

<English Translation Originally Issued in the Japanese Language>

July 29, 2006

Dear Shareholders:

**NOTICE OF RESOLUTION OF
THE 206th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you of the reports submitted and resolutions reached at the 206th ordinary general meeting of shareholders (“General Meeting of Shareholders”) of Tokyo Gas Co., Ltd. (hereinafter, “We” or “the Company”), held July 29, 2006.

Sincerely yours,

Mitsunori Torihara
President, Representative Director
Tokyo Gas Co., Ltd.
5-20, Kaigan 1-chome, Minato-ku, Tokyo

Matters reported:

1. **The Business Report, Non-Consolidated Balance Sheet as of March 31, 2006, Non-Consolidated Statement of Income for the 206th Business Year (from April 1, 2005 to March 31, 2006)**

The contents of the above financial reports were reported.

2. **Consolidated Balance Sheet as of March 31, 2006, Consolidated Statement of Income and Report of the Independent Auditors and the Board of Corporate Auditors for the 206th Business Year (from April 1, 2005 to March 31, 2006)**

The contents of the above consolidated financial reports and the result of audit reports were reported.

Matters resolved:

- Proposal No. 1: Approval of the Proposed Appropriation of Unappropriated Retained Earnings for the 206th Fiscal Term**

It is resolved, as proposed by the Company, that a year-end dividend of ¥3.50 per share. (together with the interim dividend of ¥3.50, the annual dividend per share is ¥7.00)

- Proposal No. 2: Acquisition of Treasury Stock**

It is resolved, as proposed by the Company, that the Company will acquire its common stocks for treasury within a year from the conclusion of this General Meeting of Shareholders, provided that the number of common stocks are 56 million or less, and that the total acquisition cost is 35 billion yen or less, . in accordance with the Paragraph 1, Article 156 of the Corporation Law.

Proposal No. 3: Partial Amendment to the Articles of Incorporation

It is resolved, as proposed by the Company, that, considering the implementation of the “Corporation Law (Law No.86, 2005)” and the “Law on the Preparation of Related Laws accompanying the Implementation of the Corporation Law (Law No. 87, 2005)” on May 1, 2006, the Company amends certain provisions of its Articles of Incorporation.

Proposal No. 4: Appointment of Twelve (12) Directors

It is resolved that Mr. Hideharu Uehara, Mr. Norio Ichino, Mr. Mitsunori Torihara, Mr. Shigero Kusano, Mr. Kouya Kobayashi, Mr. Tadaaki Maeda, Mr. Tsuyoshi Okamoto, Mr. Masaaki Sugiyama, Mr. Kunio Anzai, Mr. Yuzaburo Mogi, Ms. Yuri Konno, Mr. Kazumoto Yamamoto were appointed as the directors of the Company and assumed the position.

Proposal No. 5: Appointment of One (1) Corporate Auditor

It is resolved that Mr. Shoji Mori was newly appointed as the corporate auditor and assumed the position.

Proposal No. 6: Setting the Amount of Bonuses to Directors

It is resolved, as proposed by the Company, that, in considering the implementation of the “Corporation Law”, the maximum total amount of bonuses payable to the directors is newly set at 90 million yen per annum, and that the bonuses will be paid within the limit.

By the resolution of the board of directors held after the General Meeting of Shareholders, Mr. Hideharu Uehara was appointed as the Chairman of the board of directors, Mr. Norio Ichino was appointed as the Vice-Chairman of the board of directors, Mr. Mitsunori Torihara was appointed as the president and representative director, Mr. Shigero Kusano, Mr. Kouya Kobayashi and Mr. Tadaaki Maeda were appointed as the representative directors, then, each of them assumed the position.

Mr. Kunio Anzai assumed the position of Advisor.

By the resolution of the board of corporate auditors held after the general meeting of shareholders, Mr. Hiroshi Hirai and Mr. Tsunenori Tokumoto were appointed Standing Corporate Auditors, each of them assumed the position.

Note: This notice has been posted on the Company’s IR website (http://www.tokyo-gas.co.jp/ir_e.html).

*Special Note: This document has been translated from the Japanese original for reference purposes only.
In the event of any discrepancy between this translated document and the Japanese original,
the original shall prevail.*