

[English Translation Originally Issued in the Japanese Language]

Security Identification Code: 9531  
June 29, 2011

Dear Shareholders:

## NOTICE OF RESOLUTION AT THE 211th ANNUAL SHAREHOLDERS MEETING

We hereby would like to inform you of the reports made and resolutions passed at the 211th Annual Shareholders Meeting of Tokyo Gas Co., Ltd. (hereinafter, 'We' or 'the Company'), held on June 29, 2011.

Sincerely yours,

**Tsuyoshi Okamoto**  
President, Representative Director  
**TOKYO GAS CO., LTD.**  
5-20, Kaigan 1-chome, Minato-ku, Tokyo

### 1. Matters reported:

'Business Report', 'Consolidated Financial Statements', 'Non-Consolidated Financial Statements', 'Independent Auditors' Report' and 'Audit Report' by the Board of Corporate Auditors on the Consolidated Financial Statements for the 211th fiscal year (from April 1, 2010 to March 31, 2011)

The contents of the abovementioned Business Report, Consolidated/Non-Consolidated Financial Statements and results of audit reports were reported.

### 2. Matters resolved:

#### Proposal No. 1: Approval of the Appropriation of Surplus

It was resolved, as proposed by the Company, that a year-end dividend of ¥4.5 per share be distributed. (Together with the midterm dividend of ¥4.5 per share, the total dividend to be paid for the year is ¥9 per share.)

#### Proposal No. 2: Election of Eleven (11) Directors

Mr. Mitsunori Torihara, Mr. Tsuyoshi Okamoto, Mr. Shigeru Muraki, Mr. Toshiyuki Kanisawa, Mr. Tsutomu Oya, Mr. Michiaki Hirose, Mr. Mikio Itazawa, Mr. Katsuhiko Honda and Mr. Yukio Sato were reelected as the Directors of the Company, and Mr. Kazuo Yoshino and Mr. Ryuichi Tomizawa were newly elected as the Directors of the Company. All of them assumed their respective positions.

#### Proposal No. 3: Election of One (1) Corporate Auditor

Mr. Manabu Fukumoto was elected as the Corporate Auditor. He assumed his position.

By resolution of the Board of Directors at a meeting held after the Annual Shareholders Meeting, Mr. Mitsunori Torihara was appointed as Director and Chairman of the Board, Mr. Tsuyoshi Okamoto was appointed as President, Representative Director, and Mr. Shigeru Muraki and Mr. Toshiyuki Kanisawa were appointed as Representative Directors. All of them assumed their respective positions.

By resolution of the Board of Corporate Auditors at a meeting held after the Annual Shareholders Meeting, Mr. Kunihiro Mori and Mr. Manabu Fukumoto were appointed as Standing Corporate Auditors. Both of them assumed their respective positions.

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Payment of the year-end dividend for the 211th fiscal year

For shareholders who have designated the remittance to a bank account, please review the enclosed 'Statement of Dividend Calculation' and 'Notice about Dividend Transfer Confirmation', and for those who have designated the system of dividend allotment to securities company accounts in proportion to the number of shares held, please review the enclosed 'Statement of Dividend Calculation' and 'Notice about Dividend Receiving Methods'.

For shareholders who have received a 'Dividend Warrant' with this notice, please verify the collection method shown on the reverse side of the enclosed 'Dividend Warrant' and collect the payment within the specified period (June 30, 2011 to July 29, 2011).

We have also enclosed 'Statement of Dividend Calculation' for shareholders who will collect the payment using 'Dividend Warrant'. The 'Statement of Dividend Calculation' may be used for confirmation of the amount of dividend payment after collecting the dividend, and as reference for tax declaration in Japan. We would like you to confirm the contents and keep it filed safely.

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