

(Securities Identification Code: 9532)

June 27, 2024

To Shareholders

Masataka Fujiwara, President
OSAKA GAS CO., LTD.
4-1-2 Hiranomachi, Chuo-ku
Osaka, Japan

Notice of Resolution at 206th Annual Meeting of Shareholders

Dear Sir or Madam,

We would like to inform you of the report and resolutions made at the 206th Annual Meeting of Shareholders of OSAKA GAS CO., LTD. (the “Company”) 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 the accounting auditor and Audit & Supervisory Board’s report on consolidated financial statements for the 206th term (year from April 1, 2023 to March 31, 2024)

The above item was reported.

Resolutions:

Proposal 1: Appropriation of Earnings

The proposal was approved and passed in its original form. The year-end dividend is ¥50 per share, which is ¥20 more per share compared to the previous term. Combined with the interim dividends already paid, the Company’s annual dividends for the 206th term are ¥82.50 per share.

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

The proposal was approved and passed in its original form. The details of the main amendments are as follows.

(1) The Company deleted provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board, and made other necessary

amendments.

- (2) The company newly established provisions concerning delegation for decisions on important business execution to Directors, and revised the matters for resolution by the Board of Directors outlined in the Articles of Incorporation to achieve more flexible decision-making.

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

The proposal was approved and passed in its original form. The Company newly established provisions and made 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 proposal was approved and passed in its original form. 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 were elected and all of them have assumed office.

Mr. Kazutoshi Murao, Mr. Tatsuo Kijima, Ms. Yumiko Sato and Ms. Mikiyo Niizeki are outside directors as specified in Article 2, Item 15 of the Companies Act.

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

The proposal was approved and passed in its original form. Mr. Fumitoshi Takeguchi, Mr. Ichiro Hazama, Ms. Eriko Nashioka, Ms. Chieko Minami, and Mr. Eimei Kozai were elected and have assumed office.

Ms. Eriko Nashioka, Ms. Chieko Minami, and Mr. Eimei Kozai are outside directors as specified in Article 2, Item 15 of the Companies Act.

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

The proposal was approved and passed in its original form. The Company established 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 proposal was approved and passed in its original form. The Company established 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 proposal was approved and passed in its original form. The Company established that the total amount of monetary remuneration paid to Eligible Directors for the grant of restricted stock shall not exceed ¥144 million per year (equivalent to ¥12 million per month), and the total number of the Company's common shares (restricted stock) to be issued or disposed shall not exceed 96,000 shares per year.

NOTE

Please note that these are not official texts. The information herein stated is provided only for the foreign shareholders' reference. The Company is not responsible for the accuracy or completeness of information. The official texts are those stated in the Notice of Resolution at 206th Annual Meeting of Shareholders issued in Japanese.