(Translation)

(Securities Code: 9021)
May 29, 2015

To the Shareholders:

NOTICE OF THE 28TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Please take notice that the 28th Ordinary General Meeting of Shareholders of the Company will be held as described below and you are cordially requested to attend the meeting.

Since voting rights can be exercised in writing or by electronic methods (including the Internet) even if you are not present at the meeting, please review the accompanying "Reference Document for the General Meeting of Shareholders" and exercise your voting rights by June 22 (Monday), 2015.

[Exercise of voting rights in writing]
Please indicate your votes for or against each of the propositions in the enclosed voting form and return the form to reach us by the above-mentioned voting deadline.

[Exercise of voting rights by electronic methods (including the Internet)]
Please refer to the "Notice on Exercise of Voting Rights by Electronic Methods (including the Internet)" on page 8 in advance. Then, please access the website for the exercise of voting rights (http://www.web54.net) specified by the Company and enter your votes for or against each of the propositions in accordance with the guidance on the screen by the above-mentioned voting deadline.

Yours very truly,

Seiji Manabe
President and Representative Director

West Japan Railway Company
4-24, Shibata 2-chome,
Kita-ku, Osaka, Japan

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Description

1. Date and hour of the meeting:

   June 23 (Tuesday), 2015, at 10:00 a.m.

2. Place of the meeting:

   RIHGA Royal Hotel
   3-68, Nakanoshima 5-chome, Kita-ku, Osaka, Japan

3. Matters forming the objects of the meeting:

   Matters to be reported:

   1. Report on the business report, the consolidated financial statements and the financial statements for the 28th fiscal year (from April 1, 2014 to March 31, 2015)

   2. Report on the results of audit of the consolidated financial statements for the 28th fiscal year by the account auditors and the Board of Corporate Auditors

   Matters to be resolved:

   Proposition No. 1: Appropriation of retained earnings

   Proposition No. 2: Election of four (4) Corporate Auditors

4. Information for exercising voting rights:

(1) Your voting rights can be exercised by proxy, who must be a shareholder (being one (1) person) of the Company entitled to vote at this General Meeting of Shareholders.

(2) If voting rights are exercised both in writing and by an electronic method (including the Internet), the voting rights exercised by the electronic method (including the Internet) shall be treated as effective.

(3) If voting rights are exercised more than once by electronic methods (including the Internet), the voting rights last exercised shall be treated as effective.

(4) The business report, the consolidated financial statements, the financial statements and the auditors' reports required to be attached to the Notice of the General Meeting of Shareholders are as set forth in the "Documents Attached to the Notice of the 28th Ordinary General Meeting of Shareholders" attached herewith (from page 2 to page 41). However, the notes to consolidated financial statements and the notes to non-consolidated financial statements are posted on our Internet website (http://www.westjr.co.jp/company/ir/stock/meeting/)* in accordance as provided for in laws and ordinances and the Articles of Incorporation of the Company.

The consolidated financial statements and the financial statements that have been audited by the account auditors and the Board of Corporate Auditors are the notes to consolidated financial statements and the notes to non-consolidated financial statements posted on the abovementioned website as well as the documents stated in the "Notice of the 28th Ordinary General Meeting of Shareholders".

(5) In the event of the revision of any matter in the Reference Document for the General Meeting of Shareholders and the Documents Attached to the Notice of the 28th Ordinary General Meeting of Shareholders, it will be posted on our Internet website (http://www.westjr.co.jp/company/ir/stock/meeting/).*

(*) For your reference, the English translation of the matters presented on the Japanese website above will be provided on the Company's English website (http://www.westjr.co.jp/global/en/ir/news/2015/).

- END -

Reference Document for the General Meeting of Shareholders

Proposition and Information

Proposition No. 1: Appropriation of retained earnings

The Company recognizes it important to distribute profits to its shareholders on a long-term and constant basis and will, subject to the situation of achievement of the targets set in the "JR-West Group Medium-Term Management Plan 2017" updated in April 2015, aim to attain an approximately 3% "rate of total distribution on net assets"* on a consolidated basis for the fiscal year ending March 31, 2018.

By taking into consideration various factors, including the performance for the fiscal year under review and its business projections in the future, management proposes to appropriate retained earnings for the fiscal year under review, as set forth below:

Matters concerning year-end dividends:

With regard to dividends for the fiscal year under review, management has intended to pay an annual dividend of ¥125 per share. As an interim dividend of ¥60 per share was paid in December 2014, management proposes to pay a year-end dividend of ¥65 per share.

(1) Kind of property to be distributed as dividends:

Cash

(2) Matter concerning the allocation of the property to be distributed to the shareholders as dividends and the aggregate amount thereof:

¥65 per share of common stock of the Company

¥12,592,735,610 in the aggregate

(3) Date on which the distribution of retained earnings shall become effective:

June 24, 2015

(*) Rate of total distribution on net assets = (aggregate amount of dividends + total amount of payments for the acquisition of its own shares) / consolidated net assets × 100

Proposition No. 2: Election of four (4) Corporate Auditor

The term of office of the Corporate Auditors, four (4) in all, will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that four (4) Corporate Auditors be elected.

The candidates for Corporate Auditor are as follows:

The Board of Corporate Auditors has consented to the submission of this proposition.

Candidate No.	Name (Date of birth)	Brief history, position and important concurrent office		Number of shares of the Company held by Candidate
1	Yasutaka Kikuchi (June 26, 1949)	April 1975	Joined Japanese National Railways	2,800 shares
		April 1984	Assistant Manager, Local Line Operations Department of Japanese National Railways	
		April 1987	Manager, Construction Section, Track & Structures Department, Kinki Area Operations Headquarters of the Company	
		June 2002	General Manager, Inquiry & Auditing Department of the Company	
		June 2004	Director and Senior Executive Officer, General Manager, Civil Engineering Department of DAITETSU KOGYO Co., Ltd.	
		June 2009	President and Representative Director of JR West Japan General Building Service Co., Ltd.	
		June 2012	Fulltime Corporate Auditor of the Company (present post)	
2	Mikiya Chishiro* (November 16, 1952)	April 1976	Joined the Ministry of Transport of Japan	0 share
		July 2002	Director to assist Director General for Policy Planning, Cabinet Office	
		July 2003	Councillor, Cabinet Secretariat	
		Dec. 2005	Councillor, Cabinet Secretariat (and Deputy Director General, Preparatory Office to Amend the Imperial House Act)	
		July 2006	Director-General, Cabinet Affairs Office (and Director General, Preparatory Office to Amend the Imperial House Act)	
		Aug. 2010	Cabinet Public Relations Secretary	
		July 2013	Retired as Cabinet Public Relations Secretary	
		Dec. 2013	Counselor, JR West Real Estate & Development Company (present post)	
		June 2014	Corporate Auditor, Kobe SC Development Co., Ltd. (present post)	

Candidate No.	Name (Date of birth)	Brief history, position and important concurrent office	Number of shares of the Company held by Candidate
3	Yasumi Katsuki (November 29, 1947)	Oct. 1973 Joined Asahi & Co. Sept. 1977 Registered as certified public accountant July 1987 Partner, Asahi & Co. (now KPMG AZSA LLC) (the "auditing firm") Aug. 1995 Representative Partner of the auditing firm June 1997 Executive Partner, Osaka Office of the auditing firm May 2001 Senior Executive Partner; Representative, Osaka Office of the auditing firm May 2006 Partner, Head Office of KPMG AZSA & Co (now KPMG AZSA LLC) June 2010 Retired from the auditing firm July 2010 Established Katsuki Office (present post) June 2011 Corporate Auditors of the Company (present post) (Important concurrent office) • Certified public accountant, Katsuki Office • External Director, Sumitomo Seika Chemical Company Limited • External Corporate Auditor, Sakata Inx Corporation	1,100 shares
4	Yoshinobu Tsutsui* (January 30, 1954)	April 1977 Joined Nippon Life Insurance Company July 2004 Director, Nippon Life Insurance Company Jan. 2007 Director and Executive Officer, Nippon Life Insurance Company Mar. 2007 Director and Senior Executive Officer, Nippon Life Insurance Company Mar. 2009 Director and Senior Managing Executive Officer, Nippon Life Insurance Company Mar. 2010 Representative Director and Senior Managing Executive Officer, Nippon Life Insurance Company April 2011 President and Representative Director, Nippon Life Insurance Company (present post) (Important concurrent offices) • President and Representative Director, Nippon Life Insurance Company • External Director, Imperial Hotel Ltd.	0 share

(Notes) 1. Candidate Mr. Yoshinobu Tsutsui is President and Representative Director of Nippon Life Insurance Company. The Company has a business relationship with Nippon Life Insurance Company.

2. The persons marked with * are Candidates for new Corporate Auditor.

3. Candidates Messrs. Mikiya Chishiro, Yasumi Katsuki and Yoshinobu Tsutsui, three in all, are candidates for external auditors as provided for in Article 2, paragraph 3, item 8 of the

Regulations to Enforce the Companies Act of Japan. Candidate Mr. Yasumi Katsuki has currently assumed the office of Corporate Auditor of the Company and four years will have elapsed upon the close of this General Meeting of Shareholders since he assumed office as such.

4. We propose to elect Candidate Mr. Mikiya Chishiro, as External Corporate Auditor, expecting him to reflect his wide experience and broad expertise in public administration on audits of the Company. He has not been involved in corporate management but for the above-mentioned reason, we have determined that he will be able to properly perform his duties as External Corporate Auditor.

   We propose to elect Candidate Mr. Yasumi Katsuki as External Corporate Auditor, expecting him to reflect his wide experience and expert knowledge as a certified public accountant on audits of the Company. He has not been involved in corporate management but for the above-mentioned reason, we have determined that he will be able to properly perform his duties as External Corporate Auditor.

   We propose to elect Candidate Mr. Yoshinobu Tsutsui as External Corporate Auditor, expecting him to reflect his wide experience and broad expertise as a corporate executive on audits of the Company.

5. The Company has entered into an agreement with Candidate Mr. Yasumi Katsuki to limit his liabilities as provided for in Article 423, paragraph 1 of the Companies Act of Japan, to the amount as provided for in laws or ordinances. In the event that the reelection of Mr. Katsuki is approved, the Company will maintain such agreement with him.

6. In the event that the election of Candidates Messrs. Mikiya Chishiro and Yoshinobu Tsutsui is approved, the Company will enter into an agreement with each of them to limit his liabilities as provided for in Article 423, paragraph 1 of the Companies Act of Japan, to the amount as provided for in laws or ordinances.

7. The Company has given notice of Candidate Mr. Yasumi Katsuki as an independent officer in accordance with the rules of each financial instruments exchange on which its shares are listed.

8. In the event that the election of Candidates Messrs. Mikiya Chishiro and Yoshinobu Tsutsui is approved, the Company will give notice of them as independent officers in accordance with the rules of each financial instruments exchange on which its shares are listed.

- END -

Notice on Exercise of Voting Rights by Electronic Methods (including the Internet)

In exercising your voting rights by electronic methods (including the Internet), please confirm the following items in advance:

Exercise of voting rights via the Internet:

1. Any exercise of voting rights via the Internet will be possible only on the website for the exercise of voting rights (http://www.web54.net) specified by the Company. The website for the exercise of voting rights is also accessible via mobile-phone Internet.

2. To exercise voting rights via the Internet, please enter your votes for or against each of the propositions in accordance with the guidance on the screen, by using the "code for the exercise of voting rights" and the "password" printed in the enclosed voting form.

3. Any exercise of voting rights via the Internet will be acceptable no later than the day immediately preceding the date of this Ordinary General Meeting of Shareholders, or Monday, June 22, 2015. However, for the expedient counting of the voting rights exercised, it would be appreciated if you could exercise your voting rights early.

4. All fees payable to Internet service providers and telecommunication carriers in accessing the website for the exercise of voting rights must be borne by the shareholders.

5. To access the website for the exercise of voting rights, the following system environments are necessary:

   (i) If voting rights are exercised by using a PC, "Internet Explorer ver.5.01 SP2 or above" must be available as Internet browsing software.

   * "Internet Explorer" is a registered trademark of Microsoft Corporation.

   (ii) If voting rights are exercised by using a mobile phone, it must be the one that enables 128 bit SSL communications (encrypted communications).

   * To ensure security, the website is compatible only with mobile phones that enable 128 bit SSL communications (encrypted communications) and some mobile phones may have no access thereto.

If you have any questions, please contact:

Share Registrar: Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Business Planning Dept.
Dedicated Phone No: 0120-652-031 (toll-free) (9:00 a.m. to 9:00 p.m.)
Request for forms, etc. and other inquiries: 0120-782-031 (toll-free) (9:00 a.m. to 5:00 p.m. on weekdays)

Platform for electronic exercise of voting rights for institutional investors:

"ICJ Platform", a platform for electronic exercise of voting rights for institutional investors operated by ICJ Inc., which was incorporated by Tokyo Stock Exchange, Inc. and others, will be available to nominee shareholders (including standing proxies), such as custodian trust banks, as an electronic method of exercise of voting rights in addition to the above-mentioned method via the Internet if they apply for the use of the platform during a specified period.