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(Securities Code: 9142)

June 2, 2017

To our shareholders:

Toshihiko Aoyagi
President

Kyushu Railway Company
3-25-21, Hakata-ekimae, Hakata-ku, Fukuoka, Japan

Notice of the 30th Annual General Meeting of Shareholders

You are cordially invited to attend the 30th Annual General Meeting of Shareholders of Kyushu Railway Company (the “Company”), which will be held as indicated below.

Please exercise your voting rights using any of the following methods.

Guidance for Exercising Voting Rights

If you are able to attend the Meeting

Submission to Receptionist at the Meeting

You are kindly requested to present the enclosed voting form at the reception.

If you are unable to attend the Meeting

Exercise of voting rights by mail

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that your vote is received by 5:30 p.m. (JST) on Thursday, June 22, 2017.

Exercise of voting rights via the internet

Please access the website for exercising voting rights (<http://www.web54.net>). Use the “voting right exercise code” and “password” described in the enclosed voting form, and follow the directions on the screen to register your approval or disapproval of the proposals by 5:30 p.m. (JST) on Thursday, June 22, 2017.

To Institutional Investors

In addition to the above-mentioned method for exercising voting rights via the internet, the electronic voting platform operated by Investor Communications Japan Inc. (ICJ, Inc.) is available.

Details

- 1. Date and Time:** Friday, June 23, 2017, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)
- 2. Venue:** Banquet hall “TSUKUSHI,” Main building 3F, Hotel Nikko Fukuoka
2-18-25 Hakata-ekimae, Hakata-ku, Fukuoka, Japan

3. Purpose of the Meeting

Matters to be reported

1. Report on the Business Report and the Consolidated Financial Statements for the 30th fiscal year (from April 1, 2016 to March 31, 2017), and the results of audits of the Consolidated Financial Statements by the accounting auditor and the Audit & Supervisory Board
2. Report on the Non-Consolidated Financial Statements for the 30th fiscal year (from April 1, 2016 to March 31, 2017)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Four (4) Directors

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company places the return of profits to shareholders as its most important management policies. As such, the Company adopts a basic policy of carrying out stable and continuous dividend payments in accordance with its business performance.

With regard to dividends from surplus, the Company aims to achieve steady returns to shareholders while taking care to maintain sufficient internal reserves of capital. To that end, with the goal of a consolidated payout ratio at a level of approximately 30% through the fiscal year ending March 31, 2019, the Company aims for a stable dividend per share. Taking into account the fact that the period between the Company's public listing and the year-end dividend record date is less than six months, the Company decides on the year-end dividend amount the fiscal year ended March 31, 2017 based on a consolidated payout ratio of approximately 15%.

Based on this policy, the Company aims to pay a year-end dividend for the fiscal year ended March 31, 2017, giving consideration to our performance for the year, as follows.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and its total amount

¥38.50 per Company's common stock

Total: ¥6,160,000,000

(3) Effective date of dividends from surplus

June 26, 2017

Proposal No. 2: Election of Four (4) Directors

The four (4) directors Yuzuru Hongo, Shinsuke Seki, Takahiro Ezoe, and Shinji Yamashita have given notice that they wish to retire at the end of this General Meeting of Shareholders. The Company therefore requests the election of the following four (4) people as directors to replace them.

The candidates for director are as follows:

Candidate No.		Date of Birth:	July 10, 1966
1	Junya Matsumoto	New candidate	Number of the Company's shares owned: 284

Career summary, position and responsibility in the Company, and important information on concurrent posts outside the Company

Apr. 1989	Joined Kyushu Railway Company
June 2008	Director, JR Kyushu Building Management Co. Ltd.
June 2009	Managing Director, JR Kyushu Building Management Co. Ltd.
June 2010	Deputy General Manager of Planning & Development Department of Business Development Headquarters, Kyushu Railway Company
June 2014	President, JR Kyushu Huis Ten Bosch Hotel Co., Ltd. (current)

<Important information on concurrent posts>

President, JR Kyushu Huis Ten Bosch Hotel Co., Ltd.

Reasons for nomination as candidate for director

Mr. Junya Matsumoto was mainly involved in business development. In his current position as president of JR Kyushu Huis Ten Bosch Hotel Co., Ltd., he has achievements including a significant increase in earnings, helping to increase the corporate value of the Group. The Company has nominated him as a candidate for director in light of his achievements, capabilities, and corporate management experience, as well as his outstanding personality and insight.

Candidate No.		Date of Birth:	October 16, 1967
2	Takuma Matsushita	New candidate	Number of the Company's shares owned: 229

Career summary, position and responsibility in the Company, and important information on concurrent posts outside the Company

Apr. 1991	Joined Kyushu Railway Company
May 2011	Deputy General Manager of Administration Department, Kyushu Railway Company
June 2011	General Manager of Strategy Management Department of Corporate Planning Headquarters, Kyushu Railway Company
May 2014	President, JR KYUSHU DRUG ELEVEN CO., LTD.
May 2017	Deputy General Manager of Planning & Development Department of Business Development Headquarters, Kyushu Railway Company (current)

Reasons for nomination as candidate for director

Mr. Takuma Matsushita was mainly involved in sales operations, after which he served as manager of Personnel Division of Administration Department and general manager of Strategy Management Department of Corporate Planning Headquarters. Subsequently, as president of JR KYUSHU DRUG ELEVEN CO., LTD, he has achievements including a significant increase in earnings, helping to increase the corporate value of the Group. The Company has nominated him as a candidate for director in light of his achievements, capabilities, and corporate management experience, as well as his outstanding personality and insight.

Candidate No.	3	Toshihiro Mori	New candidate	Date of Birth:	March 1, 1969
				Number of the Company's shares owned:	34

Career summary, position and responsibility in the Company, and important information on concurrent posts outside the Company

Apr. 1991	Joined Kyushu Railway Company
May 2007	Director, Drug Eleven Holdings Co., Ltd.
June 2009	President, Drug Eleven Holdings Co., Ltd.
May 2011	General Manager of Fund Management Department, Kyushu Railway Company
June 2013	General Manager of Finance & Accounting Department, Kyushu Railway Company
June 2014	General Manager of Marketing & Sales Department of Railway Operations Headquarters, Kyushu Railway Company
June 2015	General Manager of Customer Service Department of Railway Operations Headquarters and General Manager of Marketing & Sales Department of Railway Operations Headquarters, Kyushu Railway Company (current)

Reasons for nomination as candidate for director

Mr. Toshihiro Mori was involved mainly in financial operations, after which he was appointed as president of a Group company and general manager of Finance & Accounting Department. Currently, as general manager of Customer Service Department and concurrently general manager of Marketing & Sales Department of Railway Operations Headquarters, he has achievements including a significant increase in earnings and efficiency gains of operational management of railway operations, helping to increase the corporate value of the Group. The Company has nominated him as a candidate for director in light of his achievements, capabilities, and corporate management experience, as well as his outstanding personality and insight.

Candidate No.	4	Yasushi Imahayashi	New candidate	Date of Birth:	November 1, 1966
				Number of the Company's shares owned:	659

Career summary, position and responsibility in the Company, and important information on concurrent posts outside the Company

Apr. 1992	Joined Kyushu Railway Company
Mar. 2010	Deputy General Manager of Construction Development Department of Hakata Station Development Headquarters, Kyushu Railway Company
June 2011	Deputy General Manager of Planning & Development Department of Business Development Headquarters and Deputy General Manager of Construction Development Department of Hakata Station Development Headquarters, Kyushu Railway Company
Jan. 2012	Deputy General Manager of Planning & Development Department of Business Development Headquarters, Kyushu Railway Company
May 2017	President, JR KYUSHU DRUG ELEVEN CO., LTD. (current)

<Important information on concurrent posts>

President, JR KYUSHU DRUG ELEVEN CO., LTD.

Reasons for nomination as candidate for director

Mr. Yasushi Imahayashi was involved mainly in business development operations, and has achievements including large scale station developments, such as development of the areas around Hakata Station and Oita Station, as well as development of the area around Ropponmatsu, helping to increase the corporate value of the Group. The Company has nominated him as a candidate for director in light of his achievements and capabilities, as well as his outstanding personality and insight.

(Notes)

1. Candidate Mr. Yasushi Imahayashi has a business relationship with the Company as President of JR KYUSHU DRUG ELEVEN CO., LTD.
2. Other candidates have no special interests in the Company.
3. The number of the Company's shares held by each candidate is the number of shares held as of March 31, 2017. Moreover, the number includes their shareholdings within the JR Kyushu Executives Shareholding Association and the JR Kyushu Employee Shareholding Association.

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