

June 27, 2023

Extraordinary Report

OSAKA GAS CO., LTD.

1. Reason for filing

As the proposals were resolved at the 205th Annual Meeting of Shareholders of OSAKA GAS CO., LTD. (the “Company”) held on June 23, 2023 (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 23, 2023

(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: ¥12,470,379,210
- (iii) Commencement date for the payment of dividends (effective date for the distribution of earnings)
June 26, 2023

Proposal 2: 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. Kazutoshi Murao, Mr. Tatsuo Kijima, Ms. Yumiko Sato and Ms. Mikiyo Niizeki as Directors

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

Election of Mr. Ichiro Hazama and Ms. Chieko Minami 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	2, 995, 684	18, 208	1, 920	98. 61	Approved
Proposal 2					
Takehiro Honjo	2, 845, 042	143, 663	27, 102	94. 14	Approved
Masataka Fujiwara	2, 854, 871	133, 832	27, 102	94. 43	Approved
Tadashi Miyagawa	2, 873, 251	115, 454	27, 102	94. 98	Approved
Takeshi Matsui	2, 875, 248	113, 457	27, 102	95. 04	Approved
Takayuki Tasaka	2, 875, 227	113, 478	27, 102	95. 04	Approved
Fumitoshi Takeguchi	2, 875, 317	113, 388	27, 102	95. 04	Approved
Kazutoshi Muraio	2, 979, 547	34, 410	1, 854	98. 13	Approved
Tatsuo Kijima	2, 979, 676	34, 281	1, 854	98. 14	Approved
Yumiko Sato	2, 985, 594	28, 363	1, 854	98. 31	Approved
Mikiyo Niizeki	3, 008, 875	5, 083	1, 854	99. 00	Approved
Proposal 3					
Ichiro Hazama	2, 949, 905	63, 991	1, 912	97. 25	Approved
Chieko Minami	3, 009, 140	4, 760	1, 912	99. 01	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 (4,144,451 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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