

(Securities Identification Code: 9532)

June 29, 2011

To Shareholders

Hiroshi Ozaki, President
Osaka Gas Co., Ltd.
4-1-2 Hiranomachi, Chuo-ku
Osaka, Japan

Notice of Resolution at 193rd Annual Meeting of Shareholders

Dear Sir or Madam,

We would like to inform you of the report and resolutions made at the 193rd Annual Meeting of Shareholders of Osaka Gas Co., Ltd. held today (the "Meeting").

The Company hopes all shareholders will continue to extend support and encouragement to the Company.

Yours faithfully

Details:

Report: Business report, consolidated financial statements, non-consolidated financial statements, report of accounting auditor and corporate auditors' report on consolidated financial statements for the 193rd term (year from April 1, 2010, to March 31, 2011)

The above items were reported.

Proposals:

1. Appropriation of earnings

The proposal was approved and passed in its original form.

(The year-end dividend is ¥4 per share.)

2. Election of 13 Directors

The proposal was approved and passed in its original form. Hiroshi Ozaki, Masashi Kuroda, Takashi Sakai, Masato Kitamae, Shigeki Hirano, Noriyuki Nakajima, Takehiro Honjo, Koji Kono, Hirofumi Kyutoku, Takahiko Kawagishi, Hidetaka Matsuzaka, Tadimitsu Kishimoto and Shunzo Morishita were elected and all of them have assumed office.

Tadamitsu Kishimoto and Shunzo Morishita are external directors as specified in Article 2, item 15 of the Companies Act.

3. Election of 1 Corporate Auditor

The proposal was approved and passed in its original form. Shingo Kamei was elected and has assumed office.

To our Shareholders

1. Report for the 193rd Fiscal Year

We have enclosed the Report for the 193rd Fiscal Year together with this Notice of Resolution for all shareholders whose shares constitute less than a full unit (1,000 shares). We have not enclosed the Report for the 193rd Fiscal Year to shareholders whose shares constitute or exceed a full unit because it was already sent to such shareholders, together with the Notice of Annual Meeting of Shareholders.

On pages [1] to [45] of the Report for the 193rd Fiscal Year, the business report, consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated statement of changes in net assets and notes to consolidated financial statements), non-consolidated financial statements (non-consolidated balance sheet, non-consolidated income statement, non-consolidated statement of changes in net assets and notes to non-consolidated financial statements) and audit reports thereon are described.

2. Personnel Affairs of Officers

Pursuant to the resolution of the Meeting, the resolution of the Board of Directors and the resolution of the Board of Corporate Auditors, each held after the Meeting, the Officers of the Company are as follows:

Hiroshi Ozaki	Representative Director and President Executive President	Koji Kono	Director Senior Executive Officer
Masashi Kuroda	Representative Director Executive Vice-President	Hirofumi Kyutoku	Director Senior Executive Officer
Takashi Sakai	Representative Director Executive Vice-President	Takahiko Kawagishi *	Director Senior Executive Officer
Masato Kitamae	Representative Director Executive Vice-President	Hidetaka Matsuzaka *	Director Senior Executive Officer
Shigeki Hirano	Director Senior Executive Officer	Tadamitsu Kishimoto**	Director
Noriyuki Nakajima	Director Senior Executive Officer	Shunzo Morishita**	Director
Takehiro Honjo	Director Senior Executive Officer		
Akio Ukai	Corporate Auditor (full-time)	Toshihiko Hayashi**	Auditor
Shingo Kamei*	Corporate Auditor (full-time)	Kenji Torigoe**	Auditor

(Note) * Newly elected Director or Corporate Auditor

** An external officer. The Company has notified the stock exchanges on which the Company's stock is listed that all of the external officers are independent officers.

3. Receipt of Dividends

For those shareholders who designated transfer of cash dividends to their bank accounts, we will pay the cash dividends to their designated bank accounts by bank transfer **on June 30, 2011**. Please check the enclosed **Statement of Year-end Dividends for the 193rd term** and **Account for Transfer of Dividends** (in the case where you have selected the stock pro rata system, please contact your account management institution).

For those shareholders who have not designated transfer of cash dividends, please receive the payment of year-end dividends by presenting the enclosed **Receipt of Year-end Dividends for the 193rd term** at your nearest main or branch office of Japan Post Bank Co., Ltd. or the post office during **the term of payment (from June 30, 2011 to July 29, 2011)**.

[Notice in relation to the payment of dividends of listed shares]

Pursuant to the Special Taxation Measures Law, we are required to send a Payment Notice which shows the dividend amount and the amount of tax collected to our shareholders in relation to the dividends we distribute. The Statement of Year-end Dividends for the 193rd term serves as the Payment Notice, therefore please submit this Payment Notice as reference when filing for your tax return (in the case where you have selected the stock pro rata system, please contact your account management institution).

NOTE

Please note that these are not official texts, and “Receipt of Year-end Dividends for the 193rd term,” “Statement of Year-end Dividends for the 193rd term” and “Account for Transfer of Dividends” are not attached. The information herein stated is provided only for the reference of foreign shareholders. The Company is not responsible for the accuracy or completeness of information. The official texts are those stated in the Notice of Resolution at 193rd Annual Meeting of Shareholders issued in Japanese. The Notice has been mailed to the custodian in Japan of each foreign shareholder.