

June 30, 2022

Extraordinary Report

OSAKA GAS CO., LTD.

1. Reason for filing

As the proposals were resolved at the 204th Annual Meeting of Shareholders of OSAKA GAS CO., LTD. (the “Company”) held on June 28, 2022 (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 28, 2022

(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
¥30 per common share of the Company
Aggregate amount: ¥12,469,299,090
- (iii) Commencement date for the payment of dividends (effective date for the distribution of earnings)
June 29, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation (Business Purpose, System for Electronic Provision of Materials for Shareholders’ Meetings, etc.)

The Company shall make amendments mainly as follows.

(1) In light of the current status of the Group’s business and future business development, the Company shall add businesses relating to renewable energy and hydrogen, telecommunications business, etc., to the business purpose. In addition, the Company made changes such as rearranging the order by business relevance and clarification by revising expressions.

(2) The Company shall delete the article relating to a means of providing notice on split voting.

(3) In order to prepare for the introduction of the system of electronic provision of materials for Shareholders’ Meetings, the Company shall make necessary amendments, such as stipulating that materials for Shareholders’ Meetings shall be provided electronically and that the Company is able to limit the scope of matters to be included in physical copies to be delivered to shareholders who make such a request.

Proposal 3: Partial Amendments to the Articles of Incorporation (Organizational Body to Determine Surplus Distributions)

In order to flexibly distribute year-end dividends, the Company shall make necessary amendments to enable surplus distributions by resolution of the Board of Directors only when it is difficult to determine year-end dividends by resolution of the Shareholders' Meeting due to unforeseen circumstances such as an outbreak of infectious disease or an occurrence of a natural disaster.

Proposal 4: Election of Ten (10) Directors

Election of Mr. Takehiro Honjo, Mr. Masataka Fujiwara, Mr. Tadashi Miyagawa, Mr. Takeshi Matsui, Mr. Takayuki Tasaka, Mr. Fumitoshi Takeguchi, Mr. Hideo Miyahara, Mr. Kazutoshi Murao, Mr. Tatsuo Kijima and Ms. Yumiko Sato as Directors

Proposal 5: Election of One (1) Audit & Supervisory Board Member

Election of Ms. Eriko Nashioka as Audit & Supervisory Board Member

(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	3,340,712	2,669	1,151	99.55	Approved
Proposal 2	3,339,793	3,375	1,364	99.53	Approved
Proposal 3	2,665,379	678,018	1,125	79.43	Approved
Proposal 4					
Takehiro Honjo	3,197,362	126,238	20,927	95.28	Approved
Masataka Fujiwara	3,235,130	108,265	1,131	96.41	Approved
Tadashi Miyagawa	3,259,839	83,558	1,131	97.14	Approved
Takeshi Matsui	3,260,667	82,730	1,131	97.17	Approved
Takayuki Tasaka	3,260,721	82,676	1,131	97.17	Approved
Fumitoshi Takeguchi	3,281,844	61,553	1,131	97.80	Approved
Hideo Miyahara	3,160,399	182,998	1,131	94.18	Approved
Kazutoshi Murao	3,298,602	44,795	1,131	98.30	Approved
Tatsuo Kijima	3,309,356	34,041	1,131	98.62	Approved
Yumiko Sato	3,327,985	15,412	1,131	99.18	Approved
Proposal 5	3,338,825	4,575	1,132	99.50	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 (4,143,759 votes) and approval by more than two-third (2/3) of voting rights held by the shareholders in attendance.
- The requirements for proposal 4 and 5 are the attendance of shareholders holding more than one-third (1/3) of all voting rights (4,143,759 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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