

January 31st, 2017

Notice of Change of the Number of Shares in a Unit of Shares, Share Consolidated, and Partial
Amendment of Articles of Incorporation

Tokyo Gas Co., Ltd. (“Tokyo Gas”) announces that Tokyo Gas resolved to change the number of shares in a unit of shares and to make a partial amendment of the articles of incorporation at the board meeting on January 31st, 2017, and to submit the matter of the share consolidation to the 217th annual shareholders meeting in June 2017.

1. Change of the number of shares in a unit shares

(1) Reasons for change

All Japanese stock exchanges are promoting activity to make trading units of common shares for domestically listed companies set at 100 shares based on “Action Plan for Consolidating Trading Units”. In light of the intent of this action plan, Tokyo Gas decided to change the number of shares in a unit shares from 1,000 shares to 100 shares as of October 1st, 2017.

(2) Particulars of change

The number of shares in a unit of shares will be changed from 1,000 shares to 100 shares.

(3) Conditions to change

Partial amendment of the Articles of Incorporation for this matter has been made by the resolution of the board meeting. This amendment however is to take effect on October 1st, 2017, subject to the approval at the annual shareholders meeting of the proposal regarding the share consolidation set forth in 2. below.

2. Share consolidation

(1) Objectives of consolidation

In changing the number of shares in a unit of shares from 1,000 shares to 100 shares, in order to adjust price level “¥50,000 and more, below ¥500,000” where stock exchanges prefer, Tokyo Gas decided to carry out a share consolidation of Tokyo Gas shares under which every 5 shares will be consolidated into 1 share.

And Tokyo Gas decided to change its total number of authorized shares from 6.5 billion shares to 1.3 billion shares according to the ratio of the Share Consolidation.

(2) Particulars of consolidation

① Class of shares to be consolidated

Common shares

② Consolidation ratio

On October 1st, 2017, shares held by shareholders recorded in the latest register of shareholders as of September 30, 2017 will be consolidated at the ratio of 5 shares to 1 share.

③ The number of shares reduced through consolidation (calculation base on a theoretical value)

Outstanding shares before consolidation (as of September 30, 2016)	2,302,856,295 shares
Number of shares reduced through consolidation	1,842,285,036 shares
Outstanding shares after consolidation	460,571,259 shares

④ The total number of authorized shares after consolidation

1,300,000,000 shares (6,500,000,000 shares before consolidation)

(3) Number of shareholders reduced through consolidation

The shareholder composition based on the register of shareholders as of September 30th, 2016 is as follows.

	Number of shareholders	Total number of shares
Total	121,076 (100.00%)	2,302,856,295 shares (100.00%)
Fewer than 5 shares	626 (0.52%)	973 shares (0.00%)
5 or more shares	120,450 (99.48%)	2,302,855,322 shares (100.00%)

(4) Treatment of fractional shares

If any fractional shares arise as a result of the Share Consolidation, Tokyo Gas will sell all such fractional shares and distribute the proceeds to shareholders having fractional shares in proportion to their respective fractions.

(5) Conditions to consolidation

Subject to the approval of the proposal regarding the Share Consolidation at the annual shareholders meeting, the Share Consolidation will take effect on October 1st, 2017.

3. Partial amendment of Articles of Incorporation

Subject to the approval of the proposal regarding with the Share Consolidation at the annual shareholders meeting, the Share Consolidation will take effect on October 1st, 2017

Current Articles of incorporation	Proposal of amendment of Articles of Incorporation
Article 6. The total number of authorized shares shall be <u>6,500,000,000.</u>	Article 6. The total number of authorized shares shall be <u>1,300,000,000.</u>
Article 8. The number of shares in a unit shares shall be <u>1,000.</u>	Article 8. The number of shares in a unit shares shall be <u>100.</u>

4. Summary schedule

January 31st, 2017

The Board Meeting

May 2017(scheduled)

The Board Meeting (resolution to convene an annual shareholders meeting)

June 2017(scheduled)

The 217th annual shareholders meeting

October 1st, 2017(scheduled)

Effective date of change of the number of shares in a unit of shares, share consolidation and partial amendment of the Articles of Incorporation.

(Note)

As set forth above, the effective date of the change of the number of shares in a unit of shares and share consolidation are scheduled to be October 1st, 2017, but in relation to book-entry procedures, trades of Tokyo Gas shares by shareholders on each securities exchange, on and after September 27th, 2017, will be done in a trading unit (100 shares after the consolidation) based on the assumption of the the changes as above being effective.