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(Securities Code: 9046)

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To Our Shareholders:

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

### **Notice of the 151st Annual General Meeting of Shareholders**

We are pleased to announce the 151st Annual General Meeting of Shareholders of Kobe Electric Railway Co., Ltd. (the “Company”), which will be held as outlined below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 151st Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website using the internet address shown below to review the information.

Our website <https://www.shintetsu.co.jp/company/soukai/> (in Japanese)

Besides posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) using the internet address shown below, enter the issue name (company name) or securities code, click “Search,” and then, click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

You may exercise your voting rights via the Internet, etc. or in writing instead of attending the meeting in person. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6 p.m. on Tuesday, June 16, 2026 (JST).

**1. Date and Time:** Wednesday, June 17, 2026, at 10 a.m. (JST)

**2. Venue:** 7th Floor, Tanigami SH Building  
1-1 Tanigami Higashimachi, Kita-ku, Kobe

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 151st term (from April 1, 2025, to March 31, 2026)
2. Results of audits of Consolidated Financial Statements for the 151st term by the Financial Auditor and Audit and Supervisory Committee

**Matters to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

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

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

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

**Proposal No. 5:** Changes in Remuneration Amount, Etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 6:** Changes in Remuneration Amount, Etc. for Directors Who Are Audit and Supervisory Committee Members

- **If you come to the event on the day of the Meeting, please hand in your voting form at the reception of the venue. And bring this Notice with you in the interest of resource conservation.**
- **Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who requested delivery of such documents. The Audit and Supervisory Committee and the Financial Auditor have audited the documents subject to audit, including the following matters.**  
**Business Report: “Main businesses and places of business,” “Matters regarding the Financial Auditor,” and “System to ensure the appropriateness of our business and its operational state”**  
**Consolidated Financial Statements: “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”**  
**Non-consolidated Financial Statements: “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements”**  
**Note that for this General Meeting of Shareholders, paper-based documents stating matters subject to measures for electronic provision, excluding the above matters, were uniformly sent to shareholders regardless of whether or not they requested delivery of such documents.**
- **Please be advised that persons other than shareholders with eligible voting rights, such as proxies and additional guests who are not shareholders, will not be admitted, in accordance with Article 17 of the Articles of Incorporation of the Company.**
- **If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.**

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

The Company has prioritized achieving the management goal of improving its financial strength, and the efforts to strengthen real estate and Group businesses have led to a consistent improvement in retained earnings and equity ratio.

Considering the business outlook comprehensively, in order to enhance return of profit to shareholders, the Company proposes the year-end dividend payment for the fiscal year under review as follows.

Information regarding year-end dividend

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property to shareholders and the total amount thereof

25 yen per share of common stock of the Company

Total amount: 197,791,225 yen

(3) Effective date of surplus distribution

June 18, 2026

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

The terms of office of all eight Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of the General Meeting of Shareholders. Therefore, the Company proposes the election of seven Directors, reducing the number by one.

The candidates for the role of Director are as follows:

Candidate No.	Name		Current position at the Company
1	Nobuhiko Terada	Reelection	Chairman and Representative Director
2	Hiroshi Iba	Reelection	President and Representative Director
3	Hiroaki Tsuyama	Reelection	Director and Managing Corporate Officer, in charge of Corporate Planning Department, Personnel and General Affairs Department, and Sustainability Promotion Department
4	Masahiro Okuno	New election	
5	Masatoshi Kasuya	Reelection Outside Independent	Director
6	Toshiro Tamada	New election Outside Independent	
7	Kazuhiro Mori	New election	Corporate Officer, General Manager of Real Estate Business Division, and Department Manager of Real Estate Business Department, Real Estate Business Division

New election: A candidate for Director to be newly elected

Reelection: A candidate for Director to be reelected

Outside: A candidate for outside Director

Independent: A candidate for independent officer

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Nobuhiko Terada (October 11, 1957)	<p>Apr. 1980      Joined Hankyu Corporation</p> <p>June 2003      Department Manager of Railway Operations Department, Urban Transportation Business Division</p> <p>June 2005      Director of Hankyu Bus Co., Ltd.</p> <p>Apr. 2007      Managing Director</p> <p>Apr. 2008      Director and Department Manager of Personnel Department of Hankyu Corporation</p> <p>Apr. 2011      Managing Director and General Manager of Urban Transportation Business Division</p> <p>Apr. 2013      President and Representative Director of Hankyu Bus Co., Ltd.</p> <p>June 2016      President and Representative Director of Kobe Electric Railway Co., Ltd.</p> <p>June 2024      Chairman and Representative Director (current position)</p>	5,400
<p>[Reason for nomination as candidate for Director]</p> <p>Nobuhiko Terada, as the President of the Company, strived to develop and enhance the railway safety-management system based on his extensive experience and track record in the railway business. Furthermore, he engaged in business management by demonstrating strong leadership to improve the corporate value of the Group. Subsequent to his appointment as Chairman, he has assumed significant responsibilities, including deciding on important matters and supervising the execution of businesses. Therefore, the Company believes that he will continue fulfilling his duties as Director properly.</p>			
2	Hiroshi Iba (August 23, 1962)	<p>Apr. 1985      Joined Hankyu Corporation</p> <p>June 2008      Director and Department Manager of Planning Department of Kita-Osaka Kyuko Railway Co., Ltd.</p> <p>June 2009      Managing Director</p> <p>Apr. 2012      Department Manager of Group Planning Division of Hankyu Hanshin Holdings, Inc.</p> <p>Apr. 2015      Managing Director of Hankyu Bus Co., Ltd.</p> <p>Apr. 2016      President and Representative Director</p> <p>June 2024      President and Representative Director of Kobe Electric Railway Co., Ltd. (current position)</p>	2,300
<p>[Reason for nomination as candidate for Director]</p> <p>Hiroshi Iba has achieved improvements in the corporate value of the Group with his extensive experience and managerial track record in the railway and bus businesses as well as strong leadership, considerable knowledge and competence. The Company judges that he will continue leading the management of the Company as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Hiroaki Tsuyama (April 29, 1958)	<p>Apr. 1982      Joined Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2002      Department Manager of Personnel Group and Manager of General Affairs Group, Administration Division</p> <p>Oct. 2002      Department Manager of Personnel Group, Administration Division</p> <p>June 2007      President and Representative Director of Osaka Shintetsu Toyonaka Taxi Inc.</p> <p>June 2012      Director, General Manager of Real Estate Business Division, and Deputy General Manager of Life Support Business Division of Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2014      Director and General Manager of Real Estate Business Division In charge of Health and Childcare Business Department, Life Support Business Division</p> <p>June 2018      Managing Director and General Manager of Real Estate Business Division In charge of Personnel and General Affairs Department</p> <p>June 2022      Director, Managing Corporate Officer and General Manager of Real Estate Business Division In charge of Personnel and General Affairs Department</p> <p>June 2024      Director and Managing Corporate Officer In charge of Corporate Planning Department, Personnel and General Affairs Department, and Sustainability Promotion Department (current position)</p>	2,000
<p>[Reason for nomination as candidate for Director] Hiroaki Tsuyama has extensive experience in the finance department and the real estate business, etc., as well as a managerial track record, including the strong leadership he showed to achieve business growth for Osaka Shintetsu Toyonaka Taxi Inc. In addition, given his considerable knowledge and competence in the personnel and general affairs department as well, the Company judges that he will continue to properly fulfill his duties as Director.</p>			
4	*Masahiro Okuno (March 10, 1964)	<p>Apr. 1988      Joined Hankyu Corporation</p> <p>June 2011      Managing Director and Department Manager of General Affairs Department of Nose Electric Railway Co., Ltd.</p> <p>June 2012      Managing Director and Department Manager of Railway Business Department</p> <p>Apr. 2015      Department Manager of Urban Transportation Planning Department, Urban Transportation Business Division of Hankyu Corporation</p> <p>Apr. 2018      Department Manager of Transportation Project Promotion Department, Urban Transportation Business Division</p> <p>Apr. 2024      President and Representative Director of Kita-Osaka Kyuko Railway Co., Ltd. (current position)</p>	0
<p>[Reason for nomination as candidate for Director] Masahiro Okuno has profound operational experience and a good track record in the railway business of Hankyu Corporation, as well as being responsible for business management and having considerable knowledge and competence as the president of Kita-Osaka Kyuko Railway Co., Ltd. Therefore, the Company judges that he can be expected to adequately carry out his duties as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
5	Masatoshi Kasuya (January 22, 1958)	Apr. 1981	Employed by Hyogo Prefectural Government	0
		Apr. 2016	Department Manager of Land Development Department	
Apr. 2018	Director of Hyogo Gardening & Parks Association			
Apr. 2019	Director of Hyogo Construction Technology Center for Regional Development			
June 2020	Director of Kobe Electric Railway Co., Ltd. (current position)			
<p>[Reason for nomination as candidate for Outside Director and summary of expected role]  Having held various key positions in the Hyogo Prefectural Government, Masatoshi Kasuya has extensive experience and considerable knowledge. The Company believes he will continue providing valuable advice and guidance from an Outside Director's point of view. In the event that his election is approved, he is expected to offer statements from a professional perspective on local developments and disaster prevention, etc. at the Board of Directors from an Outside Director's point of view. He has never been involved in the management of a company, previously, except in the capacity of an outside officer. However, the Company judges he will properly fulfill his duties as Outside Director, drawing on his profound knowledge and information about the area along railway lines the Group operates, which he gained through his professional experience with the Hyogo Prefectural Government.</p>				
6	*Toshiro Tamada (March 15, 1957)	Apr. 1979	Employed by Kobe City Government	0
		Apr. 2002	Deputy Head of Promotion of Civic Engagement Bureau	
Apr. 2004	Head of Research Office, Planning and Coordination Bureau			
Apr. 2007	Department Manager of Planning and Coordination Department, Planning and Coordination Bureau			
Apr. 2008	Associate Director of Planning and Coordination Bureau (in charge of the Medical Industry City)			
Apr. 2010	Director of Administration and Financial Bureau			
Nov. 2013	Deputy Mayor			
Sep. 2018	President of the Kobe City Council of Social Welfare, a social welfare corporation			
Aug. 2025	Advisor of Kobe Citizen's Well-being Promotion Association, a public interest incorporated foundation (current position)			
<p>[Reason for nomination as candidate for Outside Director and summary of expected role]  Having held various key positions in the Kobe City Government, Toshiro Tamada has extensive experience and considerable knowledge. The Company believes he will provide valuable advice and guidance from an Outside Director's point of view. In the event that his election is approved, he is expected to offer statements from a professional perspective on community buildings and regional revitalization, etc. at the Board of Directors from an Outside Director's point of view. He has never been involved in the management of a company, previously. However, the Company judges he will properly fulfill his duties as Outside Director, drawing on his profound knowledge and information about the area along railway lines the Group operates, which he gained through his professional experience with the Kobe City Government.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	*Kazuhiro Mori (July 17, 1966)	<p>Apr. 1989      Joined Kobe Electric Railway Co., Ltd.</p> <p>Apr. 2009      Department Manager of Real Estate Business Department, Real Estate Business Division</p> <p>Apr. 2020      Deputy General Manager of Real Estate Business Division and Department Manager of Real Estate Business Department, Real Estate Business Division</p> <p>May 2021      President and Representative Director of Arima Onsen Kigyo Co., Ltd.</p> <p>June 2022      Corporate Officer, Deputy General Manager of Real Estate Business Division, and Department Manager of Real Estate Business Department, Real Estate Business Division of Kobe Electric Railway Co., Ltd.</p> <p>June 2024      Corporate Officer, General Manager of Real Estate Business Division, and Department Manager of Real Estate Business Department, Real Estate Business Division (current position)</p>	900
<p>[Reason for nomination as candidate for Director]</p> <p>Kazuhiro Mori has experience in the finance department and has demonstrated strong leadership and achieved business growth for the real estate department. In addition, given his considerable knowledge and competence, the Company judges he will fulfill his duties as Director properly.</p>			

- Notes:
1. A new candidate for Director is indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates for Director and the Company.
  3. Masatoshi Kasuya and Toshiro Tamada are candidates for Outside Directors. Mr. Kasuya is an independent officer as stipulated by the Tokyo Stock Exchange. The Company plans to designate Mr. Tamada as an independent officer as stipulated by Tokyo Stock Exchange.
  4. Mr. Kasuya currently serves as Outside Director of the Company. His tenure as Outside Director of the Company will be six years at the conclusion of the General Meeting of Shareholders.
  5. The Company has entered into an agreement with Mr. Kasuya to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for his liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act. In the event that his reelection is approved, the Company will maintain this agreement with him. In the case that the election of Mr. Tamada is approved, the Company will conclude a similar agreement with him to limit his liability.
  6. The Company has entered into a directors' and officers' liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. If the candidates are elected and assume office as Director, they will be insured under the insurance contract. The Company intends to renew the D&O Insurance contract with the same terms and conditions upon the renewal of such contract.

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

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of the General Meeting of Shareholders. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

Prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Candidate No.	Name		Current position at the Company
1	Eiichi Hata	New election	Director, Corporate Officer, Deputy General Manager of Railway Business Division, and Department Manager of Safety Measure Department, Railway Business Division
2	Yoko Imai	Reelection Outside Independent	Director who is an Audit and Supervisory Committee Member
3	Takahiro Matsusaka	New election Outside Independent	Director

New election: A candidate for Director to be newly elected

Reelection: A candidate for Director to be reelected

Outside: A candidate for outside Director

Independent: A candidate for independent officer

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	*Eiichi Hata (March 10, 1960)	<p>Apr. 1983      Joined Kobe Electric Railway Co., Ltd.</p> <p>Oct. 2003      Department Manager of Planning Group, Administration Division</p> <p>Apr. 2009      Deputy General Manager of Railway Business Division and Department Manager of Transportation Department, Railway Business Division</p> <p>Apr. 2019      Deputy General Manager of Railway Business Division</p> <p>Apr. 2020      Deputy General Manager of Railway Business Division and Department Manager of Safety Measure Department, Railway Business Division</p> <p>June 2020      Director, Deputy General Manager of Railway Business Division, and Department Manager of Safety Measure Department, Railway Business Division</p> <p>June 2022      Director, Corporate Officer, Deputy General Manager of Railway Business Division, and Department Manager of Safety Measure Department, Railway Business Division (current position)</p>	2,000
<p>[Reason for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Eiichi Hata has abundant experience and extensive knowledge in the finance department as well as real estate and railway businesses of the Company. Therefore, the Company judges he will fulfill his duties as a Director who is Audit and Supervisory Committee Member properly.</p>			
2	Yoko Imai (December 24, 1970)	<p>Apr. 1998      Registered as an attorney at law Joined Hyogo Bar Association Joined Higashimachi LPC (current position)</p> <p>June 2022      Director who is an Audit and Supervisory Committee Member of Kobe Electric Railway Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company Attorney at law</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role]</p> <p>Yoko Imai has professional knowledge and extensive experience as a lawyer. The Company judges she can be expected to continue to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member, based on her considerable knowledge. In the event that her election is approved, she is expected to offer professional statements from a lawyer's perspective on the Company's compliance matters, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member. She has never been involved in the management of a company, previously, except in the capacity of an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Director who is an Audit and Supervisory Committee Member, given the fact that she is a registered lawyer at Hyogo Bar Association, serving mainly around the Kobe area.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	*Takahiro Matsusaka (August 11, 1950)	<p>Apr. 1974      Joined Taiyo-Kobe Bank Limited</p> <p>June 2002      Corporate officer of Sumitomo Mitsui Banking Corporation, General Manager of Himeji Corporate Sales Department</p> <p>June 2008      Vice President and Representative Director of Kobe Tochi Tatemono Co., Ltd.</p> <p>June 2012      Representative Director and President</p> <p>June 2014      Outside Corporate Auditor (full-time) of Bando Chemical Industries, Ltd.</p> <p>June 2016      Outside Director (Full-time Audit and Supervisory Committee Member)</p> <p>June 2018      Outside Director (Audit and Supervisory Committee Member)</p> <p>June 2023      Director of Kobe Electric Railway Co., Ltd. (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected role]</p> <p>Having held various key positions in Sumitomo Mitsui Banking Corporation, Takahiro Matsusaka has extensive experience and considerable knowledge in corporate management. The Company judges he can be expected to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member on the Company's business operations in general, based on his considerable knowledge. In the event that his election is approved, he is expected to offer professional statements from a corporate manager's perspective on the Company's corporate measures, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. A new candidate for Director who is an Audit and Supervisory Committee Member is indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates for Director who is an Audit and Supervisory Committee Member and the Company.
  3. Yoko Imai and Takahiro Matsusaka are candidates for Outside Directors. The Company has designated Ms. Imai and Mr. Matsusaka as independent officers, as stipulated by the Tokyo Stock Exchange.
  4. Ms. Imai currently serves as Outside Director who is an Audit and Supervisory Committee Member. Her tenure as an Outside Director who is an Audit and Supervisory Committee Member of the Company will be four years at the conclusion of the General Meeting of Shareholders.
  5. Mr. Matsusaka currently serves as Outside Director of the Company. His tenure as Outside Director of the Company will be three years at the conclusion of the General Meeting of Shareholders.
  6. The Company has entered into an agreement with Ms. Imai and Mr. Matsusaka to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for their liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act. In the event that their reelection is approved, the Company will maintain this agreement with them.
  7. The Company has entered into a directors' and officers' liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. In the event that the candidates are elected and assume the office of Director who is an Audit and Supervisory Committee Member, they will be insured under the insurance contract. The Company intends to renew the D&O Insurance contract with the same terms and conditions upon the renewal of such contract.

(Reference)

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

Position	Name	Number of years in office	Major expertise and insights				
			Corporate management Corporate strategy	Finance and accounting	Personnel management	Legal affairs Compliance Risk management	Area of business and expertise
Director	Nobuhiko Terada	10 years	●		●	●	
Representative Director	Hiroshi Iba	2 years	●		●	●	
Director	Hiroaki Tsuyama	14 years		●	●	●	
Director	Masahiro Okuno	New election	●			●	●
Director (Independent Outside Director)	Masatoshi Kasuya	6 years				●	●
Director (Independent Outside Director)	Toshiro Tamada	New election		●			●
Director	Kazuhiro Mori	New election		●			●
Director Audit and Supervisory Committee Member (Full-time)	Eiichi Hata	6 years		●		●	●
Director Audit and Supervisory Committee Member (Independent Outside Director)	Yoko Imai	4 years				●	●
Director Audit and Supervisory Committee Member (Independent Outside Director)	Takahiro Matsusaka	3 years	●	●			

- Notes:
1. Up to three examples of major expertise and insights of each Director are marked in the table.
  2. The table does not present the full picture of skills possessed by each Director.
  3. The number of years in office indicates the number of years as Director at the Company.
  4. Positions are to be determined at a Board of Directors meeting after the General Meeting of Shareholders.

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

The Company requests approval for the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The election can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before the Director who is an Audit and Supervisory Committee Member assumes office.

Prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Koichi Kobayashi (December 13, 1959)	Apr. 1982      Joined Hankyu Corporation	1,000
	June 2005     Director of Hankyu Holdings Co., Ltd.	
	Oct. 2006     Director of Hankyu Hanshin Holdings, Inc.	
	Apr. 2013     Director of Hankyu Corporation	
	Apr. 2015     Managing Director	
	Apr. 2016     Full-time Managing Audit and Supervisory Board Member	
	June 2016     Standing auditor of Hankyu Hanshin Holdings, Inc. (full-time)	
	June 2016     Managing Audit and Supervisory Board Member of Hankyu Corporation	
	June 2020     Full-time Managing Audit and Supervisory Board Member (current position)	
	Apr. 2026     Director who is an Audit and Supervisory Committee Member of Kobe Electric Railway Co., Ltd. (current position)	
Significant concurrent positions outside the Company Full-time Managing Audit and Supervisory Board Member of Hankyu Corporation		
<p>[Reason for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and summary of expected role]</p> <p>Having held various key positions in Hankyu Hanshin Holdings, Inc. and Hankyu Corporation, Koichi Kobayashi has extensive experience. The Company judges he can be expected to provide views from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member on the Company's business operations in general, based on his considerable knowledge. In the event that his election is approved, he is expected to offer professional statements from a corporate manager's perspective on the Company's corporate measures, etc. at the Board of Directors from the standpoint of an Outside Director who is an Audit and Supervisory Committee Member.</p>		

- Notes:
1. There is no special interest between the candidate for substitute Director who is an Audit and Supervisory Committee Member and the Company.
  2. Koichi Kobayashi is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member. Mr. Kobayashi is an independent officer as stipulated by the Tokyo Stock Exchange. In the event that his election is approved and he assumes office as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to designate him as an independent officer as stipulated by the Tokyo Stock Exchange.
  3. Mr. Kobayashi currently serves as Outside Director who is an Audit and Supervisory Committee Member of the Company. His tenure as Outside Director who is an Audit and Supervisory Committee Member of the Company will be three months at the conclusion of the General Meeting of Shareholders.
  4. The Company has entered into an agreement with Mr. Kobayashi to limit the amount of liability for damages to the maximum amount stipulated by laws and regulations for his liability for damages described in Article 423, paragraph (1) of the Companies Act pursuant to the provisions of the Articles of Incorporation of the Company and the provisions of Article 427, paragraph (1) of the same Act. In the event that his election is approved and he assumes office as an Outside Director who is an Audit and Supervisory Committee Member, the Company will conclude this agreement with him.
  5. The Company has entered into a directors' and officers' liability insurance (D&O Insurance) contract with an insurance company pursuant to Article 430-3, paragraph (1) of the Companies Act to cover damages that may arise from the insured

including Directors of the Company assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability. In the event that the election of Mr. Kobayashi is approved and he assumes office as Outside Director who is an Audit and Supervisory Committee Member, he will be insured under the insurance contract.

**Proposal No. 5: Changes in Remuneration Amount, Etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The monthly amount of remuneration for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) is not more than 18 million yen (of which, up to 2 million yen for Outside Directors), which was approved at the 147th Annual General Meeting of Shareholders held on June 14, 2022, and has remained at that amount to the present.

In light of the composition of Directors, the revised number of members, and changes in the management environment, and in order to allow flexible application of performance-linked remuneration, the Company proposes to change the remuneration structure for Directors from monthly remuneration to annual remuneration and to revise the maximum amount to 216 million yen per year (of which, up to 24 million yen for Outside Directors).

This proposal considers the Company's business scale, the scheme of officers' remuneration and the remuneration levels, the current number of officers, and future developments, etc., and the Company has judged that this proposal is reasonable.

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

The current number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is eight (three of which are Outside Directors). If Proposal No. 2 "Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be seven (two of which are Outside Directors).

**Proposal No. 6: Changes in Remuneration Amount, Etc. for Directors Who Are Audit and Supervisory Committee Members**

The monthly amount of remuneration for Directors who are Audit and Supervisory Committee Members of the Company is not more than 3 million yen, which was approved at the 147th Annual General Meeting of Shareholders held on June 14, 2022, and has remained at that amount to the present.

In light of the composition of Directors, the revised number of members, and changes in the management environment, and in order to allow flexible application of officers' remuneration, the Company proposes to change the remuneration structure for Directors who are Audit and Supervisory Committee Members from monthly remuneration to annual remuneration and to revise the maximum amount to 36 million yen per year.

This proposal considers the Company's business scale, the scheme of officers' remuneration and the remuneration levels, the current number of officers, and future developments, etc., and the Company has judged that this proposal is reasonable.

The current number of Directors who are Audit and Supervisory Committee Members is three. Even if Proposal No. 3 "Election of Three Directors Who Are Audit and Supervisory Committee Members" is approved and adopted as proposed, the number of Directors who are Audit and Supervisory Committee members will remain three.