

Articles of Incorporation
of
TOKYO GAS CO., LTD.

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[Revised on 29th June, 2022]

Chapter I: GENERAL PROVISIONS

[Trade Name]

Article 1

The trade name of the company is *Tokyo Gas Kabushiki Kaisha*, indicated in English as "TOKYO GAS CO., LTD."

[Purpose]

Article 2

The purpose of the company shall be to engage in the following businesses in Japan and overseas:

- 1) Gas business, electricity business, heat supply business, business related to hydrogen and renewable energy, energy trading business, and other energy-related business;
- 2) Business related to the manufacture, processing, transportation and sale of energy-related products, industrial and medical gases and chemical industrial products;
- 3) Business related to the manufacture, sale, leasing, installation, operation and maintenance of residential equipment, energy services and lifestyle-related services;
- 4) Business related to the design, supervision, construction and other engineering activities related to civil, architectural, electrical, pipeline construction works and equipment installation works;
- 5) Business related to regional development and business related to property letting, sale and purchase, agency, management and related services;
- 6) Telecommunications business, information processing and information services;
- 7) Leasing business, financing business, non-life insurance agency business, life insurance agency business and credit service business;
- 8) Business related to the design, manufacture and sale of equipment for environmental conservation and business soil regeneration processing;
- 9) Business related to security and disaster prevention;
- 10) Business related to the management and operation of hotels and restaurants;
- 11) Advertising, worker dispatching and travel agency business;
- 12) Ship chartering and ship operation business;
- 13) Research, study and consulting business concerning each of the preceding items; and
- 14) Businesses incidental to or associated with each of the preceding items.

[Head Office]

Article 3

The company shall have its head office in Minato-ku, Tokyo.

[Organs]

Article 4

The company shall, besides the General Meeting of Shareholders and directors, have the following organs as a company with committees.

- 1) board of directors
- 2) Nominating Committee, Audit Committee and Compensation Committee
- 3) executive officers
- 4) accounting auditor

[Method of Public Notice]

Article 5

The method of public notice shall be electronic public notice. Provided, however, that if electronic public notice cannot be issued due to any incident or other unavoidable circumstances, public notice will be posted

in the *Nihon Keizai Shimbun*.

Chapter II: SHARES

[Total Number of Authorized Shares]

Article 6

The total number of authorized shares shall be one billion three hundred million (1,300,000,000) shares.

[Acquisition of the Company's Own Shares]

Article 7

The company may, in accordance with the provision of Paragraph 2, Article 165 of the Companies Act, by resolution of the board of directors, acquire its own shares by Market Transactions (as defined in the said Act).

[Share Unit]

Article 8

The number of shares of the company constituting one (1) share unit shall be one hundred (100) shares.

[Rights of Shareholders Holding less than One Share Unit]

Article 9

Shareholders who hold less than one share unit cannot exercise any rights other than the rights set forth below:

- 1) Rights set forth in each item of Paragraph 2, Article 189 of the Companies Act;
- 2) The right to subscribe to allotted shares or share option proportionate to the number of shares held by such shareholder; and
- 3) The right to Demand for Sale as prescribed in the following Article.

[Demand for Sale of less than One Share Unit]

Article 10

A shareholder who holds less than one share unit may demand that the company sell such number of shares, which together with the number of shares of less than one share unit already held by such shareholder, will constitute one share unit in accordance with the Share Handling Regulations ("Demand for Sale").

[Administrator of Shareholder Registry]

Article 11

- (1) The company shall have an Administrator of Shareholder Registry (as defined in the Companies Act).
- (2) A public notice shall be made on the Administrator of Shareholder Registry and the location of its office.
- (3) The preparation and keeping of the company's shareholder registry and share option registry and other administrative work related to the shareholder registry and share option registry shall be entrusted to the Administrator of Shareholder Registry and shall not be handled by the company itself.

[Handling of Shares and Share Options]

Article 12

The handling and fee related to the company's shares and share options shall be governed by applicable laws and these Articles of Incorporation as well as any rules determined by the board of directors including the Share Handling Regulations.

Chapter III: SHAREHOLDERS MEETING

[Calling]

Article 13

The annual shareholders meeting shall be called in June every year and extraordinary shareholders meeting shall be called whenever necessary.

[Record Date]

Article 14

The record date of shareholders' voting rights in the annual shareholders meeting shall be the 31st of March of each year.

[Convenor of Shareholders Meetings and Chairperson]

Article 15

- (1) Unless otherwise provided for by applicable laws, a director predetermined by the board of directors shall call a shareholders meeting in accordance with a resolution of the board of directors. If such director is unable to act in this capacity, another person shall take their place in the order predetermined by the board of directors.
- (2) The executive officer and president of the company shall act as chairperson of shareholders meetings. If the executive officer and president of the company is unable to act in this capacity, another person shall take their place in the order predetermined by the board of directors.

[Notices]

Article 16

- (1) The shareholders meeting shall not extend to other agendas not notified to shareholders beforehand.
- (2) In calling a shareholders meeting, the company shall provide information contained in the reference materials for the shareholders meeting, etc. in electronic format.
- (3) Among the items to be provided in electronic format, the company may choose not to include all or part of the items stipulated in the Ordinance of the Ministry of Justice in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date for voting rights.

[Resolution]

Article 17

- (1) Unless otherwise provided for under applicable laws or in these Articles of Incorporation, any resolution of a shareholders meeting shall be passed by a majority of the votes of the shareholders who are entitled to exercise their voting rights present at the shareholders meeting.
- (2) Resolutions to be passed pursuant to Paragraph 2, Article 309 of the Companies Act shall be resolved by not less than two-thirds (2/3) votes of the voting rights held by the shareholders present where such shareholders hold not less than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise their voting rights.

[Exercise of Voting Rights by Proxy and Other Matters]

Article 18

- (1) A shareholder may exercise their voting right by proxy, who shall be one (1) shareholder having voting rights in the company. Provided, however, that the authority of proxy must be evidenced by a power of attorney at each shareholders meeting.
- (2) The method of notifying the diverse exercise of voting rights in accordance with Paragraph 2, Article 313 of the Companies Act shall be in writing or by electromagnetic means.

Chapter IV: DIRECTORS AND BOARD OF DIRECTORS

[Number of Directors]

Article 19

- (1) The company shall have not more than fifteen (15) directors.
- (2) In case a vacancy arises, the company may postpone filling such vacancy unless the minimum number of directors required by law has not been satisfied.

[Election]

Article 20

- (1) A resolution to elect directors shall be adopted by a majority vote of the voting rights held by the shareholders present who hold not less than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise their voting rights.
- (2) An election of directors shall not be made by cumulative vote.

[Term of Office]

Article 21

The term of office of a director shall expire at the conclusion of the annual shareholders meeting for the business year ending within one (1) year from their election.

[Directors with Title]

Article 22

The board of directors may appoint, by its resolution, a chairperson of the board and directors with other titles.

[Calling of Meeting of the Board of Directors and Chairperson]

Article 23

- (1) Except as otherwise provided by applicable laws, the board of directors shall be called and presided over by a director predetermined by the board of directors. If the director is unable to act in this capacity, one of the other directors shall take their place in the order predetermined by the board of directors.
- (2) Notice for calling of a meeting of the board of directors shall be sent to each director at least three (3) days prior to the date of such meeting. Provided, however, that such period may be shortened in case of emergency.
- (3) Notwithstanding the foregoing, the board of directors may be called without following the procedures as set forth herein if all the directors agree unanimously.

[Omission of Resolution of the Board of Directors]

Article 24

When the requirements prescribed by Article 370 of the Companies Act are satisfied, the board of directors shall be deemed to have passed a resolution.

[Exemption from Liability of Directors]

Article 25

- (1) With respect to the liability of a director (including former directors) under Paragraph 1, Article 423 of the Companies Act, such liability may be exempted by the resolution of the board of directors to the extent permitted by Paragraph 1, Article 425 of the Companies Act, provided that such director has acted in good faith and without gross negligence in performing their duties.
- (2) With respect to outside directors, such director's liability under Paragraph 1, Article 423 of the Companies Act may be exempted by execution of an agreement to the extent permitted by Paragraph 1, Article 425, provided that such director acts in good faith and without gross negligence in performing their duties.

[Executive Advisor and Executive Consultant]

Article 26

The company may appoint a corporate advisor or executive advisor by a resolution of the board of directors.

[Regulations of the Board of Directors]

Article 27

Matters concerning the board of directors shall be governed by applicable laws and these Articles of Incorporation, as well as the regulations on the board of directors established by the board of directors.

Chapter V: NOMINATING COMMITTEE, AUDIT COMMITTEE, AND COMPENSATION COMMITTEE

[Appointment]

Article 28

Members who constitute the Nominating Committee, Audit Committee, and Compensation Committee shall be appointed from among the directors by resolution of the board of directors.

[Committee Regulations]

Article 29

Matters concerning each committee shall be governed by applicable laws and these Articles of Incorporation, as well as the regulations of the respective committee established by the board of directors.

Chapter VI: EXECUTIVE OFFICERS

[Election]

Article 30

Executive officers shall be elected by resolution of the board of directors.

[Term of Office]

Article 31

The term of office of an executive officer shall expire on the last day of the business year ending within one (1) year from their appointment of office.

[Representative Executive Officer and Executive Officers with Titles]

Article 32

- (1) A representative executive officer shall be appointed by resolution of the board of directors.
- (2) The executive officer and president shall be one (1) person elected by resolution of the board of directors. Executive officers with other titles may be appointed by resolution of the board of directors.

[Exemption from Liability of Executive Officers]

Article 33

With respect to the liability of an executive officer (including former executive officers) under Paragraph 1, Article 423 of the Companies Act, such liability may be exempted by the resolution of the board of directors to the extent permitted by Paragraph 1, Article 425 of the Companies Act, provided that such executive officer has acted in good faith and without gross negligence in performing their duties.

[Regulations for Executive Officers]

Article 34

Matters concerning executive officers shall be governed by applicable laws and these Articles of Incorporation, as well as regulations on executive officers established by the board of directors.

Chapter VII: ACCOUNTS

[Business Year]

Article 35

The business year shall be from the 1st of April of each year to the 31st of March of the following year.

[Decision-making Body for Distribution of Retained Earnings]

Article 36

The company may, by resolution of the board of directors, decide on the distribution of retained earnings and other matters set forth in each Item of Paragraph 1, Article 459 of the Companies Act.

[Record Date of Distribution of Retained Earnings]

Article 37

The record dates for the distribution of retained earnings shall be the 31st of March and the 30th of September of each year. Retained earnings may be distributed by setting additional record dates.

[Time Limitation of Dividends Demands]

Article 38

Where the dividend property consists of property other than monies, if the dividend is not received for five (5) years from the date on which such dividend became due and payable, the company shall be exempted from the obligation to pay such dividend.

SUPPLEMENTARY PROVISIONS

[Transitional Measures]

Article 1

With respect to the liability of the auditors prior to the conclusion of the 221st Annual General Meeting of Shareholders, Article 35 of the Articles of Incorporation before it was amended in the said Annual General Meeting remains valid.

