

July 1, 2024

## **Extraordinary Report**

OSAKA GAS CO., LTD.

### 1. Reason for filing

As the proposals were resolved at the 206th Annual Meeting of Shareholders of OSAKA GAS CO., LTD. (the “Company”) held on June 27, 2024 (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 27, 2024

#### (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  
¥50.00 per common share of the Company  
Aggregate amount: ¥20,447,298,750
- (iii) Commencement date for the payment (effective date for the distribution of earnings)  
June 28, 2024

##### Proposal 2: Partial Amendments to the Articles of Incorporation (Transition to a Company with an Audit and Supervisory Committee)

The Company amends the Articles of Incorporation mainly as follows.

- (1) Newly establish provisions concerning Audit and Supervisory Committee Members and the Audit and Supervisory Committee, delete provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board, and make other necessary amendments.
- (2) Newly establish provisions concerning this delegation of authority and revise the matters for resolution by the Board of Directors outlined in the Articles of Incorporation.

##### Proposal 3: Partial Amendments to the Articles of Incorporation (Organ which Determines Surplus Distribution, etc.)

The Company amends the Articles of Incorporation to newly establish provisions and make other necessary

amendments to enable the flexible payment of dividends of surplus, etc. by resolution of the Board of Directors under normal circumstances.

Proposal 4: Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company elects Mr. Takehiro Honjo, Mr. Masataka Fujiwara, Mr. Takayuki Tasaka, Mr. Keiji Takemori, Mr. Ko Sakanashi, Mr. Toshiyuki Imai, Mr. Kazutoshi Murao, Mr. Tatsuo Kijima, Ms. Yumiko Sato and Ms. Mikiyo Niizeki as Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal 5: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The Company elects Mr. Fumitoshi Takeguchi, Mr. Ichiro Hazama, Ms. Eriko Nashioka, Ms. Chieko Minami and Mr. Eimei Kozai as Directors who are Audit and Supervisory Committee Members

Proposal 6: Establishment of the Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company establishes a new limit of ¥57 million for monthly monetary remuneration for Directors (including outside Directors but excluding Directors who are Audit and Supervisory Committee Members).

Proposal 7: Establishment of the Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

The Company establishes a new limit of ¥14 million for monthly monetary remuneration for Directors who are Audit and Supervisory Committee Members.

Proposal 8: Establishment of a Stock-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

The total amount of monetary remuneration paid to Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) for the grant of restricted stock shall not exceed ¥144 million per year (equivalent to ¥12 million per month). The total number of the Company's common shares to be issued or disposed of shall not exceed 96,000 shares per year.

(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	3,257,045	31,521	402	98.53	Approved
Proposal 2	3,038,777	249,795	394	91.92	Approved
Proposal 3	3,084,861	203,693	411	93.32	Approved
Proposal 4					
Takehiro Honjo	3,127,708	131,253	30,004	94.61	Approved
Masataka Fujiwara	3,138,909	120,048	30,004	94.95	Approved
Takayuki Tasaka	3,165,053	123,505	407	95.74	Approved
Keiji Takemori	3,164,181	124,377	407	95.72	Approved
Ko Sakanashi	3,163,739	124,819	407	95.70	Approved
Toshiyuki Imai	3,176,021	112,537	407	96.08	Approved
Kazutoshi Murao	3,251,221	37,341	407	98.35	Approved
Tatsuo Kijima	3,251,054	37,508	407	98.35	Approved
Yumiko Sato	3,257,089	31,473	407	98.53	Approved
Mikiyo Niizeki	3,270,041	18,521	407	98.92	Approved
Proposal 5					
Fumitoshi Takeguchi	3,079,101	209,408	454	93.14	Approved
Ichiro Hazama	3,094,583	193,926	454	93.61	Approved
Eriko Nashioka	3,267,360	21,155	454	98.84	Approved
Chieko Minami	3,267,199	21,313	454	98.83	Approved
Eimei Kozai	3,275,342	13,171	454	99.08	Approved
Proposal 6	3,280,596	7,720	653	99.24	Approved
Proposal 7	3,280,258	8,052	659	99.23	Approved
Proposal 8	3,222,058	58,409	8,499	97.47	Approved

(Note)

Requirements for approval of each proposal are as follows:

- The requirements for proposal 1, 6, 7, and 8 are 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 (4,077,538 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 (4,077,538 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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