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Securities Code: 9052

June 2, 2026

To our shareholders:

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

Notice of the 137th Annual General Meeting of Shareholders

It is my pleasure to inform you that the 137th 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 137th 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)

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 18, 2026.

1. Date and Time: Friday, June 19, 2026 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 137th Fiscal Year (April 1, 2025 to March 31, 2026)
2. The audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee

Matters to be resolved

Proposal No. 1: Dividend of Surplus

Proposal No. 2: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee 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 websites on the previous page.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividend of Surplus

In regard to the year-end dividend, the Company proposes to continue to pay a stable dividend, balanced with internal reserves, and taking into account comprehensive factors, including financial position, the level of profits, the dividend payout ratio, and the management environment.

Year-end dividend

- (1) Allotment of dividend property to shareholders and the aggregate amount of this allotment
¥25 per common share of the Company Total payment: ¥557,301,475
The annual dividend will be ¥50 per share, including the interim dividend of ¥25.
- (2) Effective date of dividend of surplus
June 22, 2026




Proposal No. 2: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)



The terms of office for all eight (8) Directors (excluding those who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, to further strengthen the management structure, the Company proposes the election of nine (9) Directors, increasing the number of outside Directors by one (1).



In regard to this proposal, the Audit and Supervisory Committee has determined that all of the candidates for Director are suitable for their proposed positions.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	 Kazuhiro Uekado (March 22, 1958) Reappointed Male	Apr. 1980 Joined the Company June 2005 Director June 2008 Managing Director June 2009 President and Representative Director June 2025 Chairman and Representative Director (current position) Significant concurrent positions outside the Company Director of Shinki Bus Co., Ltd. President and Representative Director of Sanyo Leisure Service Co., Ltd.	19,000
(Reasons for election and summary of expected roles) Mr. Uekado currently serves as Chairman as well as President and Representative Director of a subsidiary. He possesses abundant knowledge and broad experience concerning company management in general acquired through service in important positions in the railway and corporate planning divisions, as well as through management of the Group as Chairman after serving as President. The Company has once again nominated him as candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			
2	 Masahiro Itoh (January 2, 1964) Reappointed Male	Apr. 1987 Joined the Company June 2022 Director Executive Officer June 2023 Managing Executive Officer June 2024 Representative Director Senior Managing Executive Officer June 2025 President and Representative Director (current position)	7,200
(Reasons for election and summary of expected roles) Mr. Itoh currently serves as President. He possesses abundant knowledge and broad experience, having served as Director of a subsidiary and in important positions in the management division, while in his role as President, he holds responsibility for Group management. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	 Shinichi Yoneda (July 25, 1961) Reappointed Male	Apr. 1984 Joined the Company June 2013 Director June 2019 Managing Director Apr. 2020 Director (current position) Managing Executive Officer June 2024 Senior Managing Executive Officer (current position) Responsibilities: General Manager of Development Business Division Significant concurrent positions outside the Company President and Representative Director of Sanden Fudosan Co., Ltd.	11,200
(Reasons for election and summary of expected roles) Mr. Yoneda currently serves as Senior Managing Executive Officer and General Manager of the Development Business Division as well as President and Representative Director of a subsidiary. He possesses abundant knowledge acquired through service in important positions in the real estate division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			
4	 Ryuji Masuda (October 10, 1971) Reappointed Male	Apr. 1994 Joined the Company Apr. 2020 Executive Officer June 2021 Director (current position) June 2023 Managing Executive Officer (current position) Responsibilities: General Manager of Railway Business Division and General Manager of Safety Promotion Office Significant concurrent positions outside the Company Director of KOBE RAPID TRANSIT RAILWAY Co., Ltd.	5,700
(Reasons for election and summary of expected roles) Mr. Masuda currently serves as Managing Executive Officer and General Manager of the Railway Business Division. He possesses abundant knowledge acquired through service in important positions in the railway division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			
5	 Fumiteru Kawakubo (December 31, 1970) Reappointed Male	Apr. 1993 Joined the Company Apr. 2020 Executive Officer June 2022 Director (current position) June 2025 Managing Executive Officer (current position) Responsibilities: General Manager of Corporate Management Division Significant concurrent positions outside the Company President and Representative Director of Sanyo Bus Co., Ltd.	4,700
(Reasons for election and summary of expected roles) Mr. Kawakubo currently serves as Managing Executive Officer and General Manager of Corporate Management Division as well as President and Representative Director of a subsidiary. He possesses abundant knowledge acquired through service in important positions in the real estate division and corporate planning division. The Company has once again nominated him as a candidate for Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	 <p data-bbox="363 510 512 696">Makoto Nagao (July 23, 1959) Reappointed Male Outside Independent Officer</p>	<p data-bbox="614 264 1230 495">Apr. 1982 Joined Shinki Bus Co., Ltd. June 2013 President and Representative Director (current position) June 2017 Director of Sanyo Electric Railway Co., Ltd. (current position) Significant concurrent positions outside the Company President and Representative Director of Shinki Bus Co., Ltd.</p>	0
<p data-bbox="276 730 799 759">(Reasons for election and summary of expected roles)</p> <p data-bbox="276 763 1441 981">Mr. Nagao currently serves as outside Director. He possesses broad experience related to corporate management as well as abundant knowledge acquired through the operation of transportation business, etc. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, he has served his role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated him once again as a candidate for outside Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.</p>			
7	 <p data-bbox="363 1254 512 1440">Yoko Sato (July 23, 1960) Reappointed Female Outside Independent Officer</p>	<p data-bbox="614 992 1230 1487">Sept. 1986 Joined Showa Ota & Co. (current Ernst & Young ShinNihon LLC) Mar. 1990 Registered as a certified public accountant May 2011 Senior partner at current Ernst & Young ShinNihon LLC June 2019 Left Ernst & Young ShinNihon LLC Sept. 2019 Representative of Yoko Sato Certified Public Accountant Office (current position) June 2021 Director of Sanyo Electric Railway Co., Ltd. (current position) Significant concurrent positions outside the Company Representative of Yoko Sato Certified Public Accountant Office Director of TOCALO Co., Ltd. Director, Audit & Supervisory Committee Member of Japan Cash Machine Co., Ltd.</p>	0
<p data-bbox="276 1494 799 1523">(Reasons for election and summary of expected roles)</p> <p data-bbox="276 1527 1441 1747">Ms. Sato currently serves as outside Director. She possesses abundant experience and knowledge as a certified public accountant. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, she serves her role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated her once again as a candidate for outside Director because she can be expected to contribute to further enhancing the Group's corporate value going forward as well.</p> <p data-bbox="276 1751 1441 1836">Although Ms. Sato has never been involved in the management of a company other than as an outside Director in the past, for the reasons stated above, the Company judges that she will be able to properly perform the duties of an outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	 Masao Shin (May 22, 1957) Reappointed Male Outside Independent Officer	Apr. 1981 Joined HANSHIN ELECTRIC RAILWAY CO., LTD. Apr. 2017 President and Representative Director June 2017 Executive Vice President and Representative Director of Hankyu Hanshin Holdings, Inc. Apr. 2023 Chairperson and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD. (current position) June 2023 Director of Sanyo Electric Railway Co., Ltd. (current position) Significant concurrent positions outside the Company Chairman and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD.	0
(Reasons for election and summary of expected roles) Mr. Shin currently serves as outside Director. He possesses broad experience related to corporate management as well as abundant knowledge acquired through the operation of transportation business, etc. In addition to delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge, as a member of the Nominating and Remuneration Committee, he has served his role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive remuneration, etc. The Company has nominated him once again as a candidate for outside Director because he can be expected to contribute to further enhancing the Group's corporate value going forward as well.			
9	 Yoko Akashi (November 27, 1974) New election Female Outside Independent Officer	Oct. 2004 Registered as an attorney at law (joined the Hyogo Bar Association) Joined Minato Law Office (current position) Significant concurrent positions outside the Company Attorney of Minato Law Office	0
(Reasons for election and summary of expected roles) Ms. Akashi has abundant experience and knowledge as an attorney-at-law. The Company has nominated her as a new candidate for outside Director because she can be expected to contribute to further enhancing the Group's corporate value by delivering helpful remarks at the Company's Board of Directors meetings by utilizing this experience and knowledge and, as a member of the Nominating and Remuneration Committee, serving her role appropriately from an objective and neutral perspective when selecting candidates for the Company's executives and determining executive compensation, etc. Although Ms. Akashi has never been involved in the management of a company at the Company or other listed companies, for the reasons stated above, the Company judges that she will be able to properly perform the duties of an outside Director.			

- Notes:
- Candidate for Director Yoko Akashi is a new candidate for Director. She is registered as Yoko Yoshida on the family register.
 - Special interests between the candidate for Director and the Company
 - Makoto Nagao, the candidate for Director, is the President and Representative Director of Shinki Bus Co., Ltd. which is in a competitive relationship with the Company in the real estate business, and has a conflict of interest in transactions related to real estate sales, purchases and leases.
 - Masao Shin, the candidate for Director, is the Chairperson and Representative Director of HANSHIN ELECTRIC RAILWAY CO., LTD. which is in a competitive relationship with the Company in the real estate business.
 - There are no special interests between the other candidates for Director and the Company.
 - Makoto Nagao, Yoko Sato, Masao Shin, and Yoko Akashi are each candidate for outside Director.
 - Mr. Nagao, Ms. Sato, and Mr. Shin are currently outside Director of the Company. At the conclusion of this General Meeting of Shareholders, they will have served as outside Director of the Company for nine years, five years, and three years, respectively.

5. In accordance with Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Nagao, Ms. Sato, and Mr. Shin under which their 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 reappointments of each are approved. Furthermore, if the election of Ms. Akashi is approved, the Company plans to enter into a similar limited liability agreement with her.
6. The Company has entered into a directors and officers liability insurance contract that covers all of the Company's officers with an insurance company, as set forth in Article 430-3, paragraph (1) of the Companies Act. 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 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 contract. In addition, the Company intends to renew the directors and officers liability insurance contract with the same content at the next renewal.
7. The Company has designated Mr. Nagao, Ms. Sato, and Mr. Shin as independent officers as prescribed by the Tokyo Stock Exchange, and has registered this information with the exchange. Furthermore, Ms. Akashi fulfills the criteria for an independent officer as prescribed by the Tokyo Stock Exchange, and the Company intends to register her as an independent officer with the exchange.
8. Candidate for Director Kazuhiro Uekado is scheduled to be appointed outside Audit & Supervisory Board Member of SAKURA KCS Corporation on June 26, 2026.

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

	Name	Gender	Corporate management	Finance and accounting	Legal and risk management	Personnel and labor	Transportation	Real estate	Distribution
Director	Kazuhiro Uekado	Male	●		●	●	●		●
	Masahiro Itoh	Male	●	●	●	●	●		●
	Shinichi Yoneda	Male	●					●	●
	Ryuji Masuda	Male	●			●	●		
	Fumiteru Kawakubo	Male	●	●				●	●
	Makoto Nagao	Male	●			●	●		
	Yoko Sato	Female		●	●				
	Masao Shin	Male	●		●	●			
	Yoko Akashi	Female			●	●			
Director and Audit and Supervisory Committee Member	Akihiko Kanatani	Male	●		●		●		
	Jiroh Kagawa	Male	●		●	●		●	
	Atsushi Takada	Male	●	●	●	●		●	

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