

(Translation)

May 10, 2018

To whom it may concern:

Company Name: Kyushu Railway Company
Name of Representative: Toshihiko Aoyagi, President
Securities Code: 9142
Tokyo Stock Exchange (First Section) and Fukuoka Stock Exchange
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Notice Regarding Changes in Corporate Officers

Kyushu Railway Company announces that, at a Board of Directors' meeting held on May 10, 2018, it has resolved to propose the following candidates for positions as directors at the 31st Annual General Meeting of Shareholders to be held on June 22, 2018. This proposal presumes the approval of the proposal for the Company to transition to the Company with Audit and Supervisory Committee structure described in the Companies Act of Japan that was detailed in a March 19, 2018 release entitled *Notice Regarding Transition to the Company with Audit and Supervisory Committee Structure and Introduction of Executive Officer System*. The proposal for this transition is also to be submitted for approval at the 31st Annual General Meeting of Shareholders.

The details of this proposal are as follows.

1. Changes in Directors (Scheduled for June 22, 2018)

(1) Candidates for Positions as Directors that Are Not Audit and Supervisory Board Members

Koji Karaike
Toshihiko Aoyagi
Hayato Maeda
Ryuji Tanaka
Yoji Furumiya
Masaya Hirokawa
Koji Toshima
Masayoshi Nuki
Izumi Kuwano

(2) Candidates for Positions as Directors that Are Audit and Supervisory Board Members

Eiichi Kuga (currently full-time auditor)
Yasuko Goto (currently managing director)
Kazuhide Ide (currently part-time auditor)
Yasunori Eto (currently attorney at Hino Sogo Law Office)

Notes: 1. Eiichi Kuga is scheduled to assume the position of full-time Audit and Supervisory Committee member and chairman of the Audit and Supervisory Committee.

2. Yasuko Goto is scheduled to assume the position of full-time Audit and Supervisory Committee member.

(3) Directors that Are Not Audit and Supervisory Board Members that Are Scheduled to Resign

Mamoru Tsutaka (currently managing director; scheduled to assume the position of president of JR Oita City, Inc.)

Tomiyuki Maekawa (currently director)

Hiroyuki Fukunaga (currently director)

Junya Matsumoto (currently director)

Takuma Matsushita (currently director)

Toshihiro Mori (currently director)

Osamu Kobayashi (currently director; scheduled to assume the position of president of Kyushu Electric System Company)

Atsushi Morisawa (currently director; president of Nagasaki Terminal Building Inc.)

Yasushi Imahayashi (currently director; president of JR KYUSHU DRUG ELEVEN CO., LTD.)

Note: Tomiyuki Maekawa, Hiroyuki Fukunaga, Junya Matsumoto, Takuma Matsushita, Toshihiro Mori, and Yasushi Imahayashi are scheduled to assume positions as senior executive officers.

2. Changes in Auditors (Scheduled for June 22, 2018)

Auditors that Are Scheduled to Resign and Not Be Appointed as Directors that Are Audit and Supervisory Board Members

Koji Shiroishi (currently full-time auditor; scheduled to assume the position of auditor of JR Kyushu Maintenance Co., Ltd.)

Yoshihiro Hino (currently auditor)

Note: As a result of the above changes in directors and auditors, the Company will have nine directors that are not Audit and Supervisory Board members and four directors that are Audit and Supervisory Board members.

In addition, the following changes to representative directors are scheduled to be approved at the meeting of the Board of Directors to follow the 31st Annual General Meeting of Shareholders to be held on June 22, 2018.

Individual to Become Representative Director and Chairman

Koji Karaike (currently representative director and chairman)

Individual to Become Representative Director and President

Toshihiko Aoyagi (currently representative director and president)

3. Introduction of Executive Officer System

In conjunction with the transition to the Company with Audit and Supervisory Committee structure, the Company will introduce a new executive officer system effective June 22, 2018. The following is an overview of the system, the changes in executive officers that will occur, and the assignments of areas of responsibility planned.

(1) Overview of Executive Officer System

- Executive officers will be appointed and dismissed via resolution of the Board of Directors.
- Directors that are not Audit and Supervisory Committee members may serve concurrently as executive officers.
- Distinctions will be made between senior executive officers and other executive officers. The chairman and the president as well as executive vice presidents, senior managing executive officers, and managing executive officers will be selected from among senior executive officers.
- The term of office of an executive officer shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last fiscal year ending within one year from his/her appointment to office, and reappointment procedures will not be impeded unnecessarily.

(2) Changes in and Areas of Responsibility of Executive Officers (Scheduled for June 22, 2018)

Koji Karaike
Representative Director and Chairman
(Representative Director and Chairman)

Toshihiko Aoyagi
Representative Director and President
(Representative Director and President)

Hayato Maeda
Director
Senior Managing Executive Officer
Director General of Corporate Planning Headquarters
In charge of Public Relations Department, Tokyo Regional Office
(Senior Managing Director
Director General of Corporate Planning Headquarters
In charge of Public Relations Department, Tokyo Regional Office)

Ryuji Tanaka
Director
Senior Managing Executive Officer
Director General of Business Development Headquarters
In charge of Shanghai Branch Office

(Senior Managing Director
Director General of Business Development Headquarters
In charge of Shanghai Branch Office)

Yoji Furumiya
Director
Managing Executive Officer
Director General of Railway Operations Headquarters
Director General of Northern Kyushu Regional Head Office
(Managing Director
Director General of Railway Operations Headquarters
Director General of Northern Kyushu Regional Head Office)

Masaya Hirokawa
Director
Managing Executive Officer
General Manager of Administration Department
In charge of JR Kyushu Hospital and Human Resources Department
(Managing Director
General Manager of Administration Department
In charge of JR Kyushu Hospital and Human Resources Department)

Tomiyuki Maekawa
Senior Executive Officer
Deputy Director General of Railway Operations Headquarters
General Manager of Planning & Transportation Safety Department
(Director
Deputy Director General of Railway Operations Headquarters
General Manager of Planning & Transportation Safety Department)

Hiroyuki Fukunaga
Senior Executive Officer
Deputy Director General of Railway Operations Headquarters
Director General of Cruise Train Headquarters
General Manager of Transportation Department
(Director
Deputy Director General of Railway Operations Headquarters
Director General of Cruise Train Headquarters
General Manager of Transportation Department)

Junya Matsumoto
Senior Executive Officer
Deputy Director General of Business Development Headquarters
General Manager of Hotel Development Department
(Director
Deputy Director General of Business Development Headquarters
General Manager of Hotel Development Department)

Takuma Matsushita
Senior Executive Officer
Deputy Director General of Business Development Headquarters
General Manager of Planning & Development Department
(Director
Deputy Director General of Business Development Headquarters
General Manager of Planning & Development Department)

Toshihiro Mori
Senior Executive Officer
Deputy Director General of Corporate Planning Headquarters
General Manager of Strategy Management Department
In charge of IT Strategic Planning Department
(Director
Deputy Director General of Corporate Planning Headquarters
General Manager of Strategy Management Department)

Yasushi Imahayashi
Senior Executive Officer
President, JR KYUSHU DRUG ELEVEN CO., LTD.
(Director (Part-Time)
President, JR KYUSHU DRUG ELEVEN CO., LTD.)

Hiroyuki Fukuzawa
Executive Officer
General Manager of Planning Department, Business Development Headquarters
(President, JR Kyushu Fast Foods Inc.)

Kazuhiro Oishi
Executive Officer
General Manager of Kagoshima Regional Office
Acting Manager of Kagoshima Railway Operations Department

(General Manager of Kagoshima Regional Office
Acting Manager of Kagoshima Railway Operations Department)

Koji Higashi
Executive Officer
General Manager of Kumamoto Regional Office
Acting Manager of Kumamoto Railway Operations Department

(General Manager of Kumamoto Regional Office
Acting Manager of Kumamoto Railway Operations Department)

Kimiaki Hyodo
Executive Officer
General Manager of Oita Regional Office
Acting Manager of Oita Railway Operations Department
(General Manager of Oita Regional Office
Acting Manager of Oita Railway Operations Department)

Hisashi Yamane
Executive Officer
President, Caterpillar Kyushu, Ltd.
(President, Caterpillar Kyushu, Ltd.)

Yumi Akagi
Executive Officer
General Manager of Customer Service Department, Railway Operations Headquarters
General Manager of Marketing & Sales Department
(General Manager of Customer Service Department, Railway Operations Headquarters
General Manager of Marketing & Sales Department)

Keisuke Nishikawa
Executive Officer
General Manager of Nagasaki Regional Office
Acting Manager of Nagasaki Railway Operations Department
(General Manager of Nagasaki Regional Office
Acting Manager of Nagasaki Railway Operations Department)

Masatoshi Iwasaki
Executive Officer
General Manager of Finance & Accounting Department
(General Manager of Finance & Accounting Department)

Note: The appointment of executive officers and assignment of special titles and areas of responsibility are scheduled to be approved at the meeting of the Board of Directors to follow the 31st Annual General Meeting of Shareholders to be held on June 22, 2018.

Changes in Corporate Officers at Kyushu Railway Company

○ Changes to be instituted effective June 1, 2018

Mamoru Tsutaka
Managing Director
Deputy Director General of Business Development Headquarters
General Manager of Planning Department
(Managing Director
Deputy Director General of Business Development Headquarters
General Manager of Planning Department
General Manager of Smart Card Business Department)

○ Changes to be instituted effective June 22, 2018

Koji Karaike
Representative Director and Chairman
(Representative Director and Chairman)

Toshihiko Aoyagi
Representative Director and President
(Representative Director and President)

Hayato Maeda
Director
Senior Managing Executive Officer
Director General of Corporate Planning Headquarters
In charge of Public Relations Department, Tokyo Regional Office
(Senior Managing Director
Director General of Corporate Planning Headquarters
In charge of Public Relations Department, Tokyo Regional Office)

Ryuji Tanaka
Director
Senior Managing Executive Officer
Director General of Business Development Headquarters
In charge of Shanghai Branch Office
(Senior Managing Director
Director General of Business Development Headquarters
In charge of Shanghai Branch Office)

Yoji Furumiya
Director
Managing Executive Officer
Director General of Railway Operations Headquarters
Director General of Northern Kyushu Regional Head Office
(Managing Director
Director General of Railway Operations Headquarters
Director General of Northern Kyushu Regional Head Office)

Masaya Hirokawa
Director
Managing Executive Officer
General Manager of Administration Department
In charge of JR Kyushu Hospital and Human Resources Department
(Managing Director
General Manager of Administration Department
In charge of JR Kyushu Hospital and Human Resources Department)

Eiichi Kuga
Director
Audit and Supervisory Committee Member (Full-Time)
(Auditor (Full-Time))

Note: Eiichi Kuga is scheduled to assume the position of chairman of the Audit and Supervisory Committee.

Yasuko Goto
Director
Audit and Supervisory Committee Member (Full-Time)
(Managing Director
In charge of Finance & Accounting Department)

Kazuhide Ide
Director
Audit and Supervisory Committee Member (Part-Time)
(Auditor)

Yasunori Eto
Director
Audit and Supervisory Committee Member (Part-Time)
(Attorney at Hino Sogo Law Office)

Tomiyuki Maekawa
Senior Executive Officer
Deputy Director General of Railway Operations Headquarters
General Manager of Planning & Transportation Safety Department
(Director
Deputy Director General of Railway Operations Headquarters
General Manager of Planning & Transportation Safety Department)

Hiroyuki Fukunaga
Senior Executive Officer
Deputy Director General of Railway Operations Headquarters
Director General of Cruise Train Headquarters
General Manager of Transportation Department
(Director
Deputy Director General of Railway Operations Headquarters
Director General of Cruise Train Headquarters
General Manager of Transportation Department)

Junya Matsumoto
Senior Executive Officer
Deputy Director General of Business Development Headquarters
General Manager of Hotel Development Department
(Director
Deputy Director General of Business Development Headquarters
General Manager of Hotel Development Department)

Takuma Matsushita
Senior Executive Officer
Deputy Director General of Business Development Headquarters
General Manager of Planning & Development Department
(Director
Deputy Director General of Business Development Headquarters
General Manager of Planning & Development Department)

Toshihiro Mori
Senior Executive Officer
Deputy Director General of Corporate Planning Headquarters
General Manager of Strategy Management Department
In charge of IT Strategic Planning Department
(Director
Deputy Director General of Corporate Planning Headquarters
General Manager of Strategy Management Department)

Yasushi Imahayashi
Senior Executive Officer
President, JR KYUSHU DRUG ELEVEN CO., LTD.
(Director (Part-Time)
President, JR KYUSHU DRUG ELEVEN CO., LTD.)

Hiroyuki Fukuzawa
Executive Officer
General Manager of Planning Department, Business Development Headquarters
(President, JR Kyushu Fast Foods Inc.)

Kazuhiro Oishi
Executive Officer
General Manager of Kagoshima Regional Office
Acting Manager of Kagoshima Railway Operations Department
(General Manager of Kagoshima Regional Office
Acting Manager of Kagoshima Railway Operations Department)

Koji Higashi
Executive Officer
General Manager of Kumamoto Regional Office
Acting Manager of Kumamoto Railway Operations Department
(General Manager of Kumamoto Regional Office
Acting Manager of Kumamoto Railway Operations Department)

Kimiaki Hyodo
Executive Officer
General Manager of Oita Regional Office
Acting Manager of Oita Railway Operations Department
(General Manager of Oita Regional Office
Acting Manager of Oita Railway Operations Department)

Hisashi Yamane
Executive Officer
President, Caterpillar Kyushu, Ltd.
(President, Caterpillar Kyushu, Ltd.)

Yumi Akagi
Executive Officer
General Manager of Customer Service Department, Railway Operations Headquarters
General Manager of Marketing & Sales Department

(General Manager of Customer Service Department, Railway Operations Headquarters
General Manager of Marketing & Sales Department)

Keisuke Nishikawa
Executive Officer
General Manager of Nagasaki Regional Office
Acting Manager of Nagasaki Railway Operations Department

(General Manager of Nagasaki Regional Office
Acting Manager of Nagasaki Railway Operations Department)

Masatoshi Iwasaki
Executive Officer
General Manager of Finance & Accounting Department
(General Manager of Finance & Accounting Department)

Mamoru Tsutaka
Resigning
(Managing Director
Deputy Director General of Business Development Headquarters
General Manager of Planning Department)

Note: Scheduled to assume the position of president of JR Oita City, Inc., on June 27, 2018

Osamu Kobayashi
Resigning
(Director (Part-Time)
Senior Managing Director of Kyushu Electric System Company)

Note: Scheduled to assume the position of president of Kyushu Electric System Company on June 27, 2018

Atsushi Morisawa
Resigning
(Director (Part-Time)
President of Nagasaki Terminal Building Inc.)

Note: Scheduled to maintain the position of president of Nagasaki Terminal Building Inc.

Koji Shiroishi
Resigning
(Auditor (Full-Time))

Note: Scheduled to assume the position of auditor of JR Kyushu Maintenance Co., Ltd., on June 26, 2018

Yoshihiro Hino
Resigning
(Auditor)

Note: The above changes in corporate officers with an effective date of June 22, 2018, assume that these changes will be approved at the 31st Annual General Meeting of Shareholders, also scheduled for June 22, 2018, and finalized at the following Board of Directors' meeting.