

The following is an unofficial English translation of the Convocation Notice for the 34th 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 2, 2021

To: Shareholders

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

Convocation Notice for the 34th Ordinary General Meeting of Shareholders

Dear Sirs/Madams:

Notice is hereby given that the 34th Ordinary General Meeting of Shareholders of Central Japan Railway Company (the “Company”) will be held as set forth below.

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 Tuesday, June 22, 2021 (Japan Standard Time (JST)).

Particulars

1. **Date and Time:** Wednesday, June 23, 2021 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 34th fiscal year (from April 1, 2020 to March 31, 2021)
 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: Appropriation of retained earnings




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.

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- The “system to ensure that Directors execute their responsibilities in compliance with relevant laws and regulations and the Articles of Incorporation as well as other systems to ensure that operations are appropriately conducted and the implementation status of such systems” of the business report, the “consolidated statement of changes in net assets” and the “notes to the consolidated financial statements” of the consolidated financial statements, and the “non-consolidated statement of changes in net assets” and the “notes to the non-consolidated financial statements” of the non-consolidated financial statements are posted on the Company’s website (<https://company.jr-central.co.jp/ir/stockholders/operation.html>) pursuant to laws and regulations and Article 16 of the Articles of Incorporation of the Company, and they are not included in the materials attached to this convocation notice. The business report audited by the Audit and Supervisory Board members and the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditors and the Audit and Supervisory Board members are posted on the Company’s website mentioned above in addition to being included in this convocation notice.
- In the event circumstances arise to require that amendments be made to items in the reference materials for the ordinary general meeting of shareholders, the business report, the consolidated financial statements, and the non-consolidated financial statements, such amendments will be made public on the Company’s website (<https://jr-central.co.jp>).
- Please bring this convocation notice to the meeting with you as it will be used as a material for the proceedings.

【Information Regarding Exercise of Voting Rights】

		
In person at the meeting	In writing (postal mail)	Electronically (through the Internet, etc.)
Please submit the enclosed voting form to the receptionist at the entrance of the meeting place.	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 the deadline for exercising voting rights.	Please enter your approval or disapproval for each proposal in accordance with the “Guide to exercising voting rights electronically (through the Internet, etc.)” set forth on this page and the following page no later than the deadline for exercising voting rights.
Date and time	Deadline for exercising voting rights	Deadline for exercising voting rights
June 23, 2021 (Wednesday), 10:00 a.m. (JST)	Your votes must reach the Company no later than June 22, 2021 (Tuesday), 5:30 p.m. (JST)	Your votes must be entered no later than June 22, 2021 (Tuesday), 5:30 p.m. (JST)

【Guide to exercising voting rights electronically (through the Internet, etc.)】

1. Exercising voting rights through the Internet

(1) Method for exercising voting rights

You may exercise voting rights through the Internet by either (1) scanning the QR code (“Smart Voting”) or (2) entering your voting code and the password that is indicated on the voting form. For the details of the procedures thereof, please see the next page.

(2) Handling of passwords

- A password is a means of verifying the identity of a shareholder exercising his/her voting rights. In order to prevent any illegal use of passwords, including illegally accessing the site or manipulating the content of voting selections, a shareholder who uses the site is requested to change his/her password that is indicated on the voting form to a new password that such shareholder establishes at his/her discretion. Once the password is changed, please handle such password with care until the conclusion of this ordinary general meeting of shareholders.
- In order to prevent the unauthorized use of passwords, we will not be able to respond to inquiries about your password by telephone or by other means.
- If you enter an incorrect password for more than a certain number of times, the password will be locked and rendered unusable. If you would like to generate a new password, please follow the instructions on the screen.

(3) Other points to remember

- You will incur provider access fees, telecommunication carrier charges and any other fees that may be required to use the voting website.
- Please note that you cannot exercise your voting rights through the Internet by using a feature phone.

2. Electronic platform for institutional investors to exercise voting rights

As an additional method for exercising voting rights using electronic means at the general meeting of shareholders of the Company other than the method set forth in “1. Exercising voting rights through the Internet” above, any master trust bank or other nominal shareholder (including standing proxies) may use the electronic voting platform for institutional investors operated by a joint venture (ICJ, Inc.) established by the Tokyo Stock Exchange, Inc. and others if a prior application for the use of the platform was made within the prescribed period.

Exercise of voting rights through the Internet			
Scan the website login QR code “Smart Voting”		Enter the voting code and password	
You can exercise your voting rights via the website without entering your “voting code” and “password”.		Voting Website: https://www.web54.net	
1.	Scan the website login QR Code* indicated at the bottom right of the voting form. * “QR Code” is a registered trademark of Denso Wave Incorporated.	1.	Access the Voting Website.
2.	Indicate your approval or disapproval for each proposal by following the instructions displayed on the screen.	2.	Please enter the “voting code” as indicated on the voting form.
Voting rights exercised through “Smart Voting” are valid only once. If you intend to make a correction to the content of your vote after you exercised your voting rights, please access and log in to the dedicated website for PCs, login by entering your “voting code” and the “password” indicated on the voting form and exercise your voting rights again. * By scanning the QR Code again, you will be moved to the dedicated website for PCs.		3.	Please enter the “password” as indicated on the voting form.
		4.	Indicate your approval or disapproval for each proposal by following the instructions displayed on the screen.
For inquiries regarding how to operate your devices such as your personal computer or smartphone to exercise your voting rights, please contact the hotline shown on the right:		Sumitomo Mitsui Trust Bank, Limited Securities Agent Web Support Hotline 0120 (652) 031 (toll-free in Japan) (9:00 a.m. to 9:00 p.m. (JST))	

Reference Materials for the Ordinary General Meeting of Shareholders

Proposal and Referential Matter

Proposal: 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.

Based on such principle, in light of its operating environment and business results, the Company decided to appropriate its retained earnings as below.

Matters concerning year-end dividends

- (1) Type of dividend property
Cash
- (2) 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: 12,805,048,815 yen
- (3) Effective date of dividend of retained earnings
June 24, 2021

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