

[Translation]

June 17, 2024

For immediate release

Company name: Keisei Electric Railway Co., Ltd.  
Representative: Toshiya Kobayashi,  
President and Representative Director  
(Code No. 9009, Tokyo Stock Exchange, Prime Market)  
Contact: Ichiro Komatsuzaki,  
Manager, General Affairs & Legal Affairs  
Division, General Affairs Department  
(Tel. +81-47-712-7061)

### **The Company's Views on the Proxy Advisory Firms' Recommendation Reports**

Keisei Electric Railway Co., Ltd. (the “**Company**”) has become aware that two proxy advisory firms, namely Institutional Shareholder Services Inc. (“**ISS**”) and Glass, Lewis & Co., LLC (“**GL**”), issued reports to the effect that they recommend that shareholders vote for a shareholder proposal to be submitted to the 181st Ordinary General Meeting of Shareholders scheduled to be held on June 27, 2024 (the “**Shareholder Proposal**”).

At a meeting of the board of directors held on May 20, 2024, the Company passed a resolution to the effect that it is **opposed to the Shareholder Proposal** with the unanimous approval of all of the directors of the Company (including five independent outside directors), and issued a press release titled “[Notice Concerning Opposing Opinion of the Company's Board of Directors on Shareholder Proposal.](#)”

While both ISS and GL support the Shareholder Proposal, which exclusively aims to sell the Company's shares in Oriental Land Co., Ltd. (the “**OLC Shares**”) without considering the use of the funds, the Company believes that this judgment cannot be said to be based on a sufficient understanding of the Company's business characteristics and strategies, which will not contribute to the enhancement of the Company's corporate value nor the maximization of the common interests of its shareholders over the medium to long term. In addition, the Company also deeply regrets that GL issued the recommendation report without conducting an interview with the Company, despite the Company's request for an engagement interview after receiving the Shareholder Proposal.

As a company engaged in the railway business, it is necessary for the Company to make decisions concerning large-scale investment plans over an extended period of time, which is much longer than the proposing shareholder, ISS, and GL would anticipate, after consultation and coordination with a number of related parties. The Company also needs to formulate a financial plan while taking into account the progress of such and to examine and select appropriate fundraising methods based on the amount of funds required and the necessary timing thereof.

One of the Company's key strategies is to enhance transportation to Narita Airport. Narita International Airport Corporation aims to achieve its target of 75 million passengers and 500,000 departures and arrivals per year at Narita Airport during the 2030s, and examinations are underway regarding making improvements in railway access, such as the development of a new station and double-track railway lines around the airport in connection with the restructuring of the terminals. In order to respond to these developments, the Company will undertake related initiatives, including further enhancing convenience and increasing transportation capacity to and from central Tokyo. The Company expects that, going forward, the Company will need to make large-scale investment to meet this demand. However, selling OLC Shares and raising funds early within a period of less than two years as contemplated by the Shareholder Proposal will not lead to the realization of an investment plan and growth strategy at an appropriate timing. On the contrary, selling OLC Shares early would impede flexible fundraising in accordance with future capital requirements, which could possibly limit the project's potential. The Company believes that, when selling OLC Shares, a careful examination is necessary regarding the method, timing, and other matters related to the sale from the perspective of the enhancement of the Company's corporate value and the maximization of the common interests of its shareholders over the medium to long term.

In its report, ISS asserts that "... it gives management enough time for an orderly disposal. Moreover, the dissident does not demand Keisei sell its entire holding in OLC and the proposal would still leave the company with a sufficiently large stake in OLC to support large future investment needs." However, this assertion has been made without fully understanding the characteristics of the Company's business as described above, and also without sufficient examination regarding the use of funds and the timing of fundraising that are required for such business. The Company believes that such opinion, which considers it reasonable to require the Company to sell the shares it holds in a short period of less than two years, is not appropriate.

The Company would like to ask for shareholders' understanding of the business characteristics and management strategy of the Company group and requests that shareholders support the opinion of the board of directors (i.e., **oppose the Shareholder Proposal**).

End