

June 24, 2019

Extraordinary Report

OSAKA GAS CO., LTD.

1. Reason for filing

As the proposals were resolved at the 201st Annual Meeting of Shareholders of OSAKA GAS CO., LTD. (the “Company”) held on June 20, 2019 (the “Meeting”), this Extraordinary Report is filed pursuant to the provisions of Article 24-5, paragraph 4 of the Financial Instruments and Exchange Act and Article 19, paragraph 2, item 9-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

2. Contents of the Report

(1) Date of the Meeting: June 20, 2019

(2) Details of Proposals:

Proposal 1: Appropriation of Earnings

- (i) Type of dividend
Cash
- (ii) Matters concerning the distribution of dividends to shareholders and the aggregate amount
¥25.00 per common share of the Company
Aggregate amount: ¥10,395,319,975
- (iii) Commencement date for the payment of dividends (effective date for the distribution of earnings)
June 21, 2019

Proposal 2: Election of Thirteen (13) Directors

Election of Hiroshi Ozaki, Takehiro Honjo, Masataka Fujiwara, Tadashi Miyagawa, Takeshi Matsui, Takayuki Tasaka, Hisaichi Yoneyama, Fumitoshi Takeguchi, Shigeru Chikamoto, Kei Takeuchi, Hideo Miyahara, Takayuki Sasaki and Kazutoshi Murao as Directors

Proposal 3: Election of Two(2) Audit & Supervisory Board Members

Election of Toshimasa Fujiwara and Eiji Hatta as Audit & Supervisory Board Members

(3) The number of voting rights which represent either “For”, “Against” or “Abstain” on each proposal, requirements for approval of each proposal and the results of resolutions:

Proposals	For (Number of voting rights)	Against (Number of voting rights)	Abstain (Number of voting rights)	Ratio of affirmative voting rights (%)	Results
Proposal 1	3,211,180	44,044	2,827	97.66	Approved
Proposal 2					
Hiroshi Ozaki	2,936,075	271,023	50,942	89.29	Approved
Takehiro Honjo	3,108,234	98,979	50,830	94.53	Approved
Masataka Fujiwara	3,089,235	152,448	16,363	93.95	Approved
Tadashi Miyagawa	3,088,092	153,591	16,363	93.92	Approved
Takeshi Matsui	3,089,325	152,358	16,363	93.96	Approved
Takayuki Tasaka	3,093,884	147,799	16,363	94.09	Approved
Hisaichi Yoneyama	3,089,334	152,349	16,363	93.96	Approved
Fumitoshi Takeguchi	3,092,825	148,858	16,363	94.06	Approved
Shigeru Chikamoto	3,093,038	148,645	16,363	94.07	Approved
Kei Takeuchi	3,086,513	155,170	16,363	93.87	Approved
Hideo Miyahara	3,197,839	57,409	2,802	97.26	Approved
Takayuki Sasaki	3,238,382	16,866	2,802	98.49	Approved
Kazutoshi Muraio	3,240,457	14,791	2,802	98.55	Approved
Proposal 3					
Toshimasa Fujiwara	3,235,299	20,049	2,700	98.39	Approved
Eiji Hatta	3,251,373	3,978	2,700	98.88	Approved

(Note)

Requirements for approval of each proposal are as follows:

- The requirement for proposal 1 is approval by a simple majority of voting rights held by the shareholders in attendance.
- The requirements for proposal 2 and 3 are the attendance of shareholders holding more than one-third (1/3) of all voting rights (4,143,495 votes) and approval by a simple majority of voting rights held by the shareholders in attendance.

(4) Reason that a portion of the number of voting rights held by the shareholders in attendance at the Meeting was not included in the number of voting rights

The total number of voting rights for the above proposals, which comprised voting rights exercised by the date prior to the Meeting and voting rights of the shareholders in attendance at the Meeting which were confirmed to represent either for or against each proposal, satisfied the requirements for approval, and each resolution was adopted legitimately under the Companies Act of Japan. Therefore, each number of voting rights stated above in each “For”, “Against”, or “Abstain” column does not include a portion of the number of voting rights held by the shareholders in attendance at the Meeting.

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