

April 28, 2017

## **Notice regarding Partial Amendments to the Articles of Incorporation**

At the Board of Directors Meeting held today, Tokyo Gas Co., Ltd. resolved to submit the proposal for “Partial Amendments to the Articles of Incorporation” to the Company’s 217th ordinary general shareholders meeting to be held June 29, 2017, as follows.

### **1. Purpose of the Changes to the Articles of Incorporation**

For Outside Directors and Outside Auditors to fully manifest their expected functions, and to arrange an environment to continue to broadly engage suitable persons in the future, based on Article 427 of the Companies Act, the Company is newly establishing the concerned provisions of Article 26 (Exemption from Liability of Directors) and Article 35 (Exemption from Liability of Company Auditors) of the Articles of Incorporation as provisions allowing the Company to conclude contracts limiting liability with Outside Directors and Outside Auditors.

The new establishment of Article 26, Paragraph 2 of the Articles of Incorporation has already gained the approval of each Auditor.

### **2. Contents of the Changes to the Articles of Incorporation**

The contents of the changes are as follows.

(Underline indicates changes)

Current Articles	Proposed Articles after Changes
(Exemption from Liability of Directors) Article 26 (1) (Text omitted) (2) (Newly established)	(Exemption from Liability of Directors) Article 26 (1) (Unchanged) (2) <u>The Company may conclude a contract with an Outside Director limiting the liability of the concerned Director under Paragraph 1, Article 423 of the Companies Act to the amount prescribed by Paragraph 1, Article 425 of the Companies Act when the concerned Director executes work duties in good faith and without gross negligence.</u>
(Exemption from Liability of Auditors) Article 35 (1) (Text omitted) (2) (Newly established)	(Exemption from Liability of Auditors) Article 35 (1) (Unchanged) (2) <u>The Company may conclude a contract with</u>

	<u>an Outside Auditor limiting the liability of the concerned Auditor under Paragraph 1, Article 423 of the Companies Act to the amount prescribed by Paragraph 1, Article 425 of the Companies Act when the concerned Auditor executes work duties in good faith and without gross negligence.</u>
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3. Schedule

Date of general shareholders meeting for amendments to the Articles of Incorporation (scheduled):

June 29, 2017 (Thursday)

Effective date of amendments to the Articles of Incorporation (scheduled):

June 29, 2017 (Thursday)