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Securities Code: 9052

May 31, 2024

To our shareholders:

Kazuhiro Uekado,
President and Representative Director
Sanyo Electric Railway Co., Ltd.
1-1 Oyashikidori 3-chome, Nagata-ku, Kobe

Notice of the 135th Annual General Meeting of Shareholders

It is my pleasure to inform you that the 135th Annual General Meeting of Shareholders of Sanyo Electric Railway Co., Ltd. (hereinafter the “Company”) will be held as described below.

When convening this general meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 135th Annual General Meeting of Shareholders” on each of the following websites. Please access the websites by using the internet addresses shown below to review the information.

The Company’s website:

<https://www.sanyo-railway.co.jp/company/soukai.html> (in Japanese)

Website hosting informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/9052/teiji/> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

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

* Access the above website and enter “Sanyo Electric Railway” for the issue name (company name), or “9052” (half-width characters) for the securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

If you are unable to attend the meeting on that day, you can exercise your voting rights in writing or through the Internet, etc. Please read the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, June 20, 2024.

1. Date and Time: Friday, June 21, 2024, at 10:00 a.m. (JST)

(Reception opens at 9:00 a.m.)

2. Venue: Kobe Shimbun Matsukata Hall, 4F, Kobe Information Culture Building
5-7 Higashi-kawasaki-cho 1-chome, Chuo-ku, Kobe

3. Purpose of the Meeting

Matters to be reported

1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 135th Fiscal Year (April 1, 2023 to March 31, 2024)
2. The audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

Matters to be resolved

Proposal No. 1: Dividend of Surplus

Proposal No. 2: Election of Four Audit & Supervisory Board Members

- Ⓢ If attending the meeting, please submit the enclosed voting form to the reception desk at the venue upon your arrival.
- Ⓢ If revisions to the items 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 each of the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividend of Surplus

The Company proposes to pay a year-end dividend as follows based on comprehensive consideration of factors such as maintenance of stable dividend payments that are secured with a stable management base, financial position, the level of profits and the dividend payout ratio.

Year-end dividend



- (1) Allotment of dividend property to shareholders and the aggregate amount of this allotment
¥15 per common share of the Company Total payment: ¥333,734,040
The annual dividend will be ¥30 per share, including the interim dividend of ¥15.
- (2) Effective date of dividend of surplus
June 24, 2024



Proposal No. 2: Election of Four Audit & Supervisory Board Members

As the terms of all four Audit & Supervisory Board Members, Takashi Imae, Akihiko Kanatani, Kazuhiko Nakao, and Jiroh Kagawa will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of four Audit & Supervisory Board Members to fill their vacancies.

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

The candidates are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	 Takashi Imae (May 18, 1961) Reappointed Male	Apr. 1984 Joined the Company June 2009 Director and General Manager of Automotive Sales Division Mar. 2011 Director President and Representative Director of Sanyo Bus Co., Ltd. July 2014 President and Representative Director of Maiko Hotel Co., Ltd. July 2016 General Manager of Audit Office of the Company June 2020 Audit & Supervisory Board Member (full-time, current position)	7,900
		(Reasons for election) Mr. Imae, who currently holds a position as Audit & Supervisory Board Member, possesses abundant experience and knowledge required of a Member of the Audit and Supervisory Board. The Company has renominated him as a candidate for Audit & Supervisory Board Member because he can be expected to use this experience and knowledge in the audit of the Company.	
2	 Akihiko Kanatani (January 21, 1961) Reappointed Male	Apr. 1984 Joined the Company June 2015 Director Deputy General Manager of Railway Business Division, and Manager of Safety Promotion and Planning Department Apr. 2020 Executive Officer June 2020 General Manager of Audit Office June 2022 Audit & Supervisory Board Member (full-time, current position)	9,100
		(Reasons for election) Mr. Kanatani, who currently holds a position as Audit & Supervisory Board Member, possesses abundant experience and knowledge required of a Member of the Audit and Supervisory Board. The Company has renominated him as a candidate for Audit & Supervisory Board Member because he can be expected to use this experience and knowledge in the audit of the Company.	

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	 Jiroh Kagawa (January 3, 1953) Reappointed Male Outside Independent Officer	Apr. 1976 Joined The Kansai Electric Power Company, Incorporated June 2009 Managing Director June 2011 Executive Vice President and Representative Director June 2013 Representative Director and Executive Vice President June 2018 Chairperson, Representative Director of Kanden Realty & Development Co., Ltd. June 2022 Audit & Supervisory Board Member of the Company (current position)	0
(Reasons for election) Mr. Kagawa, who currently holds a position as outside Audit & Supervisory Board Member, possesses broad experience related to corporate management, abundant knowledge acquired through the practice of real estate business, etc., as well as abundant experience and knowledge required of a Member of the Audit and Supervisory Board. The Company has renominated him as a candidate for outside Audit & Supervisory Board Member to harness his experience and knowledge in the audit of the Company.			
4	 Atsushi Takada (July 5, 1961) New election Male Outside Independent Officer	Apr. 1985 Joined Taiyo Kobe Bank, Limited (current Sumitomo Mitsui Banking Corporation) Apr. 2017 Managing Executive Officer June 2020 President and Representative Director of SMBC Consulting Co., Ltd. June 2022 President and Representative Director of Kobe Tochi Tatemono Co., Ltd. (current position) Significant concurrent positions outside the Company President and Representative Director of Kobe Tochi Tatemono Co., Ltd.	0
(Reasons for election) Mr. Takada possesses broad experience related to corporate management, abundant knowledge acquired through the practice of real estate business, etc., as well as insight into finance, etc. The Company has nominated him as a new candidate for outside Audit & Supervisory Board Member to harness his experience and knowledge in the audit of the Company.			

- Notes:
1. Atsushi Takada is a new candidate for Audit & Supervisory Board Member.
 2. There are no special interests between any of the candidates for Audit & Supervisory Board Member and the Company.
 3. Jiroh Kagawa and Atsushi Takada are candidates for outside Audit & Supervisory Board Member.
 4. At the conclusion of this General Meeting of Shareholders, Mr. Kagawa will have served as an outside Audit & Supervisory Board Member for two years.
 5. In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Kagawa under which his liability for damages pursuant to Article 423, paragraph (1) of the same act is limited to the amount provided for by laws and regulations, and will continue to honor this contract if the reappointment of Jiroh Kagawa is approved.
Furthermore, if the election of Mr. Takada is approved, the Company plans to enter into a similar limited liability agreement with Mr. Takada.
 6. The Company has entered into a directors and officers liability insurance contract with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. Insured parties under this contract include Directors, Audit & Supervisory Board Members, and Executive Officers of the Company, as well as Directors and Audit & Supervisory Board Members of all subsidiaries of the Company. The insurance premium associated with this contract is paid entirely by the Company. The contract covers losses that may arise from an insured party's assumption of liability incurred as a result of his or her performance of duties, or receipt of claims pertaining to the pursuit of such liability. The Company intends to renew the contract under the same terms after the present term of the insurance expires. The contract also contains certain exceptions, excluding from coverage liability arising from acts that deliberately

contravene laws or regulations. Each candidate reelected or appointed will be an insured party under the insurance contract.

7. The Company has designated Mr. Kagawa as an independent officer as prescribed by the Tokyo Stock Exchange, and has registered this information with the exchange. Furthermore, Mr. Takada fulfills the criteria for an independent officer as prescribed by the Tokyo Stock Exchange, and the Company intends to register him as an independent officer with the exchange.

(Reference) If Proposal No. 2 is approved and passed without alteration, the skill matrix of the Company's Directors and Audit & Supervisory Board Members will be as follows:

	Name	Gender	Corporate management	Finance and accounting	Legal, risk management and internal audit	Human resources, labor relations and organizational strategy	Sustainability	Transportation	Real estate	Distribution
Director	Kazuhiro Uekado	Male	●		●	●	●	●		●
	Masahiro Ito	Male	●	●	●	●	●	●		
	Shinichi Yoneda	Male	●						●	
	Ryuji Masuda	Male	●			●	●	●		
	Fumiteru Kawakubo	Male	●						●	
	Makoto Nagao	Male	●			●	●	●		
	Yoko Sato	Female		●	●		●			
	Masao Shin	Male	●		●	●	●			
Audit & Supervisory Board Member	Takashi Imae	Male	●		●			●		●
	Akihiko Kanatani	Male	●		●			●		
	Jiroh Kagawa	Male	●		●	●	●		●	
	Atsushi Takada	Male	●	●	●	●	●		●	

Note: Director Takashi Nakano will resign at the conclusion of this General Meeting of Shareholders.

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