

June 29, 2015

Extraordinary Report of the Results of the Counting of the Exercised Voting Rights  
at the 215th Annual Shareholders Meeting  
(Based on Financial Instruments and Exchange Act)

Extraordinary report is hereby given of the results of the counting of the voting rights exercised at the 215th Annual Shareholders Meeting (the Shareholders' Meeting) of Tokyo Gas Co., Ltd. (Tokyo Gas) held on June 26, 2015, as specified below.

**1. Contents of matters to resolve**

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

Matters related to the appropriation of surplus to be distributed to shareholders as dividend at the end of FY2014.

An amount per share of common stock of Tokyo Gas: Yen 5

**Proposal No. 2 : Election of Eleven Directors**

Matters to elect as directors, Mr. Tsuyoshi Okamoto, Mr. Michiaki Hirose, Mr. Matsuhiko Hataba, Mr. Yutaka Kunigo, Mr. Masahiro Mikami, Mr. Hiroaki Kobayashi, Mr. Takashi Uchida, Mr. Satoru Yasuoka, Mr. Yoshihiko Nakagaki, Mr. Akihiko Ide, and Mr. Yoshinori Katori.

**Proposal No. 3 : Election of One Audit & Supervisory Board Member**

Matter to elect as corporate auditor, Mr. Hideaki Obana.

**2. Results of the counting of the voting rights exercised:**

Proposal	Approving votes	Disapproving votes	Abstained votes	Ratio of approving votes
No.1 The appropriation of surplus	1,881,124	1,455	3,613	98.92%
No.2 Election of 11 directors				
Mr. Tsuyoshi Okamoto	1,820,346	61,159	4,718	95.72%
Mr. Michiaki Hirose	1,858,066	23,442	4,718	97.71%
Mr. Matsuhiko Hataba	1,856,030	25,476	4,718	97.60%
Mr. Yutaka Kunigo	1,856,043	25,463	4,718	97.60%
Mr. Masahiro Mikami	1,856,027	25,479	4,718	97.60%
Mr. Hiroaki Kobayashi	1,856,046	25,460	4,718	97.60%
Mr. Takashi Uchida	1,854,427	27,079	4,718	97.52%
Mr. Satoru Yasuoka	1,854,421	27,085	4,718	97.52%
Mr. Yoshihiko Nakagaki	1,838,386	43,120	4,718	96.67%
Mr. Akihiko Ide	1,879,414	3,202	3,613	98.83%
Mr. Yoshinori Katori	1,879,210	3,406	3,613	98.82%
No.3 Election of One corporate auditor				
Mr. Hideaki Obana	1,762,375	120,036	3,613	92.68%

- The requirement for the adoption of each proposal is as follows.

Proposal No.1: Approval of a majority of the voting rights of the shareholders attended.

Proposal No.2 & 3: Approval of a general meeting of shareholders at which shareholders holding one-third(1/3) or more of voting rights of the shareholders entitled to vote shall be present, by a majority of the voting rights of the shareholders so attended.

- As for abstained votes, votes are counted only when Tokyo Gas can recognize as abstained, because of diverse exercise of votes.

### **3. The reason not to count a part of votes of shareholders who attended the Shareholders' Meeting**

The requirement of the adoption of all proposals had been fulfilled and all proposals had been legally resolved by the exercise of voting rights prior to the day preceding the date of the Shareholders' Meeting and on a part of shareholders attending the Shareholders' Meeting. Hence, the numbers of voting rights of a part of shareholders present at the Shareholders' Meeting were not added in the above-listed counting of the voting rights exercised.