Office of the Company</p> <p>March 1989: Manager of the International Section of the Corporate Planning Division of the Company</p> <p>March 1991: Manager in charge of the Tokyo Planning Department of the Corporate Planning Division of the Company</p> <p>June 1994: General Manager in charge of the Supervision Department of the Shinkansen Operations Division of the Company</p> <p>June 1995: Chief Engineer of the Technical Research and Development Division of the Company</p> <p>June 1997: Director, General Manager of the Management Supervision Department of The Japan Mechanised Works and Maintenance of Way Co. LTD</p> <p>April 1999: General Manager in charge of the Tokyo Planning Department of the Corporate Planning Division of the Company</p> <p>June 1999: General Manager of the Tokyo Planning Department of the Corporate Planning Division of the Company</p> <p>July 2000: General Manager of the Tracks and Structures Department of the Shinkansen Operations Division of the Company</p> <p>July 2004: General Manager of the Management Supervision Department of the Corporate Planning Division and General Manager of the Investment Planning Department of the Corporate Planning Division of the Company</p> <p>July 2006: Deputy Director General of the Corporate Planning Division of the Company</p> <p>June 2008: Corporate Officer, General Manager of the Technology Planning Department of the General Technology Division of the</p>	2,913 shares

		<p>June 2010:</p> <p>June 2011:</p> <p>June 2012:</p> <p>June 2014:</p>	<p>Company</p> <p>Corporate Officer, Deputy Director General of the General Technology Division of the Company</p> <p>Corporate Officer, Deputy Director General of the General Technology Division and Head of Consulting and Coordination Office – Overseas High Speed Railway Project of the Technology Planning Department of the General Technology Division of the Company</p> <p>Corporate Executive Officer, Deputy Director General of the General Technology Division, General Manager of the Technology Planning Department of the General Technology Division, and Head of Consulting and Coordination Office – Overseas High Speed Railway Project of the Technology Planning Department of the General Technology Division of the Company</p> <p>Corporate Executive Officer, Deputy Director General of the General Technology Division, General Manager of the Technology Planning Department of the General Technology Division, Head of Consulting and Coordination Office – Overseas High Speed Railway Project of the Technology Planning Department of the General Technology Division, in charge of the Overseas High Speed Railway Project, and in charge of controlling the Tracks and Structures Section of the Company (current position)</p>	
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No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
9	Mamoru Uno (June 19, 1954)	<p>April 1978: Joined Japanese National Railways (“JNR”)</p> <p>March 1985: Assistant Chief in the Investigation Division of Gifu Works Administration of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1991: Manager in charge of the 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</p> <p>June 2015: Director and Corporate Executive Officer, Director General of the Chuo Shinkansen Promotion Division of the Company (current position)</p>	2,782 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
10	Kimiaki Tanaka (October 29, 1954)	<p>April 1977: Joined The Seibu Department Stores, Ltd.</p> <p>November 1991: Joined the Company. Manager in charge of the Development Department of the Affiliated Enterprises Division of the Company</p> <p>June 1994: Manager in charge of the Department Store Business Promotion Division of the Affiliated Enterprises Division of the Company</p> <p>March 1996: General Manager of the Planning Department of the JR Central Department Store Co., Ltd.</p> <p>March 1999: Manager of the Corporate Planning Section of the JR Tokai Takashimaya Co., Ltd</p> <p>May 2000: Director, Manager of the Corporate Planning Section of the JR Tokai Takashimaya Co., Ltd</p> <p>June 2006: Deputy Director General of the Business Promotion Division of the Company</p> <p>June 2008: Corporate Officer, Deputy Director General of the Business Promotion Division of the Company</p> <p>June 2012: Director and Corporate Executive Officer, Director General of the Business Promotion Division of the Company (current position)</p> <p>[Significant concurrent positions]  Director of JR CENTRAL BUILDING CO., LTD.  Director of JR Tokai Real Estate Co., Ltd.  Director of JR Tokai Hotels Co., Ltd.  Director of JR Tokai Takashimaya Co., Ltd</p>	3,303 Shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
11	Hideyuki Shoji (March 7, 1955)	<p>April 1979: Joined Japanese National Railways (“JNR”)</p> <p>March 1985: General Manager of Akita Engine Depot of the Akita Railway Operating Division of JNR</p> <p>April 1987: Joined the Company</p> <p>March 1991: Manager in charge of the Technical Research and Development Division of the Company</p> <p>June 1992: Manager in charge of the Labor Section of the Personnel Department of the Company</p> <p>June 1995: Manager of the Personnel Section of the Supervision Department of the Shinkansen Operations Division of the Company</p> <p>June 1997: General Manager of Tokyo Drivers Depot of the Shinkansen Operations Division of the Company</p> <p>July 2001: Manager of the Labor Section of the Personnel Department of the Company</p> <p>June 2002: Manager of the Personnel Section of the Personnel Department of the Company</p> <p>December 2003: General Manager of the Transportation and Marketing Department of the Shinkansen Operations Division of the Company</p> <p>June 2008: Corporate Officer, Deputy Director General of the Shinkansen Operations Division and General Manager of the Transportation and Marketing Department of the Shinkansen Operations Division of the Company</p> <p>June 2009: Director, General Manager of the Transportation Safety Department of the Company</p> <p>June 2012: Corporate Executive Officer, General Manager of the Transportation Safety Department of the Company</p> <p>June 2014: Director and Corporate Executive Officer, Director General of the Conventional Lines Operations Division of the Company (current position)</p>	1,915 Shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
12	Atsuhito Mori* (September 4, 1959)	<p>April 1982: Joined Japanese National Railways</p> <p>April 1987: Joined the Company</p> <p>June 1997: Manager of the Signals and Telecommunications Section of the Electrical Engineering Department of the Shinkansen Operations Division of the Company</p> <p>July 2000: General Manager in charge of the Management Supervision Department of SHINSEI TECHNOS CO., LTD.</p> <p>July 2002: General Manager in charge of the Electrical Engineering Department of the Shinkansen Operations Division of the Company</p> <p>July 2004: General Manager of the Engineering Department of the Kansai Branch Office of the Company</p> <p>July 2006: General Manager in charge of the Technology Planning Department of the General Technology Division of the Company</p> <p>June 2010: General Manager of the Electrical Engineering Department of the Shinkansen Operations Division of the Company</p> <p>June 2014: Corporate Officer, General Manager of the Transportation Safety Department of the Company (current position)</p>	1,840 Shares

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

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
14	Fujio Cho (February 2, 1937)	<p>April 1960: Joined Toyota Motor Co., Ltd</p> <p>September 1988: Director of TOYOTA MOTOR CORPORATION</p> <p>June 1998: Executive Vice President and Representative Director of TOYOTA MOTOR CORPORATION</p> <p>June 1999: President and Representative Director of TOYOTA MOTOR CORPORATION</p> <p>June 2004: Director of the Company (current position)</p> <p>June 2005: Deputy Chairman and Representative Director of TOYOTA MOTOR CORPORATION</p> <p>June 2006: Chairman and Representative Director of TOYOTA MOTOR CORPORATION</p> <p>June 2013: Chairman Emeritus of TOYOTA MOTOR CORPORATION (current position)</p> <p>[Significant concurrent positions] Chairman Emeritus of TOYOTA MOTOR CORPORATION</p>	3,319 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
15	Kenji Koroyasu (April 16, 1942)	<p>April 1967: Public Prosecutor, Tokyo District Public Prosecutor's Office</p> <p>January 1996: Deputy Vice-Minister of Justice, Ministry of Justice</p> <p>December 1997: Director General of the General Affairs Department, Supreme Public Prosecutors Office</p> <p>April 1999: Director General of the Criminal Affairs Department, Supreme Public Prosecutors Office</p> <p>December 1999: Director General, Research and Training Institute of the Ministry of Justice</p> <p>May 2001: Superintending Prosecutor, Sapporo High Public Prosecutors Office</p> <p>June 2002: Superintending Prosecutor, Nagoya High Public Prosecutors Office</p> <p>February 2003: Superintending Prosecutor, Osaka High Public Prosecutors Office</p> <p>July 2004: Registered as an attorney-at-law (current position)</p> <p>June 2005: Director of the Company (current position)</p> <p>[Significant concurrent positions] Attorney-at-law Audit and Supervisory Board Member of Furukawa Electric Co., Ltd.</p>	712 shares

No.	Name (Birth date)	Brief history, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
16	Takashi Saeki (June 14, 1951)	<p>April 1974:      Joined TOHO GAS Co., Ltd.</p> <p>June 2004:      Director of TOHO GAS Co., Ltd.</p> <p>June 2008:      President and Representative Director of TOHO GAS Co., Ltd.</p> <p>June 2012:      Director of the Company (current position)</p> <p>June 2012:      Chairman and Representative Director of TOHO GAS Co., Ltd. (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman and Representative Director of TOHO GAS Co., Ltd.</p> <p>Director of UNY Group Holdings Co., Ltd.</p> <p>Audit and Supervisory Board Member of The Ogaki Kyoritsu Bank, Ltd.</p>	713 shares

(Note)

1. Mr. Yoshiyuki Kasai is President of Kaiyo Academy Foundation, which employees of the Company are currently seconded to.
2. Mr. Fujio Cho, Mr. Kenji Koroyasu and Mr. Takashi Saeki are candidates for Outside Directors as set forth in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
3. Mr. Takashi Saeki, is planned to resign as Chairman and Representative Director of TOHO GAS Co., Ltd. as of June 27, 2016, and assume the position of the Counselor of the company.
4. Special notes on the candidates for Outside Directors are as follows:
  - (1) Reasons for nominating candidates for Outside Directors, etc.
    - ① The Company requests to elect Mr. Fujio Cho as the Company has determined comprehensively that he is a qualified candidate for an Outside Director because of his corporate management experience and his great insight.
    - ② The Company requests to elect Mr. Kenji Koroyasu as the Company has determined comprehensively that he is a qualified candidate for an Outside Director because of his experience as a public prosecutor and lawyer and his great insight. Although Mr. Koroyasu 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 Director for the above reason.
    - ③ The Company requests to elect Mr. Takashi Saeki as the Company has determined comprehensively that he is a qualified candidate for an Outside Director because of his corporate management experience and his great insight.
    - ④ Notification has been filed with the stock exchanges on which the Company is listed that Mr. Fujio Cho, Mr. Kenji Koroyasu and Mr. Takashi Saeki have no potential conflict of interest with general shareholders.
  - (2) The facts regarding inappropriate business conduct that occurred while candidates for Outside Directors occupied the director and other positions at other companies in the past five years
    - ① Mr. Fujio Cho, candidate for an Outside Director, served as an Outside Auditor at DENSO CORPORATION. During his service at the company, regarding the sales of certain auto parts, the company concluded a plea agreement with the U.S. Department of Justice in January 2012 on allegations of violating the U.S. antitrust law. While Mr. Cho had not been aware of the facts prior to the event during his service, he has made statements at the meetings of the board of directors, etc. of the company for compliance with the laws and regulations and, after the event, actively expressed opinions regarding recurrence prevention.
    - ② Mr. Kenji Koroyasu, candidate for an Outside Director, served as an Outside Auditor at Furukawa Electric Co., Ltd. During his service at the company, regarding the sales of certain auto parts, the company concluded a plea agreement with the U.S. Department of Justice in September 2011 on allegations of violating the U.S. antitrust law, was fined in April 2013 by the Canadian authorities on allegations of violating the Canadian competition law, was subject to determination for fine by the European Commission in July 2013 on allegations of violating the European competition law, and was subject to determination for fine by the Chinese authorities in August 2014 on allegations of violating the Chinese antitrust law. The company also received a cease and desist order and a payment order for surcharge from the Japan Fair Trade Commission with regards to violations of the Antimonopoly Law in relation to the overhead transmission project requested by Tokyo Electric Power Co., Inc. in December 2013 and the same project requested by Kansai Electric Power Co., Inc. in January 2014. In addition, the company was subject to determination for fine by the

European Commission in April 2014 on allegations of violating the European competition law in the power cable market. While Mr. Koroyasu had not been aware of any of the facts during his service prior to the events, he has made statements for compliance with the laws and regulations, and after the events, he made a proposal at the meeting of the board of directors, where the facts regarding the events were reported and discussed, to set up internal rules and enhance spirit of compliance with law to secure recurrence prevention system.

(3) Terms of office

Terms of office for Mr. Fujio Cho, Mr. Kenji Koroyasu and Mr. Takashi Saeki as Outside Directors will have served twelve years, eleven years and four years, respectively, as of the conclusion of this Ordinary General Meeting of Shareholders.

5. Outline of limited liability agreements

The Company has entered into limited liability agreements with Mr. Fujio Cho, Mr. Kenji Koroyasu and Mr. Takashi Saeki 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