

***TRANSLATION***

**NOTICE OF THE 36TH ORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

**TO BE HELD IN TOKYO, JAPAN ON JUNE 22, 2023**

*(This is a translation, for information purposes only, of the original Japanese language Notice of the General Meeting of Shareholders which has been dispatched to shareholders in Japan. The financial statements included in this Business Report have been prepared in accordance with the Business Corporation Law and related laws and regulations of Japan.)*

**EAST JAPAN RAILWAY COMPANY**

**TOKYO, JAPAN**

**TRANSLATION**

May 31, 2023

TO OUR SHAREHOLDERS

East Japan Railway Company  
2-2, Yoyogi 2-chome, Shibuya-ku,  
Tokyo Japan

Yuji Fukasawa  
President and CEO

**Notice of Convocation of the 36th Ordinary General Meeting of Shareholders**

This is to inform you that the Company's 36th Ordinary General Meeting of Shareholders will be held as described below.

For convocation of this General Meeting of Shareholders, the Company has adopted the electronic provision of information contained in the Reference Documents, etc. for the General Meeting of Shareholders (Matters concerning Electronic Provision), which is posted on the following websites on the Internet. Please visit either of these websites to confirm the information.

[The Company's website]

<https://www.jreast.co.jp/investor/soukai/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter "East Japan Railway Company" in "Issue name (company name)" or the Company's securities code "9020" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting".)

**WHEN YOU EXERCISE YOUR VOTING RIGHTS IN WRITING OR BY AN ELECTRONIC METHOD (VIA THE INTERNET, ETC.), AFTER EXAMINING THE ATTACHED REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS, PLEASE EXERCISE YOUR VOTING RIGHTS BY NO LATER THAN 6:00 P.M. ON WEDNESDAY, JUNE 21, 2023.**

[Exercise of voting rights in writing]

Please return by mail the form after indicating your votes so that it will arrive at the Company by no later than the above-mentioned deadline.

[Exercise of voting rights by an electronic method (via the Internet, etc.)]

Please read the "Guide to Exercise of Voting Rights" on pages 3 to 4 and follow the instructions on the voting website to exercise your voting rights by the above-mentioned deadline

## PARTICULARS

1. Date: At 10:00 a.m., on Thursday, June 22, 2023

2. Place: Hotel New Otani (The Main)  
4-1, Kioi-cho, Chiyoda-ku, Tokyo, Japan

3. Purpose of the Meeting:

Matters to be reported:

1. Presentation of the Business Report and the Consolidated Financial Statements for the 36th fiscal year from April 1, 2022 through March 31, 2023, and Results of Audit by the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements
2. Presentation of the Non-Consolidated Financial Statements for the 36th fiscal year from April 1, 2022 through March 31, 2023

Matters to be resolved:

Agenda Item No. 1: Proposal for Appropriation of Retained Earnings

Agenda Item No. 2: Partial Amendment to the Articles of Incorporation

Agenda Item No. 3: Election of eleven (11) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Agenda Item No. 4: Election of four (4) Directors Who Are Audit and Supervisory Committee Members

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

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

4. Other Matters concerning Convocation Procedures

(1) If no indication of approval or disapproval is made for each agenda item on the returned Voting Rights Exercise Form, it will be treated as “approved.”

(2) If you exercise voting rights in writing more than once, only the vote in writing having the latest date will be counted.

(3) If you exercise voting rights by an electronic method (via the Internet, etc.) more than once, only the last vote will be counted.

(4) If you exercise voting rights both in writing and by an electronic method (via the Internet, etc.), only the vote submitted by the electronic method (via the Internet, etc.) will be counted.

\* \* \* \* \*

Notes:

\* If you attend the Meeting on the appointed date, please bring the form with you for exercising voting rights and surrender it to the receptionist at the place of the Meeting.

\* Of the Matters concerning Electronic Provision, in accordance with the applicable laws and regulations and Article 16, Paragraph 2 of the Company’s Articles of Incorporation, Major Business, Main Bases, etc., Status of Employees, Items related to the Company’s Shares, Status of Accounting Auditors, and Frameworks for Ensuring Appropriateness of Business Operations and their Status in the Business Report, Consolidated Statement of Changes in Net Assets, Notes to Consolidated Financial Statements, and Non-Consolidated Statement of Changes in Net Assets and Notes to Non-Consolidated Financial Statements shall not be included in this Notice of Convocation. These items are part of the Business Report audited by the Corporate Auditors and the Consolidated and Non-consolidated Financial Statements audited by the Accounting Auditor and the Corporate Auditors.

\* Any revisions to the Matters concerning Electronic Provision shall be posted on the respective websites where they are posted.

\* Matters resolved at the General Meeting of Shareholders will be placed on the Company’s website.

## REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Agenda and Reference Materials

#### Agenda Item No. 1: Proposal for Appropriation of Retained Earnings

Our basic approach to capital policy is to keep shareholders' equity at the level required to maintain and grow operational foundations in a sustainable way while paying stable cash dividends and implementing share repurchases flexibly in light of performance to steadily increase returns to shareholders. We are aiming to realize a total return ratio of 40% and dividend payout ratio of 30% over the medium to long term in accordance with the JR East Group Management Vision "Move Up" 2027.

Based on such policy, we propose to appropriate retained earnings as described below.

For this fiscal year, an interim cash dividend of ¥50 per share was previously paid in December 2022, and a year-end cash dividend of ¥50 per share is proposed.

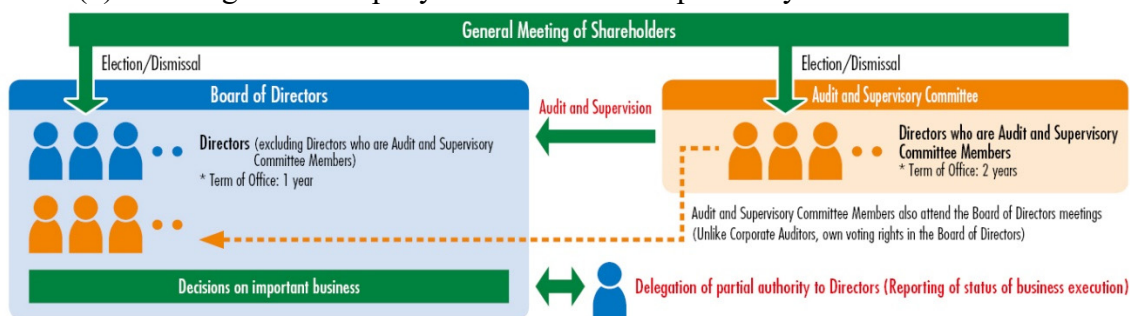
Matters concerning year-end dividend

- (1) Type of dividend  
Cash
- (2) Information regarding allotment of dividend to shareholders (including amount)  
Dividend per share of the Company's common stock: ¥50  
Total amount of dividend paid: ¥18,879,895,300  
Total annual dividend will be ¥100 per share including the interim dividend of ¥50 per share.
- (3) Effective date of dividend  
June 23, 2023

#### Reference Materials common to Agenda Items No. 2 through No. 6

Agenda Items No. 2 (partially excluded) through No. 6, to be proposed at this General Meeting of Shareholders are all related to the Company's transition to a company with Audit and Supervisory Committee. In making these proposals, we would like to show an image of a company with Audit and Supervisory Committee, comparing with a company with Board of Corporate Auditors, and explain the Company's framework after the transition as follows.

#### (1) Image of a company with Audit and Supervisory Committee



(2) Comparison of a company with Audit and Supervisory Committee and Board of Corporate Auditors and the Company's framework after the transition

	A Company with Board of Corporate Auditors (Present Organization)	A Company with Audit and Supervisory Committee (After Change)	
Organization to be changed	Corporate Auditors, Board of Corporate Auditors	Audit and Supervisory Committee	
Election	Election of Directors and Corporate Auditors	Election by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors	Agenda Item No. 2
Term of office	Director: 2 years (1 year for the Company) Corporate Auditors: 4 years	Directors (excluding Directors who are Audit and Supervisory Committee Members): 1 year Directors who are Audit and Supervisory Committee Members: 2 years	
Decisions on important business	No delegation of authority to Directors	Delegation may be made to Directors (excluding Directors who are Audit and Supervisory Committee Members), in whole or in part, except as otherwise provided by law.	
Authority to state opinions on election, etc., and remuneration, etc., of Directors (excluding Directors who are Audit and Supervisory Committee Members)	None	Yes (Audit and Supervisory Committee members appointed by the Audit and Supervisory Committee may state opinions of the Committee at a General Meeting of Shareholders)	
Number of Directors and Corporate Auditors	Directors: 12 (of which, 4 Outside)	Directors (excluding Directors who are Audit and Supervisory Committee Members): 11 (of which, 4 Outside)	Agenda Item No. 3
	Corporate Auditors: 5 (of which, 4 Outside)	Directors who are Audit and Supervisory Committee Members: 4 (of which, 3 Outside)	Agenda Item No. 4
	-	Directors: 15 (of which, 7 Outside)	
The maximum amount of remuneration for Directors	Directors: Up to ¥900 million per year (of which, up to ¥70 million per year for Outside)	Directors (excluding Directors who are Audit and Supervisory Committee Members): Up to ¥900 million per year (of which, up to ¥100 million per year for Outside)	Agenda Item No. 5
	Corporate Auditors: Up to ¥11 million per month	Directors who are Audit and Supervisory Committee Members: Up to ¥140 million per year	Agenda Item No. 6

To enhance corporate governance by expediting decision-making and business execution, strengthening the supervisory function of the Board of Directors, and further increasing corporate value

**Agenda Item No. 2: Partial amendment to the Articles of Incorporation**

1. Reasons for amendment

(1) In order to enhance discussions at Board of Directors meetings regarding important Group management items, such as the Basic Policy and strategies for management of the Group as a whole, the authority to make business execution decisions is will be delegated from the Board of Directors to Executive Directors, with the exception of particularly important items. In order to expedite decision-making and business execution, enhance corporate governance by strengthening the supervisory function of the Board of Directors, and further increase corporate value, the Company proposes to adopt a Company with Audit and Supervisory Committee.

Accompanying this change, the Company proposes to make the necessary changes, including the establishment of new provisions regarding Audit and Supervisory Committee members and the Audit and Supervisory Committee, the deletion of provisions regarding Corporate Auditors and the Board of Corporate Auditors, and the establishment of new provisions regarding delegation of decision of execution of important operations.

These amendments to the Articles of Incorporation will become effective at the conclusion of this General Meeting of Shareholders.

(2) The Company proposes to delete the Special Advisor from Article 25 of the current Articles of Incorporation as the Company has abolished the position of Special Advisor appointed based on such article.

2. Details of amendment

The proposed amendment is as follows:

(Underlines indicate changes)

Current Provisions	Proposed Amendment
Chapter I. General Provisions	Chapter I. General Provisions
Articles 1. to 3. (text omitted)	Articles 1. to 3. (same as present)
(Newly established)	<u>Organs</u> <u>Article 4. The Company shall have, in addition to the General Meeting of Shareholders and Directors, the following organs:</u> <u>(1) Board of Directors</u> <u>(2) Audit and Supervisory Committee</u> <u>(3) Accounting Auditor</u>
Article 4. (text omitted)	Article 5. (same as present)
Chapter II. Shares	Chapter II. Shares
Articles 5. to 9. (text omitted)	Articles 6. to 10. (same as present)
Share Handling Regulations Article 10. The entry or recording in the Company's Shareholder Register and the register of stock acquisition rights, the purchase and sale of shares constituting less than one unit, and any other handling of shares and stock acquisition rights shall be governed by the Share Handling Regulations established by the Board of Directors.	Share Handling Regulations Article 11. The entry or recording in the Company's Shareholder Register and the register of stock acquisition rights, the purchase and sale of shares constituting less than one unit, and any other handling of shares and stock acquisition rights shall be governed by the Share Handling Regulations established by the Board of Directors <u>or by Directors delegated by resolution of the Board of Directors.</u>
Article 11. (text omitted)	Article 12. (same as present)
Shareholder Register Administrator Article 12. (text omitted) 2. Shareholder Register Administrator and the place of business thereof shall be determined by <u>resolution of</u> the Board of Directors, and a public notice shall be given.	Shareholder Register Administrator Article 13. (same as present) 2. Shareholder Register Administrator and the place of business thereof shall be determined by the Board of Directors <u>or Director delegated by resolution of the Board of Directors,</u> and a public notice shall be given.
3. (text omitted)	3. (same as present)
Chapter III. General Meeting of Shareholders	Chapter III. General Meeting of Shareholders
Articles 13. to 19. (text omitted)	Articles 14. to 20. (same as present)

Current Provisions	Proposed Amendment
Chapter IV. Directors and Board of Directors	Chapter IV. Directors and Board of Directors
Number of Directors	Number of Directors
Article <u>20</u> . (text omitted)	Article <u>21</u> . (same as present)
(Newly established)	<u>2. Of the Directors set forth in the preceding paragraph, no more than five (5) Directors shall be Audit and Supervisory Committee members.</u>
Resolution for Election of Directors Article <u>21</u> . Resolutions on the 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.  2. (text omitted)	Resolution for Election of Directors Article <u>22</u> . Resolutions on the election of Directors shall be made <u>separately for Directors who are Audit and Supervisory Committee Members and other Directors</u> , 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.  2. (same as present)
Term of Office of Directors Article <u>22</u> . The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years ending within one (1) year after the election.	Term of Office of Directors Article <u>23</u> . The term of office of Director ( <u>excluding Directors who are Audit and Supervisory Committee Members</u> ) shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years ending within one (1) year after the election of the Director.
(Newly established)	<u>2. The term of office of a Director who is 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 ending within two (2) years after the election of the Director.</u>
(Newly established)	<u>3. The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy shall expire when the term of office of the predecessor expires.</u>
Representative Directors and Executive Directors Article <u>23</u> . The Company shall have one (1) President, selected from among the Directors by resolution of the Board of Directors.	Representative Directors and Executive Directors Article <u>24</u> . The Company shall have one (1) President, selected from among the Directors ( <u>excluding Directors who are Audit and Supervisory Committee members</u> ) by resolution of the Board of



Current Provisions	Proposed Amendment
	Directors.
2.-4. (text omitted)	2.-4. (same as present)
5. In addition to the President, the Board of Directors may, by resolution, select a few Directors to represent the Company.	5. In addition to the President, the Board of Directors may, by resolution, select a few Directors to represent the Company from among the Directors ( <u>excluding Directors who are Audit and Supervisory Board members</u> ).
6.-7. (text omitted)	6.-7. (same as present)
Board of Directors Article <u>24</u> . <u>The Company shall have a Board of Directors.</u>	Board of Directors Article <u>25</u> . (deleted)
<u>2</u> . (text omitted)	(same as present)
<u>3-4</u> (text omitted)	<u>2-3</u> (same as present)
5. Notice of a meeting of the Board of Directors shall be given to each Director and <u>Corporate Auditor</u> at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency and unavoidable circumstances.	4. Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency and unavoidable circumstances.
6. When all Directors agree in writing or by electromagnetic record to the matters to be resolved by the Board of Directors, it shall be deemed that the resolution of the Board of Directors to approve such matter has been passed; <u>provided, however, that this provision shall not apply if the Corporate Auditor objects thereto.</u>	5. When all Directors ( <u>limited to those who may participate in the voting on such matters</u> ) agree in writing or by electromagnetic record to the matters to be resolved by the Board of Directors, it shall be deemed that the resolution of the Board of Directors to approve such matter has been passed.
7. (text omitted)	6. (same as present)
Advisor and <u>Special Advisor</u> Article <u>25</u> . The Company may, by resolution of the Board of Directors, appoint a few Advisors <u>and Special Advisors</u> . 2. The Advisors and <u>Special Advisors</u> shall respond to the President's consultation on general and <u>specific affairs</u> of the Company, respectively.	Advisor Article <u>26</u> . The Company may, by resolution of the Board of Directors, appoint a few Advisors. 2. The Advisors shall respond to the President's consultation on general affairs of the Company.
Article <u>26</u> . (text omitted)	Article <u>27</u> . (same as present)
(Newly established)	<u>Delegation of Important Business Decisions</u> <u>Article 28. Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions of execution of important</u>

Current Provisions	Proposed Amendment
	<u>operations (excluding the items listed in Paragraph 5 of the same article) to the Directors.</u>
<u>Chapter V. Corporate Auditors, Board of Corporate Auditors</u>	<u>Chapter V. Audit and Supervisory Committee</u>
<u>Number of Corporate Auditors</u> <u>Article 27. The Company shall have not more than five (5) Corporate Auditors.</u>	(Deleted)
<u>Resolution for Election of Corporate Auditors</u> <u>Article 28. The provisions of Article 21, Paragraph 1 shall apply mutatis mutandis to Corporate Auditors.</u>	(Deleted)
<u>Term of Office of Corporate Auditors</u> <u>Article 29 The term of office of a Corporate Auditor shall expire at the conclusion of the ordinary general meeting of shareholders for the last business year out of the business years ending within four (4) years after the election of the Corporate Auditor.</u> <u>2 The term of office of a Corporate Auditor elected to fill a vacancy shall expire when the term of office of the predecessor expires.</u>	(Deleted)
<u>Full-time Corporate Auditor</u> <u>Article 30. The Board of Corporate Auditors shall, by its resolution, select a few full-time Corporate Auditors from among the Corporate Auditors.</u>	<u>Full-time Audit and Supervisory Committee Members</u> <u>Article 29. The Audit and Supervisory Committee shall, by its resolution, select a few full-time Audit and Supervisory Committee members from among the Audit and Supervisory Committee members.</u>
<u>Board of Corporate Auditors</u> <u>Article 31. The Company shall have a Board of Corporate Auditors.</u> <u>2. Meetings of the Board of Corporate Auditors shall be convened by each Corporate Auditor.</u> <u>3. Notice of a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency and unavoidable circumstances.</u> <u>4. Other items relating to the Board of Corporate Auditors shall be governed by the Rules of the Board of Corporate Auditors established by the Board of</u>	<u>Audit and Supervisory Committee</u> <u>Article 30. (deleted)</u>  (Deleted)  <u>Notice of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee member at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened in case of emergency and unavoidable circumstances.</u> <u>2. Other items relating to the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory</u>

Current Provisions	Proposed Amendment
<u>Corporate Auditors</u> , unless otherwise provided for by laws and regulations or these Articles of Incorporation.	<u>Committee established by the Audit and Supervisory Committee</u> , unless otherwise provided for by laws and regulations or these Articles of Incorporation.
<u>Agreement on Limitation of Liability of Corporate Auditors</u> <u>Article 32 Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may execute an agreement with Corporate Auditors to limit their liability under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability under such agreement shall be the amount stipulated by law.</u>	(Deleted)
Chapter VI. Accounting Auditor	Chapter VI. Accounting Auditor
<u>Accounting Auditor</u> <u>Article 33. The Company shall have an Accounting Auditor.</u>	(Deleted)
Articles <u>34. to 35.</u> (text omitted)	Articles <u>31. to 32.</u> (same as present)
Chapter VII. Accounting	Chapter VII. Accounting
Articles <u>36. to 38.</u> (text omitted)	Articles <u>33. to 35.</u> (same as present)
(Newly established)	<u>Supplementary Provisions</u> <u>Transitional Measures for Liability Limitation Agreement of Corporate Auditors</u> <u>Regarding the liability limitation agreement already executed with the Corporate Auditors (including former Corporate Auditors) prior to the conclusion of the 36th General Meeting of Shareholders to be held in June 2023, the previous provisions shall continue to apply.</u>

**Agenda Item No. 3: Election of eleven (11) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

If the Agenda Item No. 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will transition to a Company with Audit and Supervisory Committee at the conclusion of this General Meeting of Shareholders, and the terms of office of all twelve (12) Directors will expire.

Accordingly, the Company proposes the election of eleven (11) Directors (excluding Directors who are Audit and Supervisory Committee Members). This Agenda item shall become effective on condition that the amendments to the Articles of Incorporation in Agenda Item No. 2 takes effect. Each candidate shall be as follows:

No. of Candidate	Name	Current Position and Business in Charge at the Company
1.	Tetsuro Tomita Reappointment	Chairman (Director)
2.	Yuji Fukasawa Reappointment	President and CEO (Representative Director)
3.	Yoichi Kise Reappointment	Executive Vice President (Representative Director) Assistant to President, Director General of Marketing Headquarters; In charge of Shinagawa Developments; In charge of Regional Revitalization
4.	Katsumi Ise Reappointment	Executive Vice President (Representative Director) Executive Vice President; Assistant to President; Director General of Innovation Strategy Headquarters
5.	Chiharu Watari Reappointment	Executive Director Director General of Corporate Strategies Headquarters
6.	Atsuko Itoh Reappointment	Executive Director In charge of Audit Department; In charge of Corporate Communication Department of the Corporate Strategies Headquarters; In charge of Corporate & Legal Strategies Department; In charge of Organizational Restructuring
7.	Hitoshi Suzuki New appointment	Senior Executive Officer Deputy Director General of Railway Business Headquarters (Transport & Rolling Stock)
8.	Motoshige Itoh Reappointment Independent Outside	Director
9.	Reiko Amano Reappointment Independent Outside	Director
10.	Hiroko Kawamoto Reappointment Independent Outside	Director

11.

Toshio Iwamoto

Director

Reappointment

Independent

Outside

No. of Candidate	1	<u>Reappointment</u>
Name (Date of Birth)	Tetsuro Tomita (October 10, 1951)	
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1974 Entered Japanese National Railways</p> <p>April 1987 Entered the Company</p> <p>June 1998 General Manager of Life-Style Business Development Headquarters</p> <p>June 2000 Director and General Manager of Management Administration Department, Corporate Planning Headquarters</p> <p>June 2003 Executive Director and Deputy Director General of Corporate Planning Headquarters</p> <p>July 2004 Executive Director and Deputy Director General of Corporate Planning Headquarters and General Manager of IT Business Department, Corporate Planning Headquarters</p> <p>June 2005 Executive Director and Deputy Director General of Corporate Planning Headquarters</p> <p>June 2008 Executive Vice President and Representative Director and Director General of Life-Style Business Development Headquarters</p> <p>June 2009 Executive Vice President and Representative Director and Director General of Corporate Planning Headquarters</p> <p>April 2012 President and Representative Director and Director General of Corporate Planning Headquarters</p> <p>June 2012 President and Representative Director</p> <p>April 2018 Chairman and Director (to present)</p> <p>Important concurrent positions Outside Director of Nippon Steel Corporation Outside Director of Nippon Life Insurance Company Outside Director of ENEOS Holdings, Inc.</p>	
Number of Company Shares owned by Candidate	11,000 shares	
Reason for Selection as Director Candidate	Mr. Tetsuro Tomita has served as President and Representative Director of the Company, taken on a strong leadership role in overall businesses and led the management of the Group over the	

years. Currently he performs his duties as Chairman and Director and is committed to the proper operation of the Board of Directors from the viewpoint of its chairman based on his broad knowledge and experience in corporate management. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.

No. of Candidate	2	<u>Reappointment</u>
Name (Date of Birth)	Yuji Fukasawa (November 1, 1954)	
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1978 Entered Japanese National Railways</p> <p>April 1987 Entered the Company</p> <p>June 2003 General Manager of Investment Planning Department, Corporate Planning Headquarters</p> <p>June 2006 Director and General Manager of Personnel Department and Director of JR East General Education Center</p> <p>June 2008 Executive Director</p> <p>June 2012 Executive Vice President and Representative Director</p> <p>April 2018 President and Representative Director (to present)</p>	
Number of Company Shares owned by Candidate	7,600 share	
Reason for Selection as Director Candidate	<p>As President and Representative Director of the Company, Mr. Yuji Fukasawa has been committed to promoting new growth strategies toward the realization of the Group Management Vision “Move Up” 2027. In order to overcome the significant impact of COVID-19 on the Group’s performance, he has been working to speed up the transformation in line with structural reforms. He also performs his duties by taking on a strong leadership role in organizational restructuring to create new value by advocating integration and collaboration across the Group. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.</p>	

No. of Candidate	3	<u>Reappointment</u>
Name (Date of Birth)	Yoichi Kise (August 26, 1964)	

Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1989 Entered the Company</p> <p>June 2014 General Manager of Personnel Department and Director of JR East General Education Center</p> <p>June 2015 Executive Officer and General Manager of Personnel Department</p> <p>June 2017 Executive Officer and General Manager of Management Planning Department, Corporate Planning Headquarters</p> <p>June 2018 Executive Director and Director General of Corporate Planning Headquarters</p> <p>June 2020 Executive Director and Director General of Life-style Business Development Headquarters</p> <p>June 2021 Executive Vice President and Representative Director; Assistant to President (in general); Director General of Life-style Business Development Headquarters; In charge of Shinagawa Development; In charge of Work &amp; Welfare Strategies Department; In charge of Regional Revitalization</p> <p>June 2022 Executive Vice President and Representative Director; Assistant to President (in general); Director General of Marketing Headquarters; In charge of Shinagawa Development and Regional Revitalization (to present)</p>
Number of Company Shares owned by Candidate	2,200 shares
Reason for Selection as Director Candidate	<p>Mr. Yoichi Kise has primarily been engaged in investment planning, human resources, and corporate planning, and currently serves as Executive Vice President and Representative Director, assisting the President in all aspects of operations. In addition, as Director General of the Marketing Headquarters, launched in June 2022 with the aim of integrating and collaborating the three businesses of transportation services, lifestyle services, and IT/Suica services, he fulfills his responsibilities through his achievements in improving the profitability of existing businesses, strengthening the real estate business through the establishment of REIT investment corporation and collaboration with other companies, promoting community development in the Takanawa area, and creating new value through the promotion of tourism flow using MaaS. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.</p>



No. of Candidate	4	<u>Reappointment</u>
Name (Date of Birth)	Katsumi Ise (February 12, 1965)	
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1988 Entered the Company</p> <p>May 2015 General Manager of Facilities Department, Railway Operations Headquarters</p> <p>June 2015 General Manager of Investment Planning Department, Corporate Planning Headquarters</p> <p>June 2015 Executive Officer and General Manager of Investment Planning Department, Corporate Planning Headquarters</p> <p>June 2016 Executive Officer and General Manager of Facilities Department, Railway Operations Headquarters</p> <p>June 2018 Senior Executive Officer</p> <p>June 2021 Executive Vice President and Representative Director; Assistant to President (in general); Director General of Technology Innovation Headquarters</p> <p>June 2022 Executive Vice President and Representative Director; Assistant to President (in general); Director General of Innovation Strategy Headquarters (to present)</p>	
Number of Company Shares owned by Candidate	1,300 share	
Reason for Selection as Director Candidate	<p>Mr. Katsumi Ise has been mainly engaged in railway facility maintenance and investment planning, and currently serves as Executive Vice President and Representative Director, assisting the President and Representative Director in all aspects of operations. In addition, as Director General of Innovation Strategy Headquarters, he fulfills his responsibilities by promoting the Company's DX strategy, improving the level of information security, and furthermore, by achieving results in technological innovation for the next generation and in the development of digital human resources development through the Innovation College, etc. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.</p>	

No. of Candidate	5	<u>Reappointment</u>
Name (Date of Birth)	Chiharu Watari (January 30, 1963)	

Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1988 Entered the Company</p> <p>June 2013 General Manager of Administration Department</p> <p>June 2013 General Manager of Transport Safety Department, Railway Operations Headquarters</p> <p>June 2014 Executive Officer and General Manager of Transport Safety Department, Railway Operations Headquarters</p> <p>June 2016 Executive Officer and General Manager of Yokohama Branch Office</p> <p>June 2018 Director and Deputy Director General of Corporate Planning Headquarters of Hokkaido Railway Company</p> <p>June 2020 Managing Director and Director General of Corporate Planning Headquarters</p> <p>June 2022 Managing Director and Director General of Corporate Strategies Headquarters (to present)</p>		
Number of Company Shares owned by Candidate	1,500 shares		
Reason for Selection as Director Candidate	Mr. Chiharu Watari has been mainly engaged in safety and stable transportation in the railway business, and in general affairs, and has also been responsible for regional railway operations as General Manager of Yokohama Branch Office. Currently, as Executive Director and Director General of Corporate Strategies Headquarters, he fulfills his responsibilities by promoting Group management and addressing various management issues in order to realize the Group Management Vision “Move Up” 2027. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.		
No. of Candidate	6 <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>Reappointment</td></tr><tr><td>Woman</td></tr></table>	Reappointment	Woman
Reappointment			
Woman			
Name (Date of Birth)	Atsuko Itoh (November 15, 1966)		
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1990 Entered the Company</p> <p>June 2016 General Manager of Management Planning Department, Corporate Planning Headquarters</p> <p>June 2018 Executive Officer and General Manager of Finance Department</p>		

	June 2020 Executive Officer and General Manager of Management Planning Department, Corporate Planning Headquarters
	June 2021 Managing Director
	June 2022 Managing Director in charge of Audit Department; In charge of Corporate Communication Department of the Corporate Strategies Headquarters; In charge of Corporate & Legal Strategies Department; In charge of Organizational Restructuring (to present)
Number of Company Shares owned by Candidate	4,171 shares
Reason for Selection as Director Candidate	Ms. Atsuko Itoh has been mainly engaged in finance and corporate planning, and is currently fulfilling her responsibilities as Managing Director by strengthening the management structure through reorganization of the head office, branch offices, and frontline offices, and promoting compliance and risk management through strategic dissemination of information and conducting audits consistently. She is suitable as a Director based on her execution capability, sound judgment and insight necessary for company management as she is highly acquainted with all aspects of the business.
No. of Candidate	7 <span style="border: 1px solid black; padding: 0 2px;">New</span>
Name (Date of Birth)	Hitoshi Suzuki (October 19, 1963)
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	April 1988 Entered the Company June 2018 Executive Officer and General Manager of Transport & Rolling Stock Department, Railway Business Headquarters June 2021 Managing Executive Officer June 2022 Managing Executive Officer; Deputy Director General of Railway Business Headquarters (Transport & Rolling Stock) (to present)
Number of Company Shares owned by Candidate	559 shares
Reason for Selection as Director Candidate	Mr. Hitoshi Suzuki has been mainly engaged in transport and rolling stock business of railway operations. As Managing Executive Officer, he fulfills his current responsibilities by improving the level of safety and stable transportation, establishing transportation schedules that meet the needs of customers and the communities, and promoting new train

operations such as conductorless operations and automated operations, as well as restructuring frontline offices related to train crews and rolling stocks. He is suitable as a Director based on his execution capability, sound judgment and insight necessary for company management as he is highly acquainted with all aspects of the business.

No. of Candidate	8	<table border="1" style="border-collapse: collapse; width: 100%;"> <tr> <td style="padding: 2px;">Reappointment</td> </tr> <tr> <td style="padding: 2px;">Independent</td> </tr> <tr> <td style="padding: 2px;">Outside</td> </tr> </table>	Reappointment	Independent	Outside
Reappointment					
Independent					
Outside					
Name (Date of Birth)	Motoshige Itoh (December 19, 1951)				
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>December 1993 Professor of the University of Tokyo, Faculty of Economics</p> <p>April 1996 Professor of the University of Tokyo, Graduate School of Economics</p> <p>October 2007 Dean of the University of Tokyo, Graduate School of Economics and Faculty of Economics</p> <p>June 2015 Director of the Company (to present)</p> <p>April 2016 Professor of Gakushuin University, Faculty of International Social Sciences</p> <p>Important concurrent positions:            Outside Director of Hagoromo Foods Corporation            Outside Director (Audit and Supervisory Board Member) of Shizuoka Financial Group, Inc.            Outside Director of Sumitomo Chemical Company, Limited            Outside Director of JX Nippon Mining &amp; Metals Corporation</p>				
Number of Company Shares owned by Candidate	0 shares				
Tenure of Outside Director	8 years				
Reason for Selection as Outside Director Candidate and Expected Roles	<p>Mr. Motoshige Itoh has experience as professor at the University of Tokyo and Gakushuin University, and Dean of the Graduate School of Economics and Faculty of Economics of the University of Tokyo. He is suitable as an outside Director based on his sound judgment and insight necessary for company management and his ability to supervise and advise on the Company's management. If he is elected, he will continue to perform a supervisory function on overall business operations based on his broad experience and academic expertise on international economy, and as a member of the Personnel Deliberation Committee and the Remuneration Deliberation Committee, ensure suitability of director candidates and objectivity and transparency of the process with respect to personnel matters concerning the Company's directors, and ensure</p>				

Matters Concerning Independence

objectivity and transparency of the remuneration determination process for the Company’s directors.

Mr. Motoshige Itoh satisfies the Company’s “Criteria for Independence of Outside Officers,” and the Company has designated him as an independent officer as stipulated by the listed stock exchanges. If his appointment is approved, he will continue to be an independent officer.

He has worked at the University of Tokyo (National University Corporation, the University of Tokyo) to which the Company makes donation and with which the Company has a transactional relationship, but for the last three (3) fiscal years the amount of donation and other payments to such corporation has been no more than 2% of the annual total income of such corporation and the payment from such corporation to the Company has been no more than 2% of the annual consolidated net sales of the Company. Also, he has worked at Gakushuin University (The Gakushuin School Corporation) with which the Company has a transactional relationship, but for the last three (3) fiscal years the payment from such corporation to the Company has been no more than 2% of the annual consolidated net sales of the Company.

No. of Candidate

9

Reappointment
Independent
Outside
Woman

Name (Date of Birth)

Reiko Amano (January 21, 1954)

Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions

April 1980  
Entered Kajima Corporation

April 2005  
Senior Manager of Technology Development Department Civil Engineering Management Division

April 2011  
General Manager of Intellectual Property and License Department

February 2014  
Advisor of Intellectual Property and License Department

September 2014  
Retired Kajima Corporation

October 2014  
Councilor of Research Center for Reinforcement of Resilience Function, National Research Institute for Earth Science and Disaster Resilience

April 2015  
Auditor of National Institute for Environmental Studies

April 2016  
Executive Director of National Research Institute for Earth Science and Disaster Resilience

June 2016

Director of the Company (to present)

September 2019

Auditor of Japan Atomic Energy Agency

Important concurrent positions:

Outside Director of Yokogawa Bridge Holdings Corp.

Number of Company Shares owned by Candidate

0 shares

Tenure of Outside Director

7 years

Reason for Selection as Outside Director Candidate and Expected Roles

Ms. Reiko Amano held important offices at Kajima Corporation, National Research Institute for Earth Science and Disaster Resilience, National Institute for Environmental Studies and Japan Atomic Energy Agency. She is suitable as an outside Director based on her sound judgment and insight necessary for company management and her ability to supervise and advise on the Company's management.

If she is elected, she will continue to perform a supervisory function on overall business operations based on her broad experience and expertise on technological innovation, disaster prevention and intellectual property strategies, and as a member of the Personnel Deliberation Committee and the Remuneration Deliberation Committee, ensure suitability of director candidates and objectivity and transparency of the process with respect to personnel matters concerning the Company's directors, and ensure objectivity and transparency of the remuneration determination process for the Company's directors.

Matters Concerning Independence

Ms. Reiko Amano satisfies the Company's "Criteria for Independence of Outside Officers," and the Company has appointed her as an independent officer as stipulated by the stock exchanges on which the Company is listed on. If her appointment is approved, she will continue to be an independent officer. She has worked at Kajima Corporation with which the Company has a transactional relationship, but for the last three (3) fiscal years the volume of business has been no more than 2% of the annual consolidated net sales of both companies. Also she has worked as executive director at the National Research Institute for Earth Science and Disaster Resilience with which the Company has a transactional relationship, but for the last three (3) fiscal years the payment from the Company to such corporation has been no more than 2% of the Institute's total annual revenue. She has worked at National Institute for Environmental Studies, but there is no relationship to be disclosed between each of these entities and the Company for the last three (3) fiscal years. In addition, she has worked at Japan Atomic Energy Agency, but there is no relationship to be disclosed between each of these entities and the Company for the last three (3) fiscal years.

No. of Candidate	10	<table border="1"> <tr><td>Reappointment</td></tr> <tr><td>Independent</td></tr> <tr><td>Outside</td></tr> <tr><td>Woman</td></tr> </table>	Reappointment	Independent	Outside	Woman
Reappointment						
Independent						
Outside						
Woman						
Name (Date of Birth)	Hiroko Kawamoto (February 13, 1957)					
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>July 1979 Entered ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2013 Director and Executive Officer; Deputy Director of Operating Division; General Manager of Inflight Services Center</p> <p>April 2014 Executive Director and Executive Officer; In charge of Women's Promotion; Deputy Director of Operating Division; General Manager of Inflight Services Center</p> <p>April 2015 Executive Director and Executive Officer; In charge of Women's Promotion; In charge of ANA Brand Inflight Services Division</p> <p>January 2016 Managing Director and Executive Officer; In charge of Women's Promotion and ANA Brand Inflight Services Division; Deputy Head of Tokyo Olympics and Paralympics Promotion Headquarters</p> <p>April 2016 Director and Senior Executive Officer; In charge of Women's Promotion of ANA Group; Promotion Officer for the Tokyo Olympic and Paralympic Games</p> <p>April 2017 Vice President and Representative Director of ANA Strategic Research Institute Co., Ltd.</p> <p>April 2020 Chairman and Director of ANA Strategic Research Institute Co., Ltd.</p> <p>June 2020 Director of the Company (to present)</p> <p>April 2021 Special Advisor of ANA Strategic Research Institute Co., Ltd.</p> <p>Important concurrent positions: Outside Director of Sumitomo Mitsui Trust Holdings, Inc. Outside Director of RENAISSANCE INCORPORATED Outside Director of Canon Marketing Japan Inc.</p>					
Number of Company Shares owned by Candidate	0 shares					
Tenure of Outside Director	3 years					
Reason for Selection as	Ms. Hiroko Kawamoto held important offices at ALL NIPPON					

Outside Director Candidate and Expected Roles	AIRWAYS CO., LTD. and ANA Strategic Research Institute Co., Ltd. She is suitable as an outside Director based on her sound judgment and insight necessary for company management and her ability to supervise and advise on the Company's management. If she is elected, she will perform a supervisory function on overall business operations based on her broad experience and expertise on customer service and diversity promotion, and as a member of the Personnel Deliberation Committee and the Remuneration Deliberation Committee, ensure suitability of director candidates and objectivity and transparency of the process with respect to personnel matters concerning the Company's directors, and ensure objectivity and transparency of the remuneration determination process for the Company's directors.				
Matters Concerning Independence	Ms. Hiroko Kawamoto satisfies the Company's "Criteria for Independence of Outside Officers," and the Company has appointed her as an independent officer as stipulated by the stock exchanges on which the Company is listed on. If her appointment is approved, she will continue to be an independent officer. She has worked at ALL NIPPON AIRWAYS CO., LTD. with which the Company has a transactional relationship, but for the last three (3) fiscal years the volume of business has been no more than 2% of the annual consolidated net sales of both companies. She has worked at ANA Strategic Research Institute Co., Ltd., but there is no relationship to be disclosed between the said company and the Company for the last three (3) fiscal years.				
No. of Candidate	11	<table border="1" style="border-collapse: collapse; width: 100%;"> <tr> <td style="padding: 2px;">Reappointment</td> </tr> <tr> <td style="padding: 2px;">Independent</td> </tr> <tr> <td style="padding: 2px;">Outside</td> </tr> </table>	Reappointment	Independent	Outside
Reappointment					
Independent					
Outside					
Name (Date of Birth)	Toshio Iwamoto (January 5, 1953)				
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1976 Entered Nippon Telegraph and Telephone Public Corporation</p> <p>June 2004 Director; Head of Payment Solution Sector of NTT DATA Corporation</p> <p>June 2007 Director, Executive Vice President; Head of Financial Business Sector</p> <p>June 2008 Director, Executive Vice President; In charge of Financial Business</p> <p>June 2009 Representative Director, Senior Executive Vice President</p> <p>June 2012 Representative Director, President and Chief Executive Officer</p> <p>June 2018 Advisor of NTT DATA Corporation (to present)</p>				



June 2022  
Director of the Company (to present)

Important concurrent positions:  
Advisor of NTT DATA Corporation  
Outside Corporate Auditor of IHI Corporation  
Outside Director of Daiwa Securities Group Inc.

Number of Company  
Shares owned by  
Candidate

0 shares

Tenure of Outside  
Director

1 year

Reason for Selection as  
Outside Director  
Candidate and Expected  
Roles

Mr. Toshio Iwamoto held important offices including Representative Director, President and Chief Executive Officer at NTT DATA Corporation. He is suitable as an outside Director based on his sound judgment and insight necessary for company management and his ability to supervise and advise on the Company's management.

If he is elected, he will continue to perform a supervisory function on overall business operations based on his broad experience and expertise on company management leading IT and other technology areas and global businesses, and as the Chair of the Personnel Deliberation Committee and Remuneration Deliberation Committee, ensure the suitability of director candidates and objectivity and transparency of the process with respect to personnel matters concerning the Company's directors, and ensure the objectivity and transparency of the remuneration determination process for the Company's directors.

Matters Concerning  
Independence

The Company has designated Mr. Toshio Iwamoto as an independent officer as stipulated by the stock exchanges on which the Company is listed on. If his appointment is approved, he will continue to be an independent officer.

He has been working at NTT DATA Corporation with which the Company has a transactional relationship, but for the last three (3) fiscal years the volume of business has been no more than 2% of the annual consolidated net sales of both companies.

Notes:

1. There is no special interest between the Company and these candidates.
2. Mr. Motoshige Itoh, Ms. Reiko Amano, Ms. Hiroko Kawamoto and Mr. Toshio Iwamoto are Outside Director candidates.

Although Mr. Motoshige Itoh and Ms. Reiko Amano have not engaged in company management, we believe that they can perform duties as outside Directors based on "Reason for Selection as Outside Director Candidate" stated above.

3. The Company has executed agreements with four (4) candidates, Mr.

Motoshige Itoh, Ms. Reiko Amano, Ms. Hiroko Kawamoto and Mr. Toshio Iwamoto, to limit their liability as provided for in Article 423, Paragraph 1 of the Companies Act. The maximum amount of such liability under such agreement shall be the amount stipulated by laws and regulations. If the election of the four (4) candidates is approved, the Company intends to continue such agreement with them.

4. The Company has executed a directors and officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers the legal costs and damages incurred by the insured, including the Company's Directors, due to third-party lawsuits and shareholder derivative lawsuits; excluding in the event the Company pursues liability for damages against the insured. The insurance premiums are fully borne by the Company and the agreement is renewed annually. If each candidate is elected as Director, he or she will be the insured under this insurance agreement.

**Agenda Item No. 4: Election of four (4) Directors Who Are Audit and Supervisory Committee Members**

If the Agenda Item No. 2 "Partial Amendment to the Articles of Incorporation" is approved as proposed, the Company will transition to a company with Audit and Supervisory Committee.

Accordingly, the Company proposes the election of four (4) Directors who are Audit and Supervisory Committee Members. In addition, consent for this Agenda item has been obtained from the Board of Corporate Auditors. This Agenda item shall become effective on condition that the amendments to the Articles of Incorporation in Agenda Item No. 2 takes effect. Each candidate shall be as follows:

No. of Candidate	Name	Current Position at the Company
1.	Takashi Kinoshita New appointment Independent Outside	Full-time Corporate Auditor
2.	Masaki Ogata New appointment	-
3.	Kimitaka Mori New appointment Independent Outside	Corporate Auditor
4.	Hiroshi Koike New appointment Independent Outside	Corporate Auditor

No. of Candidate	1	New Independent Outside
Name (Date of Birth)	Takashi Kinoshita (December 23, 1961)	
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1985 Joined the National Police Agency</p> <p>August 2010 Chief of Iwate Police Headquarters</p> <p>February 2012 Director General of Organized Crime Department, Tokyo Metropolitan Police</p> <p>April 2013 Director of Public Safety Division, Security Bureau, National Police Agency</p> <p>January 2014 Director of Security Planning Division, Security Bureau</p> <p>August 2014 Director General of Organized Crime Department, Criminal Investigation Bureau</p> <p>August 2016 Chief of Fukuoka Police Headquarters</p> <p>September 2017 Director General of Criminal Investigation Bureau</p> <p>August 2018 Retired Criminal Investigation Bureau</p> <p>June 2019 Full-time Corporate Auditor of the Company (to present)</p>	
Number of Company Shares owned by Candidate	0 shares	

Reason for Selection as Outside Director Candidate Who Is an Audit and Supervisory Committee Member and Expected Roles	<p>Mr. Takashi Kinoshita has served in various key positions in the National Police Agency, equipped with the judgment and insight required for auditing the execution of business operations. We believe that he is qualified for the position of director as a member of the Audit and Supervisory Committee based on his experience as an outside corporate auditor of the Company, where he worked to strengthen governance by auditing the overall execution of business operations. If he is elected, we believe that he will utilize his abundant insight and knowledge gained thus far as well as his auditing experience at the Company to carry out audits and supervision of the overall execution of business operations as Audit and Supervisory Committee Member.</p>
Matters Concerning Independence	<p>Mr. Takashi Kinoshita satisfies the “Criteria for Independence of Outside Officers” established by the Company, and if his appointment is approved, the Company intends to designate him as an independent officer as stipulated by the listed stock exchanges.</p> <p>Although he has worked at the National Police Agency and there are transactions between the police-related agencies and the Company, payments from each agency to the Company in the three (3) immediately preceding fiscal years accounted for less than 2% of the Company’s annual consolidated net sales.</p>
No. of Candidate	2 <span style="border: 1px solid black; padding: 2px;">New</span>
Name (Date of Birth)	Masaki Ogata (February 16, 1952)
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1974 Entered Japanese National Railways</p> <p>April 1987 Entered the Company</p> <p>June 1998 General Manager of Transport Safety Department, Railway Business Headquarters</p> <p>June 2000 General Manager of Corporate Communications Department</p> <p>June 2002 Director, General Manager of Transport &amp; Rolling Stock Department, Railway Business Headquarters</p> <p>June 2004 Managing Director, Deputy Director General of Railway Business Headquarters</p> <p>June 2006 Managing Director, Director General of IT Business Headquarters, Deputy Director General of Railway Business Headquarters</p> <p>July 2007 Managing Director, Director General of IT &amp; Suica Business Headquarters, Deputy Director General of Railway Business</p>

Headquarters  
 June 2008  
 Executive Vice President and Representative Director; Director General of Railway Business Headquarters; Director General of IT & Suica Business Headquarters  
 June 2009  
 Executive Vice President and Representative Director; Director General of Railway Business Headquarters  
 June 2010  
 Executive Vice President and Representative Director  
 June 2011  
 Vice Chairman and Director  
 June 2012  
 Vice Chairman and Director in charge of technology (in general) and international affairs (in general)  
 June 2020  
 Retired Vice Chairman and Director

Important concurrent positions:  
 Auditor of The Norinchukin Bank

Number of Company Shares owned by Candidate 10,500 shares

Reason for Selection as Director Candidate Who Is an Audit and Supervisory Committee Member  
 Mr. Masaki Ogata has served as Vice Chairman of the Board of Directors of the Company and in other key positions in the Company's railway business divisions, etc. and outside the Company as chairman of the International Union of Public Transport, equipped with the judgment and insight required for auditing the execution of business operations. We believe that he is qualified for the position of director as a member of the Audit and Supervisory Committee, because of his overall knowledge of the company's operations, including his achievements in raising the level of safety and stable transportation in the railway business, technological innovation, and overseas business fields.

No. of Candidate 3

New
Independent
Outside

Name (Date of Birth) Kimitaka Mori (June 30, 1957)

Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions  
 April 1980  
 Joined Shinwa Audit Corporation (now KPMG AZSA LLC)  
 June 2000  
 Representative Partner of Asahi & Co. (now KPMG AZSA LLC)  
 June 2004  
 Head of Financial Service, AZSA & Co. (now KPMG AZSA LLC)

	<p>June 2006 Director of Head Office</p> <p>July 2011 KPMG AZSA LLC Chairman of KPMG Financial Service Japan</p> <p>June 2013 Retired from KPMG AZSA LLC</p> <p>July 2013 Chairman of the Japanese Institute of Certified Public Accountants</p> <p>July 2013 Established Mori Certified Public Accountant Office Head of the office (to present)</p> <p>June 2017 Corporate Auditor of the Company (to present)</p> <p>Important concurrent positions Certified Public Accountant Outside Director of Japan Exchange Group, Inc. Outside Corporate Auditor of Mitsui &amp; Co. Outside Director of Sumitomo Life Insurance Company</p>
Number of Company Shares owned by Candidate	100 shares
Reason for Selection as Outside Director Candidate Who Is an Audit and Supervisory Committee Member and Expected Roles	<p>Mr. Kimitaka Mori has been engaged in corporate audits as a certified public accountant for many years, equipped with the judgment and insight required for auditing the execution of business operations from a professional standpoint regarding corporate finance and accounting. We believe that he is qualified for the position of director as a member of the Audit and Supervisory Committee based on his experience as an outside corporate auditor of the Company, where he worked to strengthen governance by auditing the overall execution of business operations. If he is elected, we believe that he will utilize his abundant insight and knowledge gained thus far as well as his auditing experience at the Company to carry out audits and supervision of the overall execution of business operations as Audit and Supervisory Committee Member.</p>
Matters Concerning Independence	<p>Mr. Kimitaka Mori satisfies the “Criteria for Independence of Outside Officers” established by the Company, and if his appointment is approved, the Company intends to designate him as an independent officer as stipulated by the listed stock exchanges.</p> <p>Although he has worked at KPMG AZSA LLC, the Company’s external accounting auditor, the total amount of remuneration paid by the Company to this audit firm for audit certification services and non-audit services in the three (3) immediately preceding fiscal years was less than 2% of the firm’s total annual revenue.</p>

No. of Candidate	4	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Independent</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Outside</div>
Name (Date of Birth)	Hiroshi Koike (July 3, 1951)	
Brief Personal History, Positions and Responsibilities, and Important Concurrent Positions	<p>April 1977 Assistant Judge of the Osaka District Court</p> <p>August 2004 Judge of the Tokyo District Court (Presiding Judge)</p> <p>January 2006 Director General of Financial Bureau, General Secretariat of the Supreme Court</p> <p>July 2010 Chief Judge of the Mito District Court</p> <p>March 2012 Judge of the Tokyo High Court (Presiding Judge)</p> <p>July 2013 Chief Judge of the Tokyo District Court</p> <p>April 2014 President of the Tokyo High Court</p> <p>April 2015 Justice of the Supreme Court</p> <p>July 2021 Retired from the Supreme Court</p> <p>June 2022 Corporate Auditor of the Company (to present)</p>	
Number of Company Shares owned by Candidate	0 shares	
Reason for Selection as Outside Director Candidate Who Is an Audit and Supervisory Committee Member and Expected Roles	<p>Mr. Hiroshi Koike has extensive experience and achievements in the legal profession, including in public administration, equipped with the judgment and insight required for auditing the execution of business operations. We believe that he is qualified for the position of director as a member of the Audit and Supervisory Committee based on his experience as an outside corporate auditor of the Company, where he worked to strengthen governance by auditing the overall execution of business operations. If he is elected, we believe that he will utilize his abundant insight and knowledge gained thus far as well as his auditing experience at the Company to carry out audits and supervision of the overall execution of business operations as Audit and Supervisory Committee Member.</p>	
Matters Concerning Independence	<p>Mr. Hiroshi Koike satisfies the “Criteria for Independence of Outside Officers” established by the Company, and if his appointment is approved, the Company intends to designate him as an independent officer as stipulated by the listed stock exchanges. He has worked at courts with which the Company has no relationship that needs to be disclosed for the last three (3) fiscal years.</p>	

Notes:

1. There is no special interest between the Company and these candidates.
2. Mr. Takashi Kinoshita, Mr. Kimitaka Mori and Mr. Hiroshi Koike are the candidates for Outside Director.

Although the three candidates have not engaged in the company management, we believe that they can perform duties as an outside Director based on “Reason for Selection as Outside Director Candidate Who Is an Audit and Supervisory Committee Member” stated above.

3. The Company has executed agreements with Mr. Takashi Kinoshita, Mr. Kimitaka Mori and Mr. Hiroshi Koike to limit their liability as provided for in Article 423, Paragraph 1 of the Companies Act. The maximum amount of such liability under such agreement shall be the amount stipulated by laws and regulations. If the election of the three candidates is approved, the Company intends to continue such agreement with them. If Mr. Masaki Ogata is elected, the Company intends to execute such agreement with him.

4. The Company has executed a directors and officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers the legal costs and damages incurred by the insured, including the Company’s Directors, due to third-party lawsuits and shareholder derivative lawsuits; excluding in the event the Company pursues liability for damages against the insured. The insurance premiums are fully borne by the Company and the agreement is renewed annually. If each candidate is elected as Director, he will be the insured under this insurance agreement.



(Reference)

Major Skills Held by each Director candidate

Major skills held by and areas especially expected of each Director candidate are as follows.

Name	Company management and business strategy	Realization of an inclusive society and promotion of ESG management	Finance and accounting	Development of personnel and creation of job satisfaction	Compliance and risk management	Legal	Technology innovation and DX (digital transformation)	Global business	Transportation services and safety	Lifestyle services, creating cities and offering new lifestyles	IT, <i>Suica</i> service and MaaS	Regional revitalization
Tetsuro Tomita	•	•	•	•	•			•	•	•	•	•
Yuji Fukasawa	•	•	•	•	•			•	•	•	•	•
Yoichi Kise	•	•	•	•	•			•		•	•	•
Katsumi Ise	•		•	•	•		•	•	•		•	
Chiharu Watari	•	•	•	•	•		•		•			•
Atsuko Itoh	•	•	•	•	•							•
Hitoshi Suzuki	•			•	•		•		•			
Motoshige Itoh	•	•	•	•	•		•	•		•		
Reiko Amano	•	•		•	•		•		•			
Hiroko Kawamoto	•	•		•	•				•			
Toshio Iwamoto	•	•	•	•	•		•	•			•	
Takashi Kinoshita (Audit and Supervisory Committee Member)		•		•	•				•			

Masaki Ogata (Audit and Supervisory Committee Member)	•	•		•	•		•	•	•		•	•
Kimitaka Mori (Audit and Supervisory Committee Member)	•	•	•	•	•							
Hiroshi Koike (Audit and Supervisory Committee Member)		•	•	•	•	•						

Note: The above table does not represent all expertise and experience of each Director candidate.

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

If the Agenda Item No. 2 “Partial Amendment to the Articles of Incorporation” is approved as proposed, the Company will transition to a company with Audit and Supervisory Committee.

The amount of remuneration for directors of the Company was resolved at the 29th General Meeting of Shareholders held on June 23, 2016 to be no more than ¥900 million per year (including ¥70 million per year for outside directors), and is currently set at this amount. In order to allow the Company to flexibly respond to an increase in the number of outside directors from the viewpoint of strengthening governance, the Company proposes to abolish this provision and newly set the amount of remuneration for directors (excluding Directors who are Audit and Supervisory Committee Members) at no more than ¥900 million per year (including no more than ¥100 million per year for outside directors).

This Agenda item was resolved by the Board of Directors comprehensively considering the size of the Company’s business, the current executive remuneration system and its payment level, as well as the need for the Company to be able to respond flexibly to future demand for stronger governance, etc., and based on the report from the Remuneration Deliberation Committee, which the Company believes to be an appropriate decision.

In addition, if this Agenda item is approved, the Company plans to change the policy for determining the content of remuneration, etc. for individual directors, as described on page 46 and below, to increase the proportion of performance-linked remuneration for directors (excluding directors who are Audit and Supervisory Committee Members and outside directors).

As in the past, the amount of such remuneration will not include the employee’s portion of salaries of directors who serve concurrently as employees of the Company. The current number of directors is 12 (including 4 outside directors), but if Agenda Items No. 2 and No. 3, “Election of 11 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members),” are approved, the number of directors (excluding Directors who are Audit and Supervisory Committee Members) in relation to this Agenda will be 11 (including 4 outside directors).

This Agenda item shall become effective on condition that the amendments to the Articles of Incorporation in Agenda Item No. 2 takes effect.

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

If the Agenda Item No. 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will transition to a company with Audit and Supervisory Committee.

Accordingly, the Company proposes to set the amount of remuneration for directors who are Audit and Supervisory Committee Members at no more than ¥140 million per year.

This Agenda item was determined comprehensively considering the responsibilities to be fulfilled by Audit and Supervisory Committee members in the governance of the Company and the need for the Company to be able to respond flexibly to future demand for stronger governance, etc., which the Company believes to be an appropriate decision.

If Agenda Items No. 2 and No. 4, “Election of 4 Directors Who are Audit and Supervisory Committee Members,” are approved, the number of directors who are Audit and Supervisory Committee Members in relation to this Agenda will be 4.

This Agenda item shall become effective on condition that the amendments to the Articles of Incorporation in Agenda Item No. 2 takes effect.

## BUSINESS REPORT

For the fiscal year from April 1, 2022 through March 31, 2023

### I. Matters concerning Current Status of the Group

#### 1. Business Progress and Results

##### (1) Initiatives to Realize Group Management Vision “Move Up” 2027

With the aim of realizing “Move Up” 2027, the Group will pursue efforts to “Enhancement of Profitability: Restructuring of our Growth and Innovation Strategy,” “Fundamental Strengthening of Management Culture: Structural Reform,” “Promotion of Strategies for Growth Foundation,” and “Practice of ESG management,” while continuing to position “Safety” at the top of its management priorities.

##### ○ Safety is Our Top Priority

The Group will further refine our safe and stable transportation and earn deeper trust from customers and communities, which is fundamental to the Group’s entire operations. In addition, each employee will work while being cognizant of the nature of his or her duties and proactively address risks, and we will devote our resources to reducing disaster-related risks given the increasing severity of natural disasters in recent years. Through these efforts, the Group will minimize the risk of occurrence of major accidents and will aim to achieve zero accidents involving passenger injuries or fatalities and zero accidents involving employee fatalities. In addition, the Group will promote initiatives to reform service quality, including preventing the spread of impact on our customers in the event of abnormalities.

The Group will also expand and accelerate installation of automatic platform gates and other features by using the fare system established by the government in March 2023 to make train stations barrier-free.

##### ○ Enhancing Profitability (Restructuring our Growth and Innovation Strategy/innovation strategies)

With the keywords “post-COVID” and “inbound,” seizing the recovery in travel momentum and transportation demand, the Group will launch new products and services that match the changes in lifestyles of people and venture into new fields taking advantage of the Group’s strengths, in order to create new profit streams.

Construction for the introduction of upgraded cars on the Chuo Rapid Line and new train cars will be promoted, and full-scale construction of the Haneda Airport Access Line (tentative name) will commence in fiscal 2023 with the aim of opening in fiscal 2031. To create services that integrate the three businesses, we will provide more attentive services to customers in response to demand, increase sales of “Hakobyn,” attract inbound customers through overseas promotions, develop MaaS using “Tabi-CONNECT” in various areas, strengthen the product lineup at “JRE MALL,” and further expand “STATION WORK.” In addition, we will accelerate our aggressive strategy, including the development of various attractive urban areas such as “TAKANAWA GATEWAY CITY” and rotational business model in the real estate segment.

- Fundamental Strengthening of Management Culture: (Foundation: Structural Reform)

The Group will aim for a flexible cost structure for the sustainable operation of its railway business into the future. In order to do so, the Group will work to reduce fixed operation costs by for example using new technologies such as automated operation and smart maintenance, streamlining equipment, and revising work processes through technology development that utilizes ideas of front-line employees.

Like the “off-peak commuter pass” service introduced in March 2023, the Group will conduct review to achieve more flexible management of the fundamentals for the operation of the railway business, such as train fare systems and train schedules, based on how services are used. At the same time, for local lines, we will advance discussions with local municipalities, etc. in areas alongside the railway lines to establish sustainable transportation systems.

Moreover, the Company is restructuring its organization with the aim of flexibly responding to the rapidly changing business environment and enhancing management structure through the improvement of each employee’s motivation for work and the improvement of productivity. We will promote the transfer of authority and integration among systems or between frontline offices and planning departments in order to create value and solve problems more speedily and at locations closer to customers, while expanding the fields for our employees’ success.

- Promotion of Strategies for Growth Foundation

The Group will clarify the strategies such as those related to human resources, innovation and intellectual property, and finance and investment that form the foundation of our efforts, and work as one towards the realization of the vision. Regarding human resource strategy, the Group will establish a system where its employees’ bold challenges are rewarded and improve their well-being. In order to drastically reform our business structure, we will aim for human capital management that accelerates management strategy by utilizing internal talented people and securing external talented people in our focused and growth areas.

In addition, regarding innovation and intellectual property strategies, the Group will promote strategic acquisition and utilization of intellectual property in each business. It will do so while promoting business creation and operational efficiency with digital transformation (DX) such as technology development that uses internal and external technologies and insights, etc. and business improvement and value creation that uses digital technology.

Furthermore, regarding finance and investment strategies, the Group will pursue consolidated cash flow management based on a medium- to long-term perspective, while further promoting the system that enables front-line employees to come up with ideas and be creative.

- Practice of ESG Management

From the environment, social, and governance perspectives, the Group will pursue ESG management and make efforts to contribute to the sustainable development of local

communities by solving social issues through its businesses. At the same time, the Group will also promote efforts geared toward achieving the Sustainable Development Goals (SDGs).

With respect to the environment, the Group will pursue reducing CO<sub>2</sub> emissions by fiscal 2030 to zero in the Tohoku Region toward “Zero Carbon Challenge 2050.” With respect to regional revitalization, the Group will promote a range of initiatives, including opening of new stations, town-building centered around regional core stations, and promoting sixtriary industrialization, i.e., diversification by primary producers, to stimulate local economies. In addition, for the purpose of further expediting decision-making and business execution, as well as strengthening the supervisory function of the Board of Directors, the Company will shift to a “Company with an Audit and Supervisory Committee,” subject to approval at the 36th Ordinary General Meeting of Shareholders.

By steadily promoting these strategies to create economic value, and by making efforts to solve social issues through our business to contribute to the development of local communities, the Group will enhance the trust our customers and our local communities place in us, and aim for a sustainable group that continuously provides value to the world.

## **(2) Overview**

In the consolidated fiscal year ended March 31, 2023, despite signs of gradual recovery, the Japanese economy remained sluggish due to the effects of COVID-19, rising prices of goods and services, supply constraints, changes in the financial and capital markets, and other factors.

In light of this situation, under Speed Up “Move Up” 2027 announced in September 2020 as a policy tailored to the post-COVID-19 society, the JR East Group worked to enhance profitability, fundamentally strengthen our management culture, and implement ESG management, thereby accelerating our progress toward the achievement of “Move Up” 2027, our Group management vision, while positioning “Safety” as the top management priority. Aiming to achieve “the best in safety,” the Group united as one group based on the “Group Safety Plan 2023” toward the enhancement and innovation of “safety conduct” and “safety management” by each employee through initiatives such as the reforming of rules and systems in view of large-scale disasters and other new risks and focusing on “what is working well.” The Group also promoted the installation of safety equipment that actively leverages new technologies, including the introduction of vehicles for replacement of utility poles in fiscal 2022 to implement anti-earthquake measures for utility poles of Shinkansen.

With respect to “enhancing profitability (restructuring our growth and innovation strategies),” while the business environment surrounding the railway business is becoming increasingly severe, aiming to stimulate demand for travel and transportation, the Group launched various initiatives in connection with the “RAILWAY 150th Anniversary” and “SHINKANSEN YEAR 2022” projects including by utilizing ideas from field operation employees. In addition, under our belief that diversification of lifestyles presents a significant opportunity, the Group reestablished its growth and innovation strategies, combined physical networks, an area of the Group’s strength, with digital technologies, and worked to propose new lifestyles and take on the challenge of entering new fields through initiatives such as advancing digitization, ticketless services and promotion of startup businesses.

On “fundamentally strengthening our management culture (reforming our corporate structure),” the Group implemented initiatives to improve productivity, such as the expansion of conductorless operations, the promotion of automated operation technology, and the acceleration of digital transformation (DX) including through smart maintenance. Furthermore, in order to create a sustainable JR East Group since June 2022, the Group forged ahead with the three reforms of operational reform, working style reform, and worksite reform to enhance the job satisfaction of all Group employees, while advancing the restructuring of the JR East organization. As of March 31, 2023, “inter-organizational projects” are under way at a total of 34 locations, where our staff members across departments and organizations exercise their creativity and work close to customers in facing and resolving issues regarding their respective areas or lines.

With regards to “implementing ESG management,” the Group formulated the “Energy Vision 2027 - Connect” in July 2022 as our energy strategy for the future, and with a view to achieving net zero CO2 emissions for the entire Group by fiscal 2051, we introduced energy-saving equipment for stations, and trains and promoted energy-saving operations, as well as the development of renewable energy sources such as wind power and solar power. Also, aiming to realize regional revitalization through co-creation with communities, the Group promoted various initiatives, including community development centered on regional core stations in Iwaki, Aomori and Niigata, expanding service areas of multi-function regional IC cards in Yamagata and Hirosaki, and the opening of new stations on the Keiyo Line and the Tazawako Line. We will continue to make Group-wide efforts with the aim of realizing our management vision “Move Up” 2027.

During the fiscal year under review, operating revenues increased by 21.6% from the previous year to ¥2,405.5 billion, due mainly to revenue increases in all segments, which were attributable to the recovery from the impact of COVID-19. As a result of such increase in operating revenues, we recorded operating profit of ¥140.6 billion (operating loss of ¥153.9 billion in fiscal 2022), ordinary profit of ¥110.9 billion (ordinary loss of ¥179.5 billion in fiscal 2022), and profit attributable to owners of parent of ¥99.2 billion (loss attributable to owners of parent of ¥94.9 billion in fiscal 2022).

### **(3) Segment Information**

#### **(a) Transportation**

In the Transportation segment, JR East made concerted Group-wide efforts to enforce rigorous measures in response to COVID-19 while ensuring the provision of safe and reliable transportation and high-quality services.

As a result, operating revenues in the Transportation segment increased by 26.1%, to ¥1,680.3 billion, due mainly to increases in passenger revenues, which were attributable to the recovery from the impact of COVID-19, as well as the change in the timing of recording liabilities relating to Suica in revenues, and operating loss was ¥24.0 billion (operating loss of ¥285.3 billion in fiscal 2022).

#### **(b) Retail & Services**

In the Retail & Services segment, JR East pressed forward with the “Beyond Stations” concept to transform railway stations from transportation hubs to



lifestyle platforms designed to connect people, things, and experiences.

As a result, operating revenues in the Retail & Services segment increased by 16.4%, to ¥363.5 billion, due mainly to a 6 increase in the sales at stores in stations, and operating income increased by 149.9%, to ¥35.2 billion.

### (c) Real Estate & Hotels

In the Real Estate & Hotels segment, JR East proceeded with the lifestyle development (town development) such as development of large-scale terminal stations and in line-side areas and enhanced the appeal of local towns and communities.

As a result, operating revenues in the Real Estate & Hotels segment increased by 9.1%, to ¥409.7 billion, due mainly to an increase in the sales at hotels and shopping centers, and operating income increased by 3.5%, to ¥111.5 billion.

### (d) Others

In the Others segment, JR East promoted measures such as the enhancement of the MaaS Platform, which realizes seamless and stress-free mobility, and further expanded the scope of use of *Suica*.

As a result, operating revenues in the Others segment increased by 7.0%, to ¥223.1 billion, due mainly to an increase in the sales from the credit card business, and operating income increased by 47.9%, to ¥17.2 billion.

### (e) Financial Results by Segment

Financial results by segment of the Group for this fiscal year are as set forth below.

(Billions of yen)

	Transportation	Retail & Services	Real Estate & Hotels	Others	Total	Adjusted amount	Amount on Consolidated Statements of Income
Operating revenues							
Outside customers	16,185	3,278	3,822	769	24,055	-	24,055
Inside group	617	357	275	1,462	2,712	(2,712)	-
Total	16,803	3,635	4,097	2,231	26,768	(2,712)	24,055
Segment income (loss)	(240)	352	1,115	172	1,399	6	1,406

Note: The Company applies the Accounting Standard for Disclosures about Segments of an Enterprise and Related Information (Accounting Standards Board of Japan Statement No. 17, June 30, 2010) and the Guidance on Accounting Standard for Disclosures about Segments of an Enterprise and Related Information (Accounting Standards Board of Japan Guidance No. 20, March 21, 2008). The operating income (loss) of each segment of the Company corresponds to the segment income (loss) under the said Accounting Standard and Guidance.

## (4) Challenges

### 1. Basic Management Policies (Group Philosophy)

We will earn the trust of our customers as a whole group by aiming for ultimate safety levels as our top priority.

We will strengthen our network capabilities focusing on technologies and information, and we are committed to helping our customers and people in communities to realize affluent lives.

## 2. Changes to the Business Environment

Although we expect that COVID-19 will subside to a certain extent, people in Japan and abroad will become more active, and customer usage will steadily recover in the future, the level of usage will not fully return to what it was prior to COVID-19 due to the transformation in people's lifestyles. In addition, there are concerns about risks such as rising prices and interest rates, supply constraints, and fluctuations in the financial and capital markets.

In addition, over the medium to long term, Japan's population is anticipated to further decline and age. At the same time, significant changes to the business environment are expected, including automated operation and other technological innovations as well as changes in globalization.

Further, as more than 36 years have passed since its establishment, the Group faces various changes, including changes to railway systems and the rapid transition to the next generation of employees.

## 3. Medium-Term Management Strategies

The Group had been managing its operations in line with the "Move Up" 2027 management vision in anticipation of changes to its business environment, but in September 2020, based on our belief that customer use of railways will not return to the pre-COVID-19 level, the Group announced Speed Up "Move Up" 2027, a policy tailored to the post-COVID-19 society. In addition to steadily implementing various measures, we will accelerate our progress toward the realization of "Move Up" 2027, especially in fiscal 2023, by making a major mode change to an aggressive stance and working to create new value.

The Group will combine physical networks, an area of the Group's strength, and digital technologies. In conjunction, the Group will evolve the railway-centered business model by placing greater emphasis on people and work to reform our corporate structure.

In addition, we will work to create value by integrating the three businesses of transportation services, lifestyle services, and IT & *Suica* services, and transform our business portfolio by proactively allocating management resources to businesses with large growth potential. Through these efforts, we aim to achieve a ratio of 5:5 as soon as possible between the "Mobility Business" centered on railroads and "Lifestyle Solutions Business" for our customers.

## 4. Management Benchmarks

In our Group management vision "Move Up" 2027, we had set numerical targets for fiscal 2025, but considering the subsequent changes in the management environment, which

changed rapidly with COVID-19, the following new numerical targets were set for fiscal 2027 in April 2023. We will continue to work as a unified Group to achieve our goals.

		Fiscal 2027 Targets	Fiscal 2022 April Plan	Fiscal 2022 Actual	Fiscal 2022 Actual/Plan
Consolidated operating revenues		¥3,276.0 billion	¥2,453.0 billion	¥2,405.5 billion	98.1%
Mobility	Transportation	¥2,019.0 billion	¥1,675.0 billion	¥1,618.5 billion	96.6%
Lifestyle Solutions	Retail & Services	¥654.0 billion	¥353.0 billion	¥327.8 billion	92.9%
	Real Estate & Hotels	¥507.0 billion	¥353.0 billion	¥382.2 billion	108.3%
	Others	¥96.0 billion	¥72.0 billion	¥76.9 billion	106.8%
Consolidated operating profit (loss)		¥410.0 billion	¥153.0 billion	¥140.6 billion	91.9%
Mobility	Transportation	¥178.0 billion	¥10.0 billion	¥(24) billion	—
Lifestyle Solutions	Retail & Services	¥80.0 billion	¥50.0 billion	¥35.2 billion	70.6%
	Real Estate & Hotels	¥124.0 billion	¥80.0 billion	¥111.5 billion	139.5%
	Others	¥30.0 billion	¥15.0 billion	¥17.2 billion	114.8%
Adjusted amount		¥(2.0) billion	¥(2.0) billion	¥0.6 billion	—
Consolidated operating cash flow		(Total amount in 5 years *1) ¥3,800.0 billion	—	¥581.7 billion	—
Consolidated ROA		About 4.0%	—	1.5%	—
Net interest-bearing debt / EBITDA		(*2) (Mid-term) About 5 times (Long-term) About 3.5 times	—	8.6 times	—

Notes: 1. Total amount covering from fiscal 2023 to fiscal 2027

2. Net interest-bearing debt means Balance of consolidated interest-bearing debt minus Balance of consolidated cash and cash equivalents  
EBITDA means Consolidated operating profit plus Consolidated depreciation expense

## 2. Capital Investment

We made capital investments with a focus on safe and stable transportation, improvement of station services, reduction in maintenance cost, increase in profitability and other tasks. The total amount of capital investment during the fiscal year under review was ¥554.7 billion. Major investments are as described below:

### (1) Major Construction Projects Completed

- (a) Transportation
- Installation of automatic platform gates (7 stations)
  - Construction to prepare for large-scale earthquakes (reinforcement of approximately 1,000 pillars of the elevated railway tracks, etc.)
  - Installation of tactile paving tiles on the platform edge with markings showing non-track side (14 stations)

- Installations of elevators  
(15 stations, total of 27 elevators)
  - New construction of rolling stock for the Shinkansen (79 cars)
  - New construction of commuter train rolling stock for the Tokyo metropolitan area (157 cars)
  - New construction of Makuhari-Toyosuna Station
  - New construction of outbound platform of Musashi-Kosugi Station on the Yokosuka Line
  - Improvement of Iidabashi Station
- (b) Real Estate & Hotels
- Development of Iwaki Station South Exit

## **(2) Major Construction Projects in Progress**

- (a) Transportation
- Installation of the Automatic Train Stop system (ATS-P) (Ohu Main Line, etc.)
  - Installation of automatic platform gates (Omiya Station, etc.)
  - Construction to prepare for large-scale earthquakes
  - Installations of elevators
  - New construction of rolling stock for the Shinkansen (Tohoku Shinkansen Line, Yamagata Shinkansen Line)
  - New construction of commuter train rolling stock for the Tokyo metropolitan area (Yokosuka Line, Sobu Line Rapid Service, etc.)
  - Installation of monitors on Shinkansen bogies
  - Construction to introduce ATACS to major line segments in the Tokyo metropolitan area
  - New construction of approaching line in Fukushima Station

- Construction for conductorless operations in major line segments in the Tokyo metropolitan area
- Construction of ground equipment with the aim of increasing train speeds between Morioka Station and Shin-Aomori Station on the Tohoku Shinkansen Line
- Renovation of passage, new station facility and development of station building at Nakano Station
- Construction work accompanying the introduction of green cars on the Chuo Rapid Line, etc.
- Improvement of Shibuya Station and construction of free passageway
- Improvement of Ochanomizu Station
- Renovation of passage and station facility above the bridge at Hamamatsucho Station north exit
- Renovation of station facility and station building at Shinagawa Station north exit
- New construction of station facility above the bridge at Shibuya Station south exit
- Improvement of Tokaido Line Shinbashi Station
- Renovation and construction of station building at Matsudo Station
- Construction of continuous elevated railroad around Jujo Station
- Renovation of east-west free passage at Tokyo Station south section

(b) Retail & Services

- Development under the elevated railway tracks at Niigata Station
- Development under the elevated railway tracks north of Sendai Station

(c) Real Estate & Hotels

- Development of the area in front of Makuhari Toyosuna Station (tentative name)
- Development of Aomori Station East Exit Station Building
- Development of MEGURO MARC
- Construction of Shin-koiwa Station South Exit Building (tentative name)
- Construction of SHIBUYA SCRAMBLE SQUARE
- TAKANAWA GATEWAY CITY

### 3. Fund Raising

We issued bonds and borrowed long-term loans mainly to use the funds to prepare for the impact of COVID-19 and for redemption of interest-bearing debts, as detailed below.

	Amount	Details
Bonds	¥544.1 billion	Domestic straight bonds: ¥182.0 billion Euro EUR bonds: ¥362.1 billion
Long-term loans	¥174.5 billion	
Total	¥718.6 billion	

#### 4. Changes in Assets and Profit (Loss)

(Billions of yen, except per share amount)

	33rd Fiscal Year (April 2019 to March 2020)	34th Fiscal Year (April 2020 to March 2021)	35th Fiscal Year (April 2021 to March 2022)	36th Fiscal Year (April 2022 to March 2023)
Operating revenues	2,946.6	1,764.5	1,978.9	2,405.5
Ordinary income (loss)	339.5	(579.7)	(179.5)	110.9
Profit (Loss) attributable to owners of parent	198.4	(577.9)	(94.9)	99.2
Earnings (Loss) per share	524 yen	(1,531) yen	(251) yen	263 yen
Total assets	8,537.0	8,916.4	9,091.4	9,351.8
Net assets	3,173.4	2,557.3	2,418.1	2,497.7

#### 5. Principal Subsidiaries (As of March 31, 2023)

##### (1) Principal Subsidiaries

Name of subsidiary	Stated capital (Millions of yen)	Percentage of voting rights held by the Company (%)	Principal business
Viewcard Co., Ltd.	5,000	100.0	Credit card services
JR East Cross Station Co., Ltd.	4,101	100.0	Retail, restaurant, and shopping center operation business
JR BUS KANTO CO., LTD.	4,000	100.0	Passenger bus transport services
Japan Transport Engineering Company	3,100	100.0	Railcar manufacturing operations
TOKYO MONORAIL CO., LTD.	3,000	79.0	Monorail transport services
LUMINE Co., Ltd.	2,375	95.1	Shopping center operations
Sendai Terminal Building Co., Ltd.	1,800	99.5 (2.9)	Hotel and shopping center operation business
atré Co., Ltd.	1,630	92.1 (0.6)	Shopping center operations

East Japan Marketing & Communications, Inc.	1,550	100.0	Advertising and publicity
JR East Urban Development Corporation	1,450	100.0	Shopping center operations and retail sales
JR East Information Systems Company	500	100.0	Information processing
NIPPON HOTEL Co., Ltd.	500	100.0	Hotel operations
JR EAST TOHOKU SOUGOU SERVICE Co., Ltd.	490	100.0	Retail sales and station operations
JR East Building Co., Ltd.	480	100.0	Office building lease
JR East Rail Car Technology & Maintenance Co., LTD.	200	100.0	Railcar maintenance operations
JR East Environment Access Co., Ltd.	120	100.0	Cleaning services
JR East Mechatronics Co., Ltd.	100	100.0	Maintenance services and IC card services
JR East Station Service Co., Ltd.	50	100.0	Station operations
JR East Facility Management Co., Ltd.	50	100.0	Building maintenance

Notes: 1. The percentage of voting rights in parentheses represents shares held indirectly by the Company and is included in the “Percentage of voting rights held by the Company.”

2. JR East Building Co., Ltd. changed its trade name to JR East Building Co., Ltd. on June 1, 2022 (no change to the English name).

## (2) Progress in and Results of Group Activities During this Fiscal Year

At the end of fiscal year under review, the Company had 69 consolidated subsidiaries, including 19 principal subsidiaries described above, and 11 affiliated companies accounted for by the equity method. There is no change for the consolidated subsidiaries in the fiscal year under review. In addition, five equity method affiliates have been added in the fiscal year under review: TOTETSU KOGYO CO., LTD., Daiichi Kensetsu Corporation, TEKKEN CORPORATION, SENKEN KOGYO CO., LTD. and KOTSUKENSETSU CORPORATION.

Consolidated operating revenues for this fiscal year amounted to ¥2,405.5 billion, an increase of 21.6% compared with the previous fiscal year. Profit attributable to owners of parent

amounted ¥99.2 billion, compared with the loss attributable to owners of parent of ¥94.9 billion for the previous fiscal year.

**6. Principal Lenders** (As of March 31, 2023)

Name of lender	Borrowings outstanding (Millions of yen)
Mizuho Bank, Ltd.	216,600
MUFG Bank, Ltd.	198,000
Sumitomo Mitsui Banking Corporation	187,800
Nippon Life Insurance Company	70,500
Sumitomo Life Insurance Company	59,500
Meiji Yasuda Life Insurance Company	32,000
The Dai-ichi Life Insurance Company, Limited	24,000
The Norinchukin Bank	19,000
Joyo Bank, Ltd.	15,200



## II. Items concerning Directors and Corporate Auditors

### 1. Directors and Corporate Auditors (As of March 31, 2023)

Position and Name		Responsibility and Important Concurrent Position, etc.
Chairman	Tetsuro Tomita	Outside Director of Nippon Steel Corporation, Nippon Life Insurance Company and ENEOS Holding, Inc.
President and CEO (Representative Director)	Yuji Fukasawa	
Executive Vice President (Representative Director)	Yoichi Kise	Assistant to President, Director General of Marketing Headquarters; In charge of Shinagawa Developments; In charge of Regional Revitalization
Executive Vice President (Representative Director)	Katsumi Ise	Assistant to President, Director General of Innovation Strategy Headquarters
Executive Vice President (Representative Director)	Totaro Ichikawa	Assistant to President, Director General of Railway Business Headquarters, Chief Safety Officer
Executive Director	Atsushi Ouchi	Deputy Director General of Innovation Strategy Headquarters; Deputy Director General of Railway Business Headquarters (Electrical); In charge of Energy Strategies; Outside Director of NIPPON DENSETSU KOGYO CO., LTD.
Executive Director	Atsuko Itoh	In charge of Audit Department; In charge of Corporate Communication Department of the Corporate Strategies Headquarters; In charge of Corporate & Legal Strategies Department; In charge of Organizational Restructuring
Executive Director	Chiharu Watari	Director General of Corporate Strategies Headquarters
Director	Motoshige Itoh	Outside Director of Hagoromo Foods Corporation; Outside Director of The Shizuoka Financial Group, Inc. (Audit and Supervisory Committee Member); Outside Director of Sumitomo Chemical Company; Outside Director of Limited and JX Nippon Mining & Metals Corporation
Director	Reiko Amano	Outside Director of Yokogawa Bridge Holdings Corp.
Director	Hiroko Kawamoto	Special Adviser of ANA Strategic Research Institute Co., Ltd.; Outside

Director	Toshio Iwamoto	Director of Sumitomo Mitsui Trust Holdings, Inc.; Outside Director of RENAISSANCE INCORPORATED; Outside Director of Canon Marketing Japan Inc. Advisor of NTT Data Corporation; Outside Corporate Auditor of IHI Corporation; Outside Director of Daiwa Securities Group Inc.
Full-time Corporate Auditor	Keiji Takiguchi	
Full-time Corporate Auditor	Takashi Kinoshita	
Corporate Auditor	Kimitaka Mori	Certified public accountant; Outside Director of Japan Exchange Group, Inc.; Outside Corporate Auditor of MITSUI & CO., LTD.; Outside Director of Sumitomo Life Insurance Company
Corporate Auditor	Nobuyuki Hashiguchi	
Corporate Auditor	Hiroshi Koike	

---

Notes:

1. Directors Motoshige Itoh, Reiko Amano, Hiroko Kawamoto, and Toshio Iwamoto are outside directors. Full-time Corporate Auditors, Keiji Takiguchi and Takashi Kinoshita, and Corporate Auditors, Kimitaka Mori and Hiroshi Koike, are outside corporate auditors. The Company designates all of them as independent directors and corporate auditors as stipulated by the stock exchanges.

2. Director Motoshige Itoh retired from Corporate Auditor of Hagoromo Foods Corporation as of June 29, 2022. He also retired from Director of The Shizuoka Bank, Ltd. as of October 2, 2022. Director Motoshige Itoh concurrently serves an outside director of Hagoromo Foods Corporation, The Shizuoka Financial Group, Inc. (Audit and Supervisory Committee Member), Sumitomo Chemical Company, Limited, and JX Nippon Mining & Metals Corporation, and there is no relationship required to be disclosed between the four companies and the Company.

3. Director Reiko Amano retired from office of Auditor-secretary of Japan Atomic Energy Agency as of August 31, 2022, and there is no relationship required to be disclosed between the Agency and the Company. In addition, Director Amano concurrently serves as an outside director of Yokogawa Bridge Holdings Corp., and there is no relationship that is required to be disclosed between that company and the Company.

4. Director Hiroko Kawamoto retired from office of Special Advisor of ANA Strategic Research Institute Co., Ltd. as of March 31, 2023, and there is no relationship required to be disclosed between the Institute and the Company.

Director Kawamoto concurrently serves as an outside director of Sumitomo Mitsui Trust Holdings, Inc., RENAISSANCE INCORPORATED and Canon Marketing Japan Inc., and there is no relationship that is required to be disclosed between the three companies and the Company.

5. Director Motoshige Itoh concurrently serves as an advisor of NTT Data Corporation, an outside corporate auditor of IHI Corporation and an outside director of Daiwa Securities Group, and there is no relationship required to be disclosed between the three companies and the Company.

6. Corporate Auditor Kimitaka Mori is a certified public accountant and has considerable knowledge of finance and accounting. Corporate Auditor Mori concurrently serves as an outside director of Japan Exchange Group, Inc. and an outside corporate auditor of MITSUI & CO., LTD.; there is no relationship that is required to be disclosed between these companies and the Company. He concurrently serves as also an outside director of Sumitomo Life Insurance Company, from which the Company borrows funds.

7. Corporate Auditor Seishi Kanetsuki retired as of the conclusion of the 35th Ordinary General Meeting of Shareholders held on June 22, 2022.

## **2. Overview of the Agreement on Limitation of Liability**

In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has executed agreements with Directors who are not executive directors, etc. as defined under the Companies Act and Corporate Auditors to limit their liability as provided in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under such agreement is the amount stipulated by law.

## **3. Overview, etc. of Directors and Officers Liability Insurance Agreement**

In accordance with Article 430-3, Paragraph 1 of the Companies Act, the Company has executed a directors and officers liability insurance agreement with an insurance company. The scope of the insured under the insurance agreement is the Company's Directors, Corporate Auditors, Executive Officers, employee managers and retired directors and officers, including those newly appointed during the period of insurance. The insurance agreement covers the legal costs and damages incurred by the insured due to third-party lawsuits and shareholder derivative lawsuits. The insurance premiums are fully borne by the Company and the agreement is renewed annually. In order to ensure that the appropriateness of the execution of duties by the insured is not impaired, the insurance agreement has a disclaimer in the event the Company pursues liability for damages against the insured.

#### 4. Remuneration, etc. of Directors and Corporate Auditors

(1) Total amount of remuneration, etc. of Directors and Corporate Auditors

Title	Total amount of remuneration, etc. (millions of yen)	Total amount of remuneration, etc. by type (millions of yen)		No. of eligible officers
		Basic remuneration	Performance-based remuneration	
Directors	521	407	113	13
Corporate Auditor	99	99	-	6
Total	620	507	113	19

Notes:

1. The maximum amount of remuneration to Directors was established to be ¥900 million per year (including ¥70 million to outside Directors) pursuant to a resolution adopted at the 29th Ordinary General Meeting of Shareholders held on June 23, 2016. As of the conclusion of this General Meeting of Shareholders, the number of Directors is 16 (including three (3) outside directors).

2. The maximum amount of remuneration to Corporate Auditors was established to be ¥11 million per month pursuant to a resolution adopted at the 17th Ordinary General Meeting of Shareholders held on June 23, 2004. As of the conclusion of this General Meeting of Shareholders, the number of Corporate Auditors is five (5) (including four (4) outside corporate auditors).

3. The amount of basic remuneration includes the amount paid to one (1) Director and one (1) Corporate Auditor who retired at the conclusion of the 35th Ordinary General Meeting of Shareholders held on June 22, 2022.

4. The total amount of remuneration, etc. includes ¥144 million to nine (9) outside Directors and Corporate Auditors, including one (1) person who retired at the 35th Ordinary General Meeting of Shareholders held on June 22, 2022.

5. In light of the impact of COVID-19 on the business results, the Company's Directors (excluding outside directors) voluntarily returned 10% or 20% of their basic remuneration from April to July 2022. Also, remuneration to Full-time Corporate Auditors was reduced by 10% from the basic amount as determined by the Board of Corporate Auditors. The amount of basic remuneration in the above table includes the amount voluntarily returned and reduced.

(2) Policy for determining the remuneration, etc. for each director

i) Method of determining the policy regarding details of remuneration, etc. for each director

The policy for determining details of remuneration, etc. for each director was resolved at a meeting of the Board of Directors held on February 17, 2021.

ii) Overview of decision policy contents

A. Basic policy

The Company pays basic remuneration to non-outside directors based on their positions as compensation for the execution of daily business operations within the limits of remuneration resolved at the General Meeting of Shareholders. The Company also pays performance-based remuneration based on business results, dividends to shareholders, and the level of contribution of such directors toward achieving the business results for the fiscal year and the Medium-Term Management Vision. The Company does not pay performance-based remuneration to outside directors in light of their responsibilities, but provides basic remuneration as compensation for the execution of duties within the limits of remuneration resolved at the General Meeting of Shareholders.

B. Matters concerning determination of remuneration, etc. for each director

Decisions on the amount of remuneration for each director (basic remuneration and performance-based remuneration) are entrusted to the President and CEO upon resolution of the Board of Directors. From the viewpoint of ensuring transparency and fairness in determining the amount of remuneration for directors, the President and CEO who is delegated by the Board of Directors, consults in advance with the Remuneration Deliberation Committee, an advisory organization of the Board of Directors composed of independent outside directors and other directors, and makes decisions based on reports from the Remuneration Deliberation Committee.

C. Policy on determination of basic remuneration

The basic remuneration for the Company's directors is a fixed monthly remuneration and determined by taking into account the duties of directors according to their positions and the business characteristics of the Company.

D. Policy on determination of performance-linked remuneration, etc.

For performance-linked remuneration, in addition to evaluating the results of each director's performance during the fiscal year, the Company evaluates operating results of the current fiscal year including operating income and profit and shareholder returns, given that a strong business characteristic of its divisions are that they collaborate with one another. Also, given that our business characteristic is that we require a long period from the planning stage to the achievement of results, the Company evaluates the level of contribution toward achieving the Group Management Vision and other indicators in a comprehensive manner and reflects these results in the calculation of remuneration. In evaluating the performance, the President and CEO confirms the results and contribution of relevant directors by conducting interviews to set targets aimed at achieving the annual plan and the Group Management Vision and follow-up interviews to track progress.

Performance-linked remuneration is paid at a certain time each year as cash

remuneration, and The Company does not pay non-monetary remuneration.

E. Policy on determination of the remuneration ratio (basic remuneration and performance-linked remuneration) for each director

The ratio of basic remuneration and performance-linked remuneration for non-outside directors is approximately 4:1, except for the variable portion due to the performance of each director, so that the performance-linked remuneration accounts for a certain percentage of the total remuneration. Of these, performance-linked remuneration will be adjusted within the range of 30% (addition) to 40% (subtraction) of the base amount for each director's position, depending on the director's performance and other factors. In addition, the Company may make further deductions in light of various factors related to the Company's operation, including business results for the fiscal year and the forecast of business results for the next fiscal year.

iii) Reasons for the Board of Directors to determine that details of remuneration, etc. for each director for the fiscal year are in accordance with the policy

The Remuneration Deliberation Committee provides a report after confirming that the details of remuneration, etc. for each director are consistent with the policy. The Board of Directors generally respect such a report, and is of the view that details of remuneration, etc. for each director are in accordance with the policy.

(3) Indicators for performance-based remuneration, etc., reasons for their adoption, and results

In addition to evaluating the results of each directors' performance during the fiscal year the Company comprehensively evaluates the performance and reflects the results in the calculation of the amount of remuneration with indicators, such as the "operating income, profit, and other management results" and "shareholder returns," in light of the business characteristics that involve a strong element of cooperation among all divisions and "contribution to the achievement of the Group Management Vision "Move Up" 2027" in light of the business characteristics that require a long period of time from the planning stage to the achievement of results. In evaluating the performance, the President and CEO confirms the results and contribution of relevant directors by conducting interviews to set targets aimed at achieving the annual plan and the Group Management Vision "Move Up" 2027 and follow-up interviews to track progress.

Performance-linked remuneration is paid as cash remuneration at a certain time each year. For the evaluation of performance, although we entered black figures in the 36th Fiscal Period (FY2022), performances targets were not achieved. Following evaluations that were carried out after strictly taking into account these results, performance-linked remuneration for the 36th Fiscal Period (FY2022) was adjusted, based on a comprehensive evaluation by adding each director's contribution toward achieving the Group Management Vision "Move Up" 2027 and other indicators.

The Company does not pay non-monetary remuneration.

(4) Matters concerning delegation of determination of remuneration, etc. for each director

In evaluating the performance of directors, the President and CEO confirms their results and contribution by conducting interviews to set targets aimed at achieving the annual plan and the Group Management Vision “Move Up” 2027 and tracing interviews. Accordingly, the determination of the remuneration for each director has been resolved by the Board of Directors, subject to the discretion of Yuji Fukazawa, President and CEO. For this fiscal year, it was resolved at the meeting of the Board of Directors held on June 22, 2022 to delegate the determination of the amount of remuneration for each director to the President and CEO. Moreover, from the viewpoint of ensuring transparency and fairness in determining the amount of remuneration for directors, the President and CEO who is delegated by the Board of Directors, consults in advance with the Remuneration Deliberation Committee, an advisory organization of the Board of Directors composed of independent outside directors and other directors, and makes decisions based on reports from the Remuneration Deliberation Committee.

## 5. Principal Activities of Outside Directors and Outside Corporate Auditors, and Summary of Duties Performed by Outside Directors to Fulfill their Expected Roles

Title	Name	Attendance at Board of Directors	Principal activities
Outside Director	Motoshige Itoh	16/16 meetings  Attendance rate: 100%	At the meetings of the Board of Directors, spoke on the Company’s management issues based on his broad experience as an academic expert, especially his considerable insight into the overall economy.  In addition, as a member of the Personnel Deliberation Committee and Remuneration Deliberation Committee, attended all one (1) Personnel Deliberation Committee and two (2) Remuneration Deliberation Committee meetings held during the fiscal year (100% attendance rate). Regarding personnel matters of the Directors of the Company, he performed a supervisory function to ensure eligibility of director candidates and the objectivity of procedures, and transparency. Regarding the determination of the remuneration of the Company’s Directors, he performed a supervisory function to ensure transparency and fairness of the procedure.
Outside Director	Reiko Amano	16/16 meetings  Attendance rate: 100%	At the meetings of the Board of Directors, spoke on the Company’s management issues based on her broad experience in the private sector and other organizations, especially her considerable insight into disaster prevention, risk management and intellectual property

strategies.

In addition, as a member of the Personnel Deliberation Committee and Remuneration Deliberation Committee, attended all one (1) Personnel Deliberation Committee and two (2) Remuneration Deliberation Committee meetings held during the fiscal year (100% attendance rate). Regarding personnel matters of the Directors of the Company, she performed a supervisory function to ensure eligibility of director candidates and the objectivity of procedures, and transparency. Regarding the determination of the remuneration of the Company's Directors, she performed a supervisory function to ensure transparency and fairness of the procedure.

Outside  
Director      Hiroko  
                    Kawamoto      15/16  
   meetings  
  
   Attendance  
   rate: 94%

At the meetings of the Board of Directors, spoke on the Company's management issues based on her broad experience in the private sector and other organizations, especially her considerable insight into personnel development and improvement of service quality.

In addition, as a member of the Personnel Deliberation Committee and Remuneration Deliberation Committee, attended all one (1) Personnel Deliberation Committee and two (2) Remuneration Deliberation Committee meetings held during the fiscal year (100% attendance rate). Regarding personnel matters of the Directors of the Company, she performed a supervisory function to ensure eligibility of director candidates and the objectivity of procedures, and transparency. Regarding the determination of the remuneration of the Company's Directors, she performed a supervisory function to ensure transparency and fairness of the procedure.

Outside  
Director      Toshio  
                    Iwamoto      12/12  
   meetings  
  
   Attendance  
   rate: 100%

At the meetings of the Board of Directors, spoke on the Company's management issues based on his broad experience in the private sector, especially his considerable insight into the corporate management in general.

In addition, as of June 22, 2022 when he was appointed as Outside Director, he was appointed Chairman of the Personnel



Deliberation Committee and Remuneration Deliberation Committee, attended one (1) meeting held after his appointment (attendance rate: 100%), and performed a supervisory function to ensure transparency and fairness in the procedures for determining, etc. the remuneration of the Directors of the Company.

Title	Name	Attendance at Board of Directors	Attendance at Board of Corporate Auditors	Principal activities
Outside Corporate Auditor	Keiji Takiguchi	16/16 meetings Attendance rate: 100%	19/19 meetings Attendance rate: 100%	At meetings of the Board of Directors and the Board of Corporate Auditors, spoke on the Company's management issues based on his extensive experience in public administration.
Outside Corporate Auditor	Takashi Kinoshita	16/16 meetings Attendance rate: 100%	19/19 meetings Attendance rate: 100%	At meetings of the Board of Directors and the Board of Corporate Auditors, spoke on the Company's management issues based on his extensive experience in public administration.
Outside Corporate Auditor	Kimitaka Mori	15/16 meetings Attendance rate: 94%	18/19 meetings Attendance rate: 95%	At the meetings of the Board of Directors and the Board of Corporate Auditors, spoke on the Company's management issues based on his broad experience as a certified public accountant.
Outside Corporate Auditor	Hiroshi Koike	12/12 meetings Attendance rate: 100%	13 out of all 13 meetings Attendance rate: 100%	At the meetings of the Board of Directors and the Board of Corporate Auditors, spoke on the Company's management issues based on his broad experience as a judge.

**CONSOLIDATED BALANCE SHEET**  
(As of March 31, 2023)

*(Millions of yen)*

**Assets**

Current Assets

Cash and time deposits	¥215,193
Notes, accounts receivable—trade and contract assets	568,880
Fares receivable	66,104
Real estate for sale	45,177
Inventories	90,491
Others	70,044
Allowance for doubtful accounts	(3,105)
Total current assets	1,052,784

Fixed Assets

Property, plant and equipment, net of accumulated depreciation	
Buildings and structures	3,856,298
Machinery, rolling stock and vehicles	712,443
Land	2,185,869
Construction in progress	399,205
Other	60,744
Total property, plant and equipment, net of accumulated depreciation	7,214,561

Intangible assets	198,805
-------------------	---------

Investments and other assets

Investments in securities	357,341
Long-term loans receivable	2,437
Deferred tax assets	432,011
Net defined benefit assets	961
Other	94,438
Allowance for doubtful accounts	(1,442)
Total investments and other assets	885,747

Total fixed assets	8,299,114
--------------------	-----------

Total Assets	¥9,351,899
--------------	------------

<b>Liabilities</b>	<i>(Millions of yen)</i>
<b>Current Liabilities</b>	
Notes and accounts payable–trade	¥44,250
Short-term loans and current portion of long-term loans	150,000
Current portion of bonds	214,999
Current portion of long-term liabilities incurred for purchase of railway facilities	4,065
Payables	493,162
Accrued consumption taxes	43,960
Accrued income taxes	16,186
Fare deposits received with regard to railway connecting services	36,314
Prepaid railway fares received	78,047
Allowance for bonuses to employees	59,905
Allowance for disaster-damage losses	12,349
Other	379,009
Total current liabilities	<u>1,532,252</u>
<b>Long-term Liabilities</b>	
Bonds	2,760,870
Long-term loans	1,333,950
Long-term liabilities incurred for purchase of railway facilities	311,001
Deferred tax liabilities	2,367
Provision for large-scale renovation of Shinkansen infrastructure	168,000
Allowance for disaster-damage losses	2,024
Net defined benefit liabilities	445,843
Other	297,875
Total long-term liabilities	<u>5,321,933</u>
Total Liabilities	<u>6,854,186</u>
<b>Net Assets</b>	
<b>Shareholders' Equity</b>	
Common stock	¥200,000
Capital surplus	96,445
Retained earnings	2,132,049
Treasury stock, at cost	(8,913)
Total Shareholders' Equity	<u>2,419,581</u>
<b>Accumulated Other Comprehensive Income</b>	
Net unrealized holding gains (losses) on securities	43,302
Net deferred gains (losses) on derivatives under hedge accounting	2,548
Revaluation reserve for land	(35)
Foreign currency translation adjustments	284
Remeasurements of defined benefit plans	7,570
Total Accumulated Other Comprehensive Income	<u>53,670</u>
Non-Controlling Interests	24,462
Total Net Assets	<u>2,497,713</u>
Total Liabilities and Total Net Assets	<u>¥9,351,899</u>

(Note) Amounts less than one million yen are omitted.

CONSOLIDATED STATEMENT OF INCOME  
(Year ended March 31, 2023)

	<i>(Millions of yen)</i>
Operating revenues	¥2,405,538
Operating expenses	
Transportation, other services and cost of sales	1,687,833
Selling, general and administrative expenses	577,075
Total operating expenses	<u>2,264,909</u>
Operating income	<u>140,628</u>
Non-operating income	
Interest income	93
Dividend income	4,861
Equity in net income of affiliated companies	23,322
Other	13,809
Total non-operating income	<u>42,086</u>
Non-operating expenses	
Interest expenses	63,754
Other	8,049
Total non-operating expenses	<u>71,804</u>
Ordinary income	<u>110,910</u>
Extraordinary gains	
Gain on sale of investments in securities	9,861
Construction grants received	40,925
Compensation income	27,595
Other	14,831
Total extraordinary gains	<u>93,213</u>
Extraordinary losses	
Losses on reduction entry for construction grants	36,331
Impairment losses on fixed assets	19,063
Other	20,354
Total extraordinary losses	<u>75,749</u>
Profit before income taxes	<u>128,375</u>
Income taxes - current	14,666
Income taxes - deferred	13,163
	<u>27,830</u>
Profit	100,545
Profit attributable to non-controlling interests	1,312
Profit attributable to owners of parent	<u>¥99,232</u>

(Note) Amounts less than one million yen are omitted.

NON-CONSOLIDATED BALANCE SHEET  
(As of March 31, 2023)

*(Millions of yen)*

**Assets**

Current Assets

Cash and time deposits	¥172,099
Fares receivable	349,086
Accounts receivable-trade	112,852
Short-term loans receivable	61,972
Real estate for sale	25,723
Inventories	30,540
Prepaid expenses	7,906
Other	17,608
Allowance for doubtful accounts	(85)
Total current assets	777,703

Fixed Assets

Fixed assets for railway operations	5,190,551
Fixed assets for other operations	886,709
Fixed assets relating to both operations	318,967
Construction in progress	375,976
Investments and other assets	
Investments in securities	179,850
Stocks of subsidiaries and affiliated companies	192,800
Long-term loans receivable	219,950
Long-term prepaid expenses	49,759
Deferred tax assets	372,103
Other investments and other assets	12,164
Allowance for doubtful accounts	(49,156)
Total investments and other assets	977,472
Total fixed assets	7,749,677
Total Assets	¥8,527,381

<b>Liabilities</b>	<i>(Millions of yen)</i>
<b>Current Liabilities</b>	
Short-term loans	¥211,581
Current portion of bonds	214,999
Current portion of long-term loans	150,000
Current portion of long-term liabilities incurred for purchase of railway facilities	3,971
Lease obligation	10,795
Payables	442,568
Accrued expenses	33,922
Accrued consumption taxes	30,188
Accrued income taxes	4,737
Fare deposits received with regard to railway connecting services	36,802
Deposits received	21,035
Prepaid railway fares received	77,687
Advances received	113,318
Allowance for bonuses to employees	41,936
Allowance for disaster-damage losses	12,348
Allowance for environmental conservation costs	8,681
Allowance for point card certificates	16,087
Asset retirement obligations	362
Other	50,264
Total current liabilities	<u>1,481,289</u>
<b>Long-term Liabilities</b>	
Bonds	2,760,870
Long-term loans	1,381,890
Long-term liabilities incurred for purchase of railway facilities	310,778
Lease obligation	20,061
Provision for large-scale renovation of Shinkansen infrastructure	168,000
Employees' severance and retirement benefits	392,403
Allowance for disaster-damage losses	2,024
Allowance for environmental conservation costs	38,975
Asset retirement obligations	7,738
Other	82,946
Total long-term liabilities	<u>5,165,688</u>
Total Liabilities	<u>¥6,646,978</u>

**Net Assets**

## Shareholders' Equity

Common stock ¥200,000

## Capital surplus

Additional paid-in capital 96,600

Total capital surplus 96,600

## Retained earnings

Legal reserve 22,173

Other retained earnings 1,527,371

Reserve for special depreciation 1,881

Reserve for investment losses on developing new business 80

Reserve for deferred gain of fixed assets 63,113

General reserve 1,220,000

Retained earnings carried forward 242,295

Total other retained earnings 1,527,371

Total retained earnings 1,549,544

## Treasury shares, at cost

(3,436)

Total Shareholders' Equity 1,842,708

## Valuation and Translation Adjustments

Net unrealized holding gains (losses) on securities 35,182

Net deferred gains (losses) on derivatives under hedge accounting 2,512

Total Valuation and Translation Adjustment 37,695

Total Net Assets 1,880,403

Total Liabilities and Total Net Assets ¥8,527,381

(Note) Amounts less than one million yen are omitted.

NON-CONSOLIDATED STATEMENT OF INCOME  
(Year ended March 31, 2023)

*(Millions of yen)*

Railway operations	
Operating revenues	¥1,608,376
Operating expenses	1,605,363
Operating income	3,012
Other operations	
Operating revenues	157,136
Operating expenses	69,217
Operating income	87,919
Total Operating income	90,932
Non-operating income	
Interest income	949
Dividend income	15,459
Other	10,599
Total non-operating income	27,007
Non-operating expenses	
Interest expenses	33,840
Interest on bonds	30,943
Other	7,153
Total non-operating expenses	71,938
Ordinary income	46,001
Extraordinary gains	
Contribution grants received	40,728
Compensation income	27,595
Other	29,514
Total extraordinary gains	97,839
Extraordinary losses	
Losses on reduction entry for construction grants	35,451
Impairment losses on fixed assets	14,274
Other	22,926
Total extraordinary losses	72,652
Profit before income taxes	71,188
Income taxes - current	368
Income taxes - deferred	18,396
	18,764
Profit	¥52,423

(Note) Amounts less than one million yen are omitted.



**Copy of Audit Report of the Accounting Auditor concerning  
Consolidated Financial Statements**

[English Translation of the Independent Auditor's Report  
Originally Issued in the Japanese Language]

Independent Auditor's Report

May 8, 2023

The Board of Directors  
East Japan Railway Company

KPMG AZSA LLC  
Tokyo Office, Japan

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Kazuhiko Azami

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Hideki Yoshida

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Naoki Saito

**Opinion**

We have audited the consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the related notes of East Japan Railway Company (“the Company”) and its consolidated subsidiaries (collectively referred to as “the Group”), as at March 31, 2022 and for the year from April 1, 2022 to March 31, 2023 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

The other information comprises the business report and its supplementary schedules.

Management is responsible for the preparation and presentation of the other information. Corporate auditors and the board of corporate auditors are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Responsibilities of Management and Corporate Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements and Others**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Corporate auditors and the board of corporate auditors are responsible for overseeing the directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with corporate auditors and the board of corporate auditors regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide corporate auditors and the board of corporate auditors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest required to be disclosed by the Certified Public Accountants Act of Japan**

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### **Note to the Reader of Independent Auditor's Report:**

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the convenience of the reader.

**Copy of Audit Report of the Accounting Auditor concerning  
Non-Consolidated Financial Statements**

[English Translation of the Independent Auditor's Report  
Originally Issued in the Japanese Language]

Independent Auditor's Report

May 8, 2023

The Board of Directors  
East Japan Railway Company

KPMG AZSA LLC  
Tokyo Office, Japan

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Kazuhiko Azami

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Hideki Yoshida

Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant  
Naoki Saito

**Opinion**

We have audited the financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the supplementary schedules of East Japan Railway Company (“the Company”) as at March 31, 2022 and for the year from April 1, 2021 to March 31, 2022 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and Others* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Corporate auditors and the board of corporate auditors are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Responsibilities of Management and Corporate Auditors and the Board of Corporate Auditors for the Financial Statements and Others**

Management is responsible for the preparation and fair presentation of the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Corporate auditors and the board of corporate auditors are responsible for overseeing the directors' performance of their duties including the design, implementation and maintenance of the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements and Others**

Our objectives are to obtain reasonable assurance about whether the financial statements and the supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the supplementary schedules.

As part of our audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the supplementary schedules, including the disclosures, and whether the financial statements and the supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with corporate auditors and the board of corporate auditors regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide corporate auditors and the board of corporate auditors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest required to be disclosed by the Certified Public Accountants Act of Japan**

We do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### **Note to the Reader of Independent Auditor's Report:**

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the convenience of the reader.

## **Copy of Audit Report of the Board of Corporate Auditors**

[English Translation of the Audit Report of the Board of Corporate Auditors  
Originally Issued in the Japanese Language]

### **Audit Report**

Regarding the performance of duties by Directors for the 36th Fiscal Period from April 1, 2022 to March 31, 2023, the Board of Corporate Auditors hereby submits its audit report as a collective opinion of all Corporate Auditors, which has been prepared through discussions based on the audit reports prepared by the respective Corporate Auditors, as follows:

#### **1. Methods and Contents of Audit by Corporate Auditors and the Board of Corporate Auditors**

(1) The Board of Corporate Auditors determined, among other things, the auditing policies for this fiscal year and work responsibilities; received reports regarding the status of execution of audit and its results from each Corporate Auditor; received reports from Directors, other relevant employees and accounting auditors concerning the performance of their duties; and, when necessary, requested them to provide explanations.

(2) In accordance with the Corporate Auditors' auditing standards specified by the Board of Corporate Auditors and in conformity with auditing policies for this fiscal year and work responsibilities, each Corporate Auditor ensured to communicate effectively with Directors, employees in the internal audit division and other relevant employees; made efforts to collect necessary information and improve auditing environment, and conducted audit in the following methods.

(a) The Corporate Auditors attended the meetings of the Board of Directors and other important meetings; received reports from Directors, employees in the internal audit division and other relevant employees regarding the performance of their duties; requested them to provide explanations when necessary; examined important approval documents and associated information; and studied the operations and financial conditions at the head office as well as other principal offices. As for the subsidiaries, the Corporate Auditors ensured to communicate effectively with directors, corporate auditors and other personnel of subsidiaries and to exchange information therewith, and, when necessary, received reports from the subsidiaries regarding their business.

(b) The Corporate Auditors monitored and verified the contents of resolutions of the Board of Directors regarding the implementation of systems required to be implemented to ensure the proper operations of corporate groups consisting of corporations and their subsidiaries under Article 100, Paragraphs 1 and 3 of the Enforcement Regulations of the Companies Act including a system to ensure that the performance of duties by Directors is in compliance with the laws, regulations and the Articles of Incorporation, and the status of the system (internal control system) implemented according to such resolutions.

(c) The Corporate Auditors monitored and verified whether the accounting auditors were maintaining their independence and properly performing audits; received reports from the accounting auditors on the performance of their duties; and, when necessary, requested them to provide explanations. The Corporate Auditors also received from the accounting auditors a notice confirming that “the system to ensure proper performance of duties” (matters stipulated in each Item of Article 131 of Corporate Accounting Regulations) was properly implemented according to the “Standards on Quality Control for Audit” (October 28, 2005, Business Accounting Council) and other relevant standards, and, when necessary, requested them to provide explanations.

Based on the aforementioned methods, the Corporate Auditors examined the business report and its supporting schedules, the financial statements (balance sheet, the statement of income, the statement of changes in net assets and the related notes) and their supporting schedules, and the consolidated financial statements (consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the related notes) for this fiscal year.

## 2. Audit Results

### (1) Audit results concerning business report, etc.

(a) In our opinion, the Business Report and its supplementary schedules fairly represent the Company’s condition in accordance with the related laws and regulations, and the Articles of Incorporation.

(b) With regard to the performance of duties by the Directors, we have found no evidence of wrongful action or material violation of related laws and regulations, nor of the Articles of Incorporation.

(c) In our opinion, resolutions of the meetings of the Board of Directors regarding the internal control system are fair and reasonable. Furthermore, we have found no matters to remark regarding the description in the business report and the performance of duties by Directors in relation to the internal control system.

### (2) Audit results concerning financial statements and supplementary schedules

In our opinion, the methods and results employed and rendered by the accounting auditors, KPMG AZSA LLC, are fair and reasonable.

### (3) Audit results of concerning consolidated financial statements

In our opinion, the methods and results employed and rendered by the accounting auditors, KPMG AZSA LLC, are fair and reasonable.

May 11, 2023



Board of Corporate Auditors  
East Japan Railway Company

Full-time Corporate Auditor	Keiji Takiguchi [seal]
Full-time Corporate Auditor	Takashi Kinoshita [seal]
Corporate Auditor	Kimitaka Mori [seal]
Corporate Auditor	Nobuyuki Hashiguchi [seal]
Corporate Auditor	Hiroshi Koike

Notes:

Corporate Auditors, Keiji Takiguchi, Takashi Kinoshita, Kimitaka Mori and Hiroshi Koike are outside corporate auditors as prescribed in Article 2, Item 16 of the Companies Act.