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(Securities Code: 9046)

May 30, 2022

To Our Shareholders:

Nobuhiko Terada,  
President and Representative Director  
**Kobe Electric Railway Co., Ltd.**  
3-24 Shinkaichi 1-chome, Hyogo-ku, Kobe

## Notice of the 147th Annual General Meeting of Shareholders

We are pleased to announce the 147th Annual General Meeting of Shareholders of Kobe Electric Railway Co., Ltd. (the “Company”), which will be held as outlined below.

**You may exercise your voting rights in writing or via the Internet, etc. instead of attending the meeting in person. Please review the attached Reference Documents for the General Meeting of Shareholders later in this translation, and exercise your voting rights by 6 p.m. on Monday, June 13, 2022 (JST).**

- 1. Date and Time:** Tuesday, June 14, 2022, at 10 a.m. (JST)
- 2. Venue:** 7th Floor, Tanigami SH Building  
1-1 Tanigami Higashimachi, Kita-ku, Kobe

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 147th term (from April 1, 2021 to March 31, 2022)
2. Results of audits of Consolidated Financial Statements for the 147th term by the Financial Auditor and Audit & Supervisory Board

#### Matters to be resolved:

- Proposal No. 1:** Partial Amendment to the Articles of Incorporation
- Proposal No. 2:** Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Election of One Director Who Is a Substitute Audit and Supervisory Committee Member
- Proposal No. 5:** Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 6:** Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

- If you come to the event on the day of the Meeting, **please hand in the enclosed voting form** at the reception of the venue. And bring this Notice with you in the interest of resource conservation.
- Of the documents that should be attached to this Notice, the following documents are posted on the Company’s website on the Internet (<https://www.shintetsu.co.jp/company/ir/soukai/index.html>) according to laws and regulations and Article 16 of the Articles of Incorporation of the Company:  
Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements  
Accordingly, the attached documents to this Notice are a part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and Financial Auditor in preparing their respective audit reports.
- Please be advised that **persons other than shareholders with eligible voting rights, such as proxies and additional guests who are not shareholders, will not be admitted**, in accordance with Article 17 of the Articles of Incorporation of the Company.
- The Company will post any revisions made to the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, or the Reference Documents for the General Meeting of Shareholders on its website (<https://www.shintetsu.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Reference matters common to Proposals No. 1 to No. 6

The Company intends to transition to a Company with an Audit and Supervisory Committee in order to further enhance its corporate governance. Prior to submitting to the General Meeting of Shareholders Proposals No. 1 to No. 6 which are related to the transition, the Company explains the features of and purpose for the transition to a Company with an Audit and Supervisory Committee, and framework after the transition as follows.

#### 1. Features of a Company with an Audit and Supervisory Committee

- (1) At a Company with an Audit and Supervisory Committee, the Audit and Supervisory Board and its members will be replaced with the Audit and Supervisory Committee constituted by three or more Directors who are Audit and Supervisory Committee Members with a majority of Outside Directors.
- (2) Directors who are Audit and Supervisory Committee Members shall be appointed separately from Directors who are not Audit and Supervisory Committee Members at General Meetings of Shareholders, have voting rights at the Board of Directors, and be involved in determining a proposal to appoint or dismiss a Director who is not an Audit and Supervisory Committee Member, the appointment or dismissal of the Representative Director, and making decisions on the execution of other operation. Audit and Supervisory Committee Members are authorized to audit the execution of duties of the Directors, and state opinions at General Meetings of Shareholders on the appointment and dismissal of Directors who are not Audit and Supervisory Committee Members and the remuneration thereof. For these reasons, the audit and supervisory function of the Audit and Supervisory Committee and its members will be stronger than that of the Audit and Supervisory Board and its members.
- (3) At a Company with an Audit and Supervisory Committee, if a majority of the Directors are Outside Directors or there is a stipulation in the Articles of Incorporation, all or some decisions of execution of important operations may be delegated to Directors by the resolution of the Board of Directors. This will allow for timely decision-making on business execution, and management of the Board of Directors with particular emphasis on audit and supervision on business execution.

#### 2. Reasons for the transition

The Company has pursued sustainable growth and greater corporate value over medium to long term through enhancing its corporate governance.

After transitioning to a Company with an Audit and Supervisory Committee, the Company shall grant corporate officers who undertake audit activities with voting rights at the Board of Directors to enhance the Board's audit and supervisory function and promote the fairness and transparency of corporate management, along with delegating part of the Board of Directors' authority to determine the business execution to Directors to improve the agility of business execution, in order to transition to a company that focuses on the audit and supervisory function of the Board of Directors.

**Proposal No. 1:** Partial Amendment to the Articles of Incorporation

1. Reasons for the proposal

- (1) As stated above, the Company intends to transition to a Company with an Audit and Supervisory Committee, and proposes to newly establish provisions regarding an Audit and Supervisory Committee and Directors who are Audit and Supervisory Committee Members and delete provisions regarding the Audit and Supervisory Board and its members, among other necessary changes. In addition, in order to increase management efficiency and enable swift decision-making for business execution, the Company proposes to newly establish provisions to enable the Company to delegate all or part of decisions on execution of important business matters to Directors.

The revised provisions of the Articles of Incorporation concerning this proposal shall take effect at the conclusion of the General Meeting of Shareholders.

- (2) To further activate the Board of Directors, the provisions of Article 22 of the current Articles of Incorporation regarding the election of Directors with Special Titles shall be deleted, and the amendment shall change the chairperson of the General Meetings of Shareholders provided in Article 15 from Director and President to Representative Director.
- (3) To improve the transparency of corporate management from the standpoints of enhancing the corporate governance system, and because the role of an Advisor is currently discontinued, the Company proposes to delete the provisions in Article 23 of the current Articles of Incorporation concerning the election of an Advisor.
- (4) To allow Directors (excluding Executive Directors, etc.) to fulfill their expected role sufficiently, and secure talented and diversified resources, the Company proposes to newly establish Article 26 which allows for conclusion of a limited liability agreement with Directors (excluding Executive Directors, etc.).

The consent of each of the Audit & Supervisory Board members has been obtained for this proposal.

- (5) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
- i) Companies are obliged to stipulate in their articles of incorporation that they will take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. The Company intends to newly establish Article 16 (Measures, etc. for Providing Information in Electronic Format) to provide for the restriction of the scope of information within the matters stipulated in the Ordinance of the Ministry of Justice to be delivered to shareholders who requested the delivery of paper-based documents among the items that constitute the content of reference documents for the general meeting of shareholders, etc. in electronic format.
  - ii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required when a system to provide Reference Documents for the General Meeting of Shareholders, etc. in electronic format is introduced, they will be deleted.
  - iii) Supplementary provisions regarding the effectiveness of the aforementioned establishment and deletion of provisions will be established. These Supplementary Provisions shall be deleted when the provisions are no longer effective.
- (6) In addition, changes shall be made to the article numbers accordingly.

2. Details of the amendments

The details of the amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>Article 4. (Organs)</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit &amp; Supervisory Board Members</u></p> <p>(3) <u>Audit &amp; Supervisory Board</u></p> <p>(4) Financial Auditor</p> <p>Article 15. (Chairperson)</p> <p>The post of Chairperson of the Board of Directors shall be served by the <u>President and Director</u>.</p> <p>In cases where <u>the Director and President</u> is prevented from so acting, the role shall be served by another Director in the order predetermined at the Board of Directors.</p> <p><u>Article 16. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p> <p>Article 19. (Number of Directors)</p> <p>The Company shall have not more than 15 Directors.</p> <p>(Newly established)</p>	<p>Article 4. (Organs)</p> <p>The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit and Supervisory Committee</u></p> <p>(Deleted)</p> <p>(3) Financial Auditor</p> <p>Article 15. (Chairperson)</p> <p>The role of Chairperson of the Board of Directors shall be served by the <u>Representative Director</u>.</p> <p>In cases where <u>there is more than one Representative Director or Representative Directors</u> are prevented from so acting, the role shall be served by another Director in the order predetermined at the Board of Directors.</p> <p>(Deleted)</p> <p><u>Article 16. (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ordinance of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p>Article 19. (Number of Directors)</p> <p>The Company shall have not more than 15 Directors <u>(excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p><u>The Company shall have not more than five Directors who are Audit and Supervisory Committee Members (the “Audit and Supervisory Committee Members).</u></p>

Current Articles of Incorporation	Proposed amendments
<p>Article 20. (Election)</p> <p>Directors shall be elected at a general meeting of shareholders.</p> <p>Election of Directors shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meetings are present.</p> <p>Election of Directors may not be conducted by cumulative voting.</p> <p>Article 21. (Term of Office)</p> <p>The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>two</u> years after the election of the Director.</p> <p><u>The term of office of a Director who is elected as the substitute for a Director who retired from office before the expiration of the term of office shall continue until the time the term of office of the retired Director is to expire.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>Article 20. (Election)</p> <p>Directors shall be elected <u>separately for Audit and Supervisory Committee Members and other Directors</u> at General Meetings of Shareholders.</p> <p>(Unchanged)</p> <p>(Unchanged)</p> <p>Article 21. (Term of Office)</p> <p>The term of office of a Director <u>(excluding an Audit and Supervisory Committee Member)</u> shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>one</u> year after the election of the Director.</p> <p>(Deleted)</p> <p><u>The term of office of an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Audit and Supervisory Committee Member.</u></p> <p><u>The term of office of an Audit &amp; Supervisory Committee Member who is elected as the substitute for an Audit &amp; Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the retired Audit &amp; Supervisory Committee Member is to expire.</u></p> <p><u>The resolution on the election of substitute Audit and Supervisory Committee Members who have been elected based on Article 329, paragraph (3) of the Company's Act shall expire at the opening of annual general meetings of shareholders for the last business year out of the business years terminating within two years after the election of the substitute Audit and Supervisory Committee Member.</u></p>
<p>Article 22. <u>(Representative Directors and Directors With Special Titles)</u></p> <p>The Board of Directors shall appoint a Director who is to represent the Company by its resolution.</p> <p><u>The Board of Directors may appoint, out of Directors, by its resolution, one Director and Chairman, one Director and President, one Director and Vice President, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</u></p>	<p>Article 22. (Representative Directors)</p> <p>The Board of Directors shall appoint a Director who is to represent the Company <u>out of Directors (excluding Audit and Supervisory Committee Members)</u> by its resolution.</p> <p>(Deleted)</p>



Current Articles of Incorporation	Proposed amendments
<p><u>Article 30. (Term of Office)</u></p> <p><u>The term of office of an Audit and Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit and Supervisory Board Member.</u></p> <p><u>The term of office of an Audit &amp; Supervisory Board Member who is elected as the substitute for an Audit &amp; Supervisory Board Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit &amp; Supervisory Board Member who retired from office is to expire.</u></p>	<p>(Deleted)</p>
<p><u>Article 31. (Full-time Audit and Supervisory Board Members and Managing Audit and Supervisory Board Members)</u></p> <p><u>The Audit &amp; Supervisory Board shall appoint a full-time Audit &amp; Supervisory Board Member by its resolution.</u></p> <p><u>The Audit and Supervisory Board may appoint a Managing Audit and Supervisory Board Member by its resolution.</u></p>	<p><u>Article 29. (Full-time Audit and Supervisory Committee Members)</u></p> <p><u>The Audit &amp; Supervisory Committee may appoint a full-time Audit &amp; Supervisory Committee Member by its resolution.</u></p> <p>(Deleted)</p>
<p><u>Article 32. (Notice of Meeting of the Audit &amp; Supervisory Board)</u></p> <p><u>Notice of a meeting the Audit and Supervisory Board must be given to each Audit and Supervisory Board Member no later than seven days before the date of the meeting.</u></p> <p>However, this period may be shortened if it is particularly necessary.</p>	<p><u>Article 30. (Notice of Meeting of the Audit &amp; Supervisory Committee)</u></p> <p><u>Notice of a meeting the Audit and Supervisory Committee must be given to each Audit and Supervisory Committee Member no later than seven days before the date of the meeting.</u></p> <p>(Unchanged)</p>
<p><u>Article 33. (Regulations of the Audit &amp; Supervisory Board)</u></p> <p>Particulars for operations of <u>the Audit and Supervisory Board</u>, which are not provided for in laws and regulations, or in the Articles of Incorporation of the Company, are to be governed by the Regulations of the <u>Audit and Supervisory Board</u> stipulated by a resolution of <u>the Audit and Supervisory Board</u>.</p>	<p><u>Article 31. (Regulations of the Audit and Supervisory Committee)</u></p> <p>Particulars for operations of <u>the Audit and Supervisory Committee</u>, which are not provided for in laws and regulations, or in the Articles of Incorporation of the Company, are to be governed by the Regulations of the <u>Audit and Supervisory Committee</u> stipulated by a resolution of <u>the Audit and Supervisory Committee</u>.</p> <p>(Deleted)</p>
<p><u>Article 34. (Remuneration, Etc.)</u></p> <p><u>The Remuneration, etc. to Audit &amp; Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u></p>	
<p>Article <u>35.</u> } to } (Omitted) Article <u>38.</u> }</p>	<p>Article <u>32.</u> } to } (Unchanged) Article <u>35.</u> }</p>





**Proposal No. 2: Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as proposed, the Company will make the transition to a Company with an Audit and Supervisory Committee. In addition, the terms of office of all nine Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of eight Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereafter in this proposal).

This proposal, however, can only take effect after Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

The candidates for the role of Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Nobuhiko Terada (October 11, 1957)	<p>Apr. 1980      Joined Hankyu Corporation</p> <p>June 2003     Department Manager of Railway Operations Department, Urban Transportation Business Division</p> <p>June 2005     Director of Hankyu Bus Co., Ltd.</p> <p>Apr. 2007     Managing Director</p> <p>Apr. 2008     Director and Department Manager of Personnel Department of Hankyu Corporation</p> <p>Apr. 2011     Managing Director and General Manager of Urban Transportation Business Division</p> <p>Apr. 2013     President and Representative Director of Hankyu Bus Co., Ltd.</p> <p>June 2016     President and Representative Director of Kobe Electric Railway Co., Ltd. (current position)</p>	4,700
<p>[Reason for nomination as candidate for Director]</p> <p>Nobuhiko Terada has achieved improvements in the corporate value of the Group with his extensive experience and managerial track record in the railway and bus businesses as well as strong leadership, considerable knowledge and competence. The Company judges he can be expected to continue leading the management of the Company as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Kazuya Kishimoto (May 4, 1956)	<p>Apr. 1980      Joined Hankyu Corporation</p> <p>June 2003     Manager of Railway Operations Department, Urban Transportation Business Division</p> <p>Apr. 2009     Director, Deputy General Manager of Urban Transportation Business Division, and Department Manager of Engineering Department</p> <p>June 2010     President and Representative Director of Nose Electric Railway Co., Ltd.</p> <p>June 2014     President and Representative Director of Kita-Osaka Kyuko Railway Co., Ltd.</p> <p>June 2017     Representative Director, Senior Managing Director, and General Manager of Railway Business Division of Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2019     Representative Director, Senior Managing Director, General Manager of Railway Business Division, and Department Manager of Safety Measure Department, Railway Business Division</p> <p>Apr. 2020     Representative Director, Senior Managing Director, General Manager of Railway Business Division, and Department Manager of Engineering Department, Railway Business Division</p> <p>Apr. 2022     Representative Director, Senior Managing Director, and General Manager of Railway Business Division (current position)</p>	2,500
<p>[Reason for nomination as candidate for Director]</p> <p>Kazuya Kishimoto has profound operational experience and a good track record in the railway business, as well as considerable knowledge and competence as Director. Since he has demonstrated leadership and a proven track record in addressing challenges of the railway business including the enhancement of a safety management system, the Company judges he can be expected to continue leading the management of the Company as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Hiroaki Tsuyama (April 29, 1958)	<p>Apr. 1982      Joined Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2002      Department Manager of Personnel Group and Manager of General Affairs Group, Administration Division</p> <p>Oct. 2002      Department Manager of Personnel Group, Administration Division</p> <p>June 2007      President and Representative Director of Osaka Shintetsu Toyonaka Taxi Inc.</p> <p>June 2012      Director, General Manager of Real Estate Business Division and Deputy General Manager of Life Support Business Division of Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2014      Director, General Manager of Real Estate Business Division In charge of Health and Childcare Business Department, Life Support Business Division</p> <p>June 2018      Managing Director, General Manager of Real Estate Business Division In charge of Personnel and General Affairs Department (current position)</p>	1,400
<p>[Reason for nomination as candidate for Director]</p> <p>Hiroaki Tsuyama has extensive experience in the finance and personnel and general affairs departments as well as a managerial track record, including the strong leadership he showed to achieve business growth for Osaka Shintetsu Toyonaka Taxi Inc. In addition, given his considerable knowledge and competence in the real estate business as well, the Company judges he will continue to properly fulfill his duties as Director.</p>			
4	Morio Kusunoki (November 4, 1946)	<p>Apr. 1970      Joined Kobe Bank, Limited</p> <p>June 1998      Director of The Sakura Bank, Limited</p> <p>Apr. 2000      Managing Corporate Officer</p> <p>Apr. 2001      Managing Corporate Officer of Sumitomo Mitsui Banking Corporation</p> <p>June 2003      Managing Director and Managing Corporate Officer</p> <p>Apr. 2004      Senior Managing Director and Senior Managing Corporate Officer</p> <p>June 2005      Representative Director and Vice President of Sumitomo Mitsui Financial Group, Inc.</p> <p>June 2006      Managing Audit and Supervisory Board Member</p> <p>June 2007      President and Representative Director of Kobe Tochi Tatemono Co., Ltd.</p> <p>June 2019      Director of Kobe Electric Railway Co., Ltd. (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director and summary of expected role]</p> <p>Having held various key positions in Sumitomo Mitsui Financial Group, Inc. and Sumitomo Mitsui Banking Corporation, Morio Kusunoki has extensive managerial experience and considerable knowledge. The Company believes he will continue providing valuable advice and guidance from an Outside Director's point of view. In the event that his election is approved, he is expected to offer professional statements from a corporate manager's perspective on the Company's corporate measures, etc. at the Board of Directors from an Outside Director's point of view.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
5	Masatoshi Kasuya (January 22, 1958)	Apr. 1981	Employed by Hyogo Prefectural Government	0
		Apr. 2016	Department Manager of Land Development Department	
Apr. 2018	Director of Hyogo Gardening & Parks Association			
Apr. 2019	Director of Hyogo Construction Technology Center for Regional Development			
June 2020	Director of Kobe Electric Railway Co., Ltd. (current position)			
<p>[Reason for nomination as candidate for Outside Director and summary of expected role]  Having held various key positions in the Hyogo Prefectural Government, Masatoshi Kasuya has extensive experience and considerable knowledge. The Company believes he will continue providing valuable advice and guidance from an Outside Director's point of view. In the event that his election is approved, he is expected to offer statements from a professional perspective on local developments and disaster prevention, etc. at the Board of Directors from an Outside Director's point of view. He has never been involved in the management of a company, previously. However, the Company judges he will properly fulfill his duties as Outside Director, drawing on his profound knowledge and information about the area along railway lines the Group operates, which he gained through his professional experience with the Hyogo Prefectural Government.</p>				
6	Makoto Nakanishi (October 26, 1959)	Apr. 1983	Joined Kobe Electric Railway Co., Ltd.	1,000
		Apr. 2002	Department Manager of Distribution Group, Distribution Business Division	
Apr. 2008	Department Manager of Nursing Care Business Department, Life Support Business Division			
Apr. 2010	President and Representative Director of Shintetsu Tourist Co., Ltd.			
Apr. 2011	President and Representative Director of Shintetsu Enterprise Co., Ltd.			
June 2016	Director of Kobe Electric Railway Co., Ltd. In charge of Nursing Care Business Department, Life Support Business Division			
June 2018	Chairman of Shintetsu Enterprise Co., Ltd.			
June 2018	Director and General Manager of Life Support Business Division of Kobe Electric Railway Co., Ltd.			
June 2020	Director and General Manager of Life Support Business Division In charge of Corporate Planning Department (current position)			
<p>[Reason for nomination as candidate for Director]  Makoto Nakanishi has extensive experience in the finance department and the railway and real estate businesses, etc. as well as a managerial track record, including the strong leadership he showed to achieve business expansion and growth for Shintetsu Tourist Co., Ltd. and Shintetsu Enterprise Co., Ltd. In addition, given his considerable knowledge and competence in the life support business as well, the Company judges he will continue to properly fulfill his duties as Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Eiichi Hata (March 10, 1960)	<p>Apr. 1983      Joined Kobe Electric Railway Co., Ltd.</p> <p>Oct. 2003      Department Manager of Planning Group, Administration Division</p> <p>Apr. 2009      Deputy General Manager of Railway Business Division and Department Manager of Transportation Department, Railway Business Division</p> <p>Apr. 2019      Deputy General Manager of Railway Business Division</p> <p>Apr. 2020      Deputy General Manager of Railway Business Division and Department Manager of Safety Measure Department, Railway Business Division</p> <p>June 2020      Director, Deputy General Manager of Railway Business Division and Department Manager of Safety Measure Department, Railway Business Division (current position)</p>	600
<p>[Reason for nomination as candidate for Director]</p> <p>Eiichi Hata has demonstrated strong leadership with his wide experience in the finance department and the real estate business, etc. as well as extensive professional experience in the railway business. In addition, given his considerable knowledge and competence, the Company judges he will continue fulfilling his duties as Director properly.</p>			
8	Shuji Matsumoto (October 5, 1967)	<p>Apr. 1991      Joined Hankyu Corporation</p> <p>Apr. 2013      Manager of Planning Department, Railway Business Division of Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2016      Department Manager of Corporate Planning Department, and Department Manager of Planning Department, Railway Business Division</p> <p>Apr. 2017      Department Manager of Corporate Planning Department, and Manager of Railway Business Division</p> <p>June 2021      Director and Department Manager of Corporate Planning Department</p> <p>Apr. 2022      Director, Department Manager of Corporate Planning Department, and Department Manager of Sustainability Promotion Department (current position)</p>	100
<p>[Reason for nomination as candidate for Director]</p> <p>Shuji Matsumoto has demonstrated leadership in addressing corporate challenges of the Company's railway business, as well as extensive professional knowledge and experience in the Transportation, Planning, and Group Management divisions, with a proven track record. In addition, given his considerable knowledge and competence, the Company judges he will continue fulfilling his duties as Director properly.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Morio Kusunoki and Masatoshi Kasuya are candidates for Outside Director. The Company has designated Mr. Kusunoki and Mr. Kasuya as an independent officer as stipulated by the Tokyo Stock Exchange.
  3. Mr. Kusunoki is an Outside Director of the Company. His tenure as Outside Director of the Company will be three years at the conclusion of the General Meeting of Shareholders.
  4. Mr. Kasuya is an Outside Director of the Company. His tenure as Outside Director of the Company will be two years at the conclusion of the General Meeting of Shareholders.
  5. In the event that Mr. Kusunoki and Mr. Kasuya are elected as Outside Directors and Proposal No. 1 "Partial Amendment to the Articles of Incorporation" is approved as proposed, the Company plans to enter into agreements with them to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for their liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act.
  6. The Company has entered into a directors' and officers' liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured

including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. If the candidates are elected and assume office as Director, they will be insured under the insurance contract. The Company intends to renew the D&O Insurance contract with the same terms and conditions upon the renewal of such contract.

**Proposal No. 3: Election of Three Directors Who Are Audit and Supervisory Committee Members**

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as proposed, the Company will make the transition to a Company with an Audit and Supervisory Committee. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members. This proposal, however, can only take effect after Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company’s shares owned
1	* Yoshiaki Fujiwara (July 27, 1954)	Apr. 1977      Joined Kobe Electric Railway Co., Ltd. June 1999      Department Manager of Accounting Department, Administration Division June 2002      Director, Deputy General Manager of Administration Division and Department Manager of Accounting Group June 2003      Director, General Manager of Administration Division and Department Manager of Accounting Group Apr. 2007      Managing Director, General Manager of Administration Division and Department Manager of Accounting Group June 2007      Managing Director, General Manager of Administration Division and Department Manager of Personnel Group Apr. 2008      Managing Director and Department Manager of Corporate Planning Department Apr. 2009      Managing Director in charge of Corporate Planning Department and Personnel and General Affairs Department June 2018      Senior Managing Director in charge of Corporate Planning Department June 2020      Full-time Managing Audit and Supervisory Board Member (current position)	1,600
[Reason for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Yoshiaki Fujiwara has abundant experience and extensive knowledge in the finance, corporate planning, and personnel and general affairs departments through his long years of service as Director of the Company. The Company judges he can be expected to fulfill his duties as a Director who is Audit & Supervisory Committee Member properly.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	* Mitsuo Nozaki (April 8, 1958)	<p>Apr. 1981      Joined Hankyu Corporation</p> <p>June 2005      Director</p> <p>June 2006      Director of Hankyu Holdings Co., Ltd.</p> <p>Oct. 2006      Director of Hankyu Hanshin Holdings, Inc.</p> <p>Apr. 2007      Managing Director of Hankyu Corporation</p> <p>Apr. 2013      Senior Managing Director</p> <p>Apr. 2018      Full-time Managing Audit and Supervisory Board Member (current position)</p> <p>June 2019      Audit and Supervisory Board Member of Kobe Electric Railway Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Full-time Managing Audit and Supervisory Board Member of Hankyu Corporation</p>	0
	<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role]</p> <p>Having held various key positions in Hankyu Hanshin Holdings, Inc. and Hankyu Corporation, Mitsuo Nozaki has extensive experience. The Company judges he can be expected to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member on the Company's business operations in general, based on his considerable knowledge. In the event that his election is approved, he is expected to offer professional statements from a corporate manager's perspective on the Company's corporate measures, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member.</p>		
3	* Yoko Imai (December 24, 1970)	<p>Apr. 1998      Registered as an attorney at law</p> <p>                    Joined Hyogo Bar Association</p> <p>                    Joined Higashimachi LPC (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Attorney at law</p>	0
	<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role]</p> <p>Yoko Imai has professional knowledge and extensive experience as a lawyer. The Company judges she can be expected to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member, based on her considerable knowledge. In the event that her election is approved, she is expected to offer professional statements from a lawyer's perspective on the Company's compliance matters, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member. She has never in the past been involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an Outside Director who is an Audit &amp; Supervisory Committee Member, given the fact that she is a registered lawyer at Kobe Bar Association, serving mainly around the Kobe area.</p>		

- Notes:
1. Candidates for the role of Director who is an Audit and Supervisory Committee Member are indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates for Director who is an Audit and Supervisory Committee Member and the Company.
  3. The legal name of Yoko Imai in her family register is Yoko Sando.
  4. Mitsuo Nozaki and Yoko Imai are candidates for Outside Director. The Company has designated Mr. Nozaki as an independent officer as stipulated by the Tokyo Stock Exchange. The Company plans to designate Ms. Imai as an independent officer as stipulated by Tokyo Stock Exchange.
  5. Mr. Nozaki is currently an Outside Audit and Supervisory Board Member of the Company. His tenure as Outside Audit and Supervisory Board Member of the Company will be three years at the conclusion of the General Meeting of Shareholders.
  6. In the event that Mr. Nozaki and Ms. Imai are elected as Outside Directors who are Audit and Supervisory Committee Members and Proposal No. 1 "Partial Amendment to the Articles of Incorporation" is approved as proposed, the Company plans to enter into agreements with them to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for their liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act.
  7. The Company has entered into a directors' and officers' liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. In the event that the candidates are elected and assume the office of



Director who is an Audit & Supervisory Committee Member, they will be insured under the insurance contract. The Company intends to renew the D&O Insurance contract with the same terms and conditions upon the renewal of such contract.

(Reference)

In the event that Proposals No. 1, No. 2 and No. 3 are approved at the General Meeting of Shareholders as proposed, major expertise and insights possessed by each Director will be as follows.

Position	Name	Number of years in office	Major expertise and insights				
			Corporate management Corporate strategy	Finance and accounting	Personnel management	Legal affairs Compliance Risk management	Area of business and expertise
Representative Director	Nobuhiko Terada	6 years	●		●	●	
Representative Director	Kazuya Kishimoto	5 years	●			●	●
Director	Hiroaki Tsuyama	10 years		●	●	●	
Director (Independent Outside Director)	Morio Kusunoki	3 years	●	●			
Director (Independent Outside Director)	Masatoshi Kasuya	2 years				●	●
Director	Makoto Nakanishi	6 years	●	●			
Director	Eiichi Hata	2 years				●	●
Director	Shuji Matsumoto	1 year	●				●
Director Audit and Supervisory Committee Member (Full-time)	Yoshiaki Fujiwara	2 years	●	●	●		
Director Audit and Supervisory Committee Member (Independent Outside Director)	Mitsuo Nozaki	3 years	●		●	●	
Director Audit and Supervisory Committee Member (Independent Outside Director)	Yoko Imai	New election				●	●

- Notes:
1. Up to three examples of major expertise and insights of each Director are marked in the table.
  2. The table does not present the full picture of skills possessed by each Director.
  3. The number of years in office includes the number of years in office as a Director or Audit and Supervisory Board Member prior to the transition to a Company with an Audit and Supervisory Committee.

**Proposal No. 4: Election of One Director Who Is a Substitute Audit and Supervisory Committee Member**

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as proposed, the Company will make the transition to a Company with an Audit and Supervisory Committee. The Company requests approval for the election of one Director who is a substitute Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

This proposal, however, can only take effect after Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect. In addition, the election can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before the Director who is an Audit and Supervisory Committee Member assumes office.

Prior consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for the role of Director who is a substitute Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company’s shares owned
Masahide Okuda (January 9, 1966)	Apr. 1990      Joined Hankyu Corporation Apr. 2019      Manager of Corporate Planning Department Apr. 2019      Department Manager of Corporate Promotion Department, Group Planning Division of Hankyu Hanshin Holdings, Inc. Apr. 2020      Corporate Officer and Manager of Corporate Planning Department of Hankyu Corporation Apr. 2022      Director and Department Manager of Corporate Planning Department (current position) Apr. 2022      General Manager of Group Planning Division, and General Manager of Group Business Development Division of Hankyu Hanshin Holdings, Inc. (current position)	0
[Reason for nomination as candidate for Outside Director who is a substitute Audit and Supervisory Committee Member and summary of expected role] Having held various key positions in Hankyu Hanshin Holdings, Inc. and Hankyu Corporation, Masahide Okuda has extensive experience. The Company judges he can be expected to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member on the Company’s business operations in general, based on his considerable knowledge. In the event that his election is approved, he is expected to offer professional statements from a corporate manager’s perspective on the Company’s corporate measures, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member.		

- Notes:
1. There is no special interest between the candidate for substitute Audit and Supervisory Committee Member and the Company.
  2. Masahide Okuda is a candidate for Outside Director who is a substitute Audit and Supervisory Committee Member.
  3. In the event that the election Mr. Okuda is approved, he assumes office as Outside Director who is an Audit and Supervisory Committee Member and Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved as proposed, the Company plans to enter into an agreement with him to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for his liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act.
  4. The Company has entered into a directors’ and officers’ liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. In the event that the election of Mr. Okuda is approved and he assumes office as Outside Director who is an Audit and Supervisory Committee Member, he will be insured under the insurance contract.

**Proposal No. 5: Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as proposed, the Company will make the transition to a Company with an Audit and Supervisory Committee.

The monthly amount of remuneration for Directors of the Company is not more than 18 million yen, which was approved at the 118th Annual General Meeting of Shareholders held on June 28, 1993, and has remained at that amount to the present. However, in line with the transition to a Company with an Audit and Supervisory Committee, the Company proposes to abolish existing rules on the remuneration amount for Directors and set a new monthly amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) of not more than 18 million yen (of which, up to 2 million yen for Outside Directors).

If this proposal is approved, to be consistent with the approval, the Company will propose to make changes, among others, to the description of recipients from “Directors” to “Directors (excluding Directors who are Audit and Supervisory Committee Members)” in the policy for determining the detailed remuneration, etc. of individual Directors written on page 17 of the Business Report, at a Board of Directors meeting to be held after this General Meeting of Shareholders is concluded.

This proposal intends to determine the remuneration amount in consideration of the Company’s business scale, the scheme of officers’ remuneration and the remuneration levels, the current number of officers, and future developments, etc., and the Company has judged that this proposal is reasonable.

The employee remuneration of Directors concurrently serving as employees shall not be included in the amount of remuneration for Directors.

The current number of Directors is nine (two of which are Outside Directors). If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 2 “Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be eight (two of which are Outside Directors).

This proposal, however, can only take effect after Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.

**Proposal No. 6: Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members**

Subject to the approval and adoption of Proposal No. 1 “Partial Amendment to the Articles of Incorporation” as proposed, the Company will make the transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes to determine the monthly amount of remuneration for Directors who are Audit and Supervisory Committee Members at not more than 3 million yen.

This proposal intends to determine the remuneration amount in consideration of the Company’s business scale, the scheme of officers’ remuneration and the remuneration levels, the current number of officers, and future developments, etc., and the Company has judged that this proposal is reasonable.

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 3 “Election of Three Directors Who Are Audit and Supervisory Committee Members” are approved and adopted as proposed, the number of Directors who are Audit and Supervisory Committee Members will be three.

This proposal, however, can only take effect after Proposal No. 1 “Partial Amendment to the Articles of Incorporation” takes effect.