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Company:	Tokyo Gas Co., Ltd.
Representative:	SASAYAMA Shinichi Representative Corporate Executive Officer, President and CEO (Securities code: 9531, TSE Prime Market & NSE Premier Market)
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Notice Concerning Introduction of a Share-Based Compensation System for Employees (Share Delivery Trust)

Tokyo Gas Co., Ltd. (the “Company”) hereby announces today that it has decided to introduce a share-based compensation system for employees (Share Delivery Trust) (the “System”) as described below.

1. Purpose of Introduction of the System

The Company shall introduce the System with the aim of enhancing benefit programs for certain employees of the Company (“Employees”) and, by raising their awareness of the Company’s performance and stock price and thereby fostering a sense of belonging and instilling an awareness of participation in management, increasing the Company’s corporate value.

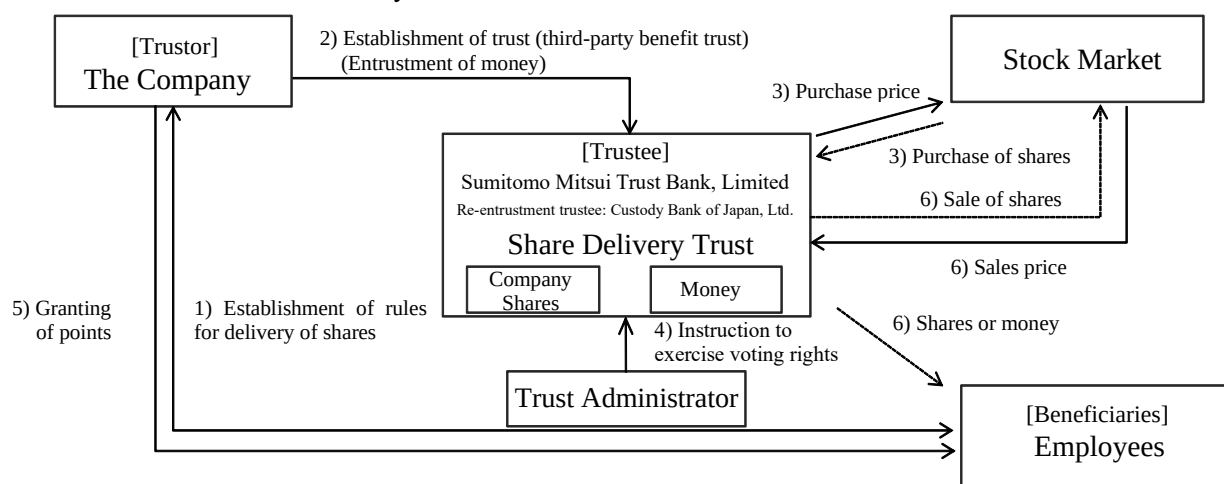
2. Overview of the System

The System is a share-based compensation system in which a trust (the “Trust”), established with money contributed by the Company, will acquire common shares of the Company (“Company Shares”) and, through the Trust, Company Shares corresponding to the number of points granted by the Company to Employees who satisfy certain requirements will be delivered to such Employees. These points will be granted in accordance with the share delivery rules determined by a decision of the President and CEO, based on the Company’s performance and Employees’ job position, etc., and the number of Company Shares delivered to each Employee will be determined by the number of points granted.

Since the funds for acquisition of Company Shares by the Trust will be fully contributed by the Company, there is no burden on Employees.

With the introduction of the System, Employees can benefit financially from increases in the price of Company Shares, and this is therefore expected to have the effect of encouraging Employees to perform their work duties with an awareness of the stock price, as well as enhance their motivation to work.

< Overview of the Structure of the System >



- 1) The Company establishes share delivery rules for Employees.
- 2) The Company establishes a share delivery trust (third-party benefit trust) with Employees who acquire beneficial rights, as described in 6) below, as the beneficiaries (the Trust). At that time, the Company entrusts the amount of money to the trustee, equivalent to the funds for the acquisition of shares.
- 3) The trustee acquires from the stock market the number of Company Shares sufficient for the expected delivery of shares in the future.
- 4) A trust administrator (who must be independent from the Company and its officers) is appointed to protect the interests of the beneficiaries who are covered by the share delivery rules and supervise the trustee, throughout the trust period. Note, with respect to the Company Shares held in the Trust, the trust administrator instructs the trustee to exercise voting rights and, based on this instruction, the trustee shall exercise voting rights throughout the trust period.
- 5) The Company grants points to Employees based on the share delivery rules.
- 6) Employees who satisfy the requirements stipulated in the share delivery rules and the trust agreement pertaining to the Trust acquire beneficial rights in the Trust and, as beneficiaries of the Trust, receive delivery of the Company Shares from the trustee corresponding to the points granted to them. Note, in certain cases set forth in advance in the share delivery rules / trust agreement, a portion of the Company Shares to be delivered will be sold on the stock market, and money will be delivered.

Sumitomo Mitsui Trust Bank, Limited, which will be the trustee under the System, will delegate (re-entrust) management of the trust assets to Custody Bank of Japan, Ltd.

3. About the Trust

(1)	Name	Share Delivery Trust for Employees
(2)	Trustor	The Company
(3)	Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-entrustment trustee: Custody Bank of Japan, Ltd.)
(4)	Beneficiaries	Employees who satisfy the beneficiary requirements
(5)	Trust administrator	A third party to be selected that is independent of the Company and its officers
(6)	Exercise of voting rights	The trustee will exercise the voting rights of shares in the Trust during the trust period based on the instructions of the trust administrator.
(7)	Type of trust	Trust of money other than “money trust” (<i>kinsen-shintaku</i>) (third-party benefit trust)
(8)	Date of trust agreement	November 10, 2026
(9)	Date of entrustment of money	November 10, 2026
(10)	Date of termination of trust	Final day of September 2029 (scheduled)

4. Matters concerning the Acquisition of Company Shares by the Trustee of the Trust

(1)	Class of shares to be acquired	Common shares
(2)	Money to be put in trust by the Company as capital to acquire shares	687,000,000 yen
(3)	Total number of shares to be acquired	137,100 shares (upper limit)
(4)	Method of share acquisition	Acquisition by stock market transactions
(5)	Period for share acquisition	November 10, 2026–November 20, 2026 (scheduled)