

(Translation)

May 10, 2022

To whom it may concern:

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### **Notice Regarding Partial Amendments to the Articles of Incorporation**

Kyushu Railway Company (the “Company”) hereby announces that its board of directors resolved at a meeting held today that a proposal concerning partial amendments to the Company’s Articles of Incorporation shall be made at the 35th Annual General Meeting of Shareholders scheduled to be held on June 23, 2022 as indicated below.

#### 1. Reasons for the proposal of the amendments

- (1) The revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, and the Company proposes the following amendments to the Company’s Articles of Incorporation in preparation for the implementation of the system for electronic provision of informational materials for general meetings of shareholders.
  - (i) Article 16, Paragraph 1 of the proposed amendments stipulates that information that is the content of reference documents for the general meeting of shareholders, etc., shall be provided electronically.
  - (ii) Article 16, Paragraph 2 of the proposed amendments establishes the stipulation to limit the scope of matters to be recorded in physical documents that are provided to shareholders who requested provision of physical documents.
  - (iii) As stipulations concerning internet disclosure and deemed provision of reference documents for general meetings of shareholders (Article 16 of the current Articles of Incorporation) will no longer be necessary, these shall be deleted.
  - (iv) Supplementary provisions shall be established concerning the effective date, etc., in line with the new establishments and deletions above.
- (2) In order to ensure that Directors who are not executive Directors can fully perform their expected roles, Article 31 (Limited liability agreement with outside Directors) of the current Articles of Incorporation shall be amended so that limited liability agreements can also be entered with Directors who are not executive Directors. Each Audit and Supervisory Committee Member has already given their consent to this proposal.

#### 2. Details of the amendments

Details of the amendments are shown on the attachment.

#### 3. Schedule

Date of the General Meeting of Shareholders to amend the Articles of Incorporation (planned):

June 23, 2022

Effective date of the amendments to the Articles of Incorporation (planned):

June 23, 2022

(Attachment)

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet disclosure and deemed provision of reference documents for general meetings of shareholders)</u></p> <p><u>Article 16</u> In the convocation of general meetings of shareholders, the Company may deem that it has provided to shareholders information concerning matters that must be displayed in the reference documents for general meetings of shareholders, business report, non-consolidated financial statements, and consolidated financial statements via internet disclosure in conformity with definitions provided in the Ministry of Justice Order.</p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for electronic provision, etc.)</u></p> <p><u>Article 16</u></p> <ol style="list-style-type: none"><li><u>1. In the convocation of general meetings of shareholders, the Company shall provide electronically information that is the content of reference documents for the general meeting of shareholders, etc.</u></li><li><u>2. Of the matters to which electronic provision measures apply, the Company may choose not to record all or part of matters stipulated in the Ministry of Justice Order in the physical documents provided to shareholders who made requests for provision of physical documents by the record date for voting rights.</u></li></ol>
<p><u>(Limited liability agreement with outside Directors)</u></p> <p>Article 31 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into a limited liability agreement with each <u>outside</u> Director, which limits their liability for damages under Article 423, paragraph (1) of the Companies Act. However, the limit of liability of such agreements shall be the amount stipulated by laws and regulations.</p> <p>(Newly established)</p>	<p><u>(Limited liability agreements with Directors who are not executive Directors)</u></p> <p>Article 31 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into a limited liability agreement with each <u>Director who is not an executive</u> Director, which limits their liability for damages under Article 423, paragraph (1) of the Companies Act. However, the limit of liability of such agreements shall be the <u>minimum liability</u> amount stipulated by laws and regulations.</p>
	<p><u>(Supplementary provisions)</u></p> <ol style="list-style-type: none"><li><u>1. The deletion of Article 16 (Internet disclosure and deemed provision of reference documents for general meetings of shareholders) of the current Articles of Incorporation and the establishment of Article 16 (Measures for electronic provision, etc.) of the proposed amendments shall take effect from September 1, 2022, which is the date of enforcement of the revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Enforcement Date”).</u></li><li><u>2. Notwithstanding the provisions of the previous paragraph, Article 16 of the current Articles of Incorporation shall remain valid for general meetings of shareholders held on a day that is within six months of the Enforcement Date.</u></li><li><u>3. These supplementary provisions shall be deleted on the day after which six months have elapsed since the Enforcement Date or the day after which three months have elapsed since the day of the general meeting of shareholders in the previous paragraph, whichever is later.</u></li></ol>