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(Securities Code: 8174)
June 7, 2016

To Our Shareholders

Shinji Wada
President and Representative Director
NIPPON GAS CO., LTD.
2-10-7 Hatchobori, Chuo-ku, Tokyo

NOTICE OF THE 62ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 62nd Ordinary General Meeting of Shareholders of NIPPON GAS CO., LTD. (the "Company"). The meeting will be held as stated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please read the Reference Documents for the General Meeting of Shareholders (described hereinafter), and return the enclosed Voting Rights Exercise Form, indicating your approval or disapproval of the proposals, so that it will reach us by 5:30 p.m. on Monday, June 27, 2016 (JST), or exercise your voting rights at the Company's designated website (http://www.evote.jp/) for exercising voting rights.

1. **Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. (JST)

2. **Venue:** Sakura, 4th Floor Main Building, Imperial Hotel
1-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo, Japan
(Please refer to the "Location Map" at the end of this Notice.)

3. **Meeting Agenda:**

Matters to be Reported:

1. The Business Report, Consolidated Financial Statements for the Company's 62nd fiscal year (from April 1, 2015 to March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 62nd fiscal year (from April 1, 2015 to March 31, 2016)

Proposals to be Resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Partial Amendment to the Articles of Incorporation
Proposal No. 3: Election of One Director
Proposal No. 4: Election of Two Corporate Auditors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Any revisions made to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the Company's website (URL: http://www.nichigas.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes appropriation of surplus as follows:

Matters concerning year-end dividends

In light of its strong performance and having posted record high profits for five consecutive years, the Company hereby proposes to pay out year-end dividends of 17.00 yen per share. The Company will continue to uphold its basic policy of maintaining stable dividends.

(1) Type of dividend
Cash

(2) Matters related to the allocation of dividend property and the total amount to be distributed
17.00 yen per share of common stock of the Company
Total 730,578,230 yen

(3) Effective date of distribution of surplus
June 29, 2016

Proposal No. 2: Partial Amendment to the Articles of Incorporation

1. Reason for the proposal

The Company stipulates in its current Articles of Incorporation that its head office is located in Chuo-ku, Tokyo; however, the Company relocated its head office in November 2015. Accordingly, it proposes to change the location of its head office stipulated in Article 3 (Location of Head Office) of its Articles of Incorporation.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
Chapter I. General Provisions (Location of Head Office) Article 3. The head office of the Company shall be located in <u>Chuo-ku</u>, Tokyo, Japan.	Chapter I. General Provisions (Location of Head Office) Article 3. The head office of the Company shall be located in <u>Shibuya-ku</u>, Tokyo, Japan.

Proposal No. 3: Election of One Director

Mr. Yuju Nakayama will retire by resignation at the conclusion of this General Meeting of Shareholders. Consequently, it is proposed that one Director be elected as a substitute member.

The candidate will be elected as a substitute Director of Mr. Yuju Nakayama. Therefore, pursuant to the provision of the Company's Articles of Incorporation, its term of office shall expire at the time the terms of office of the other Directors, who are already in office, expire.

Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
Toru Iijima (February 24, 1954)	March 1977 Joined the Company June 2003 Director of the Company (General Manager responsible for Safety Department and Planning Section, Sales Headquarters) April 2006 Managing Director of the Company (General Manager, Sales Headquarters) April 2007 Managing Director of the Company (General Manager, Sales Assistance Headquarters) April 2008 Managing Director of the Company (General Manager, TED Department, Sales Headquarters, and in charge of Development and Sales Department) June 2009 President and Representative Director, Higashinihon Gas Corporation June 2014 President and Representative Director of TOSAI GAS, Inc. (current position) May 2016 President and Representative Director of Higashinihon Gas Corporation (current position) (Significant concurrent position) President and Representative Director of TOSAI GAS, Inc. President and Representative Director of Higashinihon Gas Corporation	43,062 shares

Notes:

1. Mr. Toru Iijima is a newly appointed candidate.
2. The candidate does not have any special interest in the Company.
3. After holding important positions such as Director in charge of Planning Section and Director in charge of Sales Headquarters of the Company, Mr. Toru Iijima has been leading the Company's overall city gas business as President and Representative Director of Higashinihon Gas Corporation and TOSAI GAS, Inc. since he assumed office in June 2009 and June 2014, respectively.
   As he has thorough knowledge of various technologies and sales strategies in the city gas business as well as abundant experience and achievements in business management, the Company appointed him as a candidate for Director.

Proposal No. 4: Election of Two Corporate Auditors

As Corporate Auditors Messrs. Gen Nose and Tsuyoshi Yamada will retire due to the expiration of their terms of office. Consequently, it is proposed that two Corporate Auditors be elected.

The Board of Corporate Auditors has approved this proposal.

The candidates for Corporate Auditor are as follows:

No.	Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Gen Nose (December 18, 1971)	April 2007 Representative Director of Tokyo Financial Advisors Co., Ltd. (current position) April 2009 Auditor of Lehman Brothers Japan INC. (current position) September 2010 Representative Partner of Tokyo Financial Accounting Corporation (current position) June 2011 Member of the Management Evaluation Committee of the Company (current position) September 2011 Guest lecturer, Faculty of Commerce of Chuo University (current position) June 2012 Corporate Auditor of the Company (current position) September 2012 Senior Partner of BDO Toyo & Co. (Significant concurrent position) Representative Director of Tokyo Financial Advisors Co., Ltd. Auditor of Lehman Brothers Japan INC	0 shares
2	Tsuyoshi Yamada (July 16, 1965)	April 2004 Registered as Attorney at Law April 2004 Associate Professor, Niigata Law School January 2008 Corporate Auditor of Top Culture Co., Ltd. (current position) April 2010 Professor at Faculty of Law, Seijo University (current position) July 2011 Of Counsel of Keiwa Sogo Law Offices (current position) June 2015 Corporate Auditor of the Company (current position) (Significant concurrent position) Corporate Auditor of Top Culture Co., Ltd.	0 shares

Notes:

1. No candidate has any special interest in the Company.
2. Messrs. Gen Nose and Tsuyoshi Yamada are candidates for Outside Corporate Auditor. They are also candidates for Independent Officer who are unlikely to have any conflict of interest with general shareholders of the Company, as required by the Tokyo Stock Exchange.
3. The reason for appointing Mr. Gen Nose as a candidate for Outside Corporate Auditor is that the Company judged that he is well qualified as Outside Corporate Auditor of the Company due to his position as Representative Partner of Tokyo Financial Accounting Corporation, his sufficient achievements in accounting and finance from professional viewpoints as an accountant, and his deep insight into business management.
4. The reason for appointing Mr. Tsuyoshi Yamada as a candidate for Outside Corporate Auditor is that the Company believes that he would help the Company to strengthen its audit system leveraging his specialized knowledge and insight as a current university professor with qualification of an attorney at law. The Company judged Mr. Tsuyoshi Yamada as the candidate since he would adequately perform his duties as Outside Corporate Auditor of the Company in view of his aforementioned experience and other factors although he has not engaged in corporate management.
5. Limitation of liability of Outside Corporate Auditors
   In order for Outside Corporate Auditors to fully fulfill their expected roles, pursuant to Article 427, Paragraph 1 of the Companies Act, it is provided that the Company may conclude an agreement with

its Outside Corporate Auditors to limit the liability for damages for negligence in their duties under Article 47 of the Company's current Articles of Incorporation. In accordance with this provision, the Company has concluded agreements with Messrs. Gen Nose and Tsuyoshi Yamada to limit their liabilities. If their re-election is approved, the Company intends to continue such liability limitation agreements with them. The main clauses of the agreement are as follows:

- In cases where Outside Corporate Auditors are liable for damages to the Company due to negligence in their duties, they are liable up to the minimum amount provided in Article 425, Paragraph 1 of the Companies Act.
- The aforementioned liability limitation shall be only applied to the cases where the Outside Corporate Auditors performed their duties which caused the liability in good faith and without gross negligence.

6. Mr. Gen Nose's term of office as Outside Corporate Auditor of the Company will have been four years at the conclusion of this General Meeting of Shareholders.
   Mr. Tsuyoshi Yamada's term of office as Outside Corporate Auditor of the Company will have been one year at the conclusion of this General Meeting of Shareholders.

<Procedures for exercising voting rights via the Internet>

If you intend to exercise your voting rights via the Internet, please confirm the following matters before you do so.

If you attend the General Meeting in person, you do not need to exercise your voting rights by mail (Voting Rights Exercise Form) or via the Internet.

1. The voting rights exercise site
   (1) Exercise of voting rights via the Internet is only possible by accessing the website (http://www.evote.jp/) designated by the Company for the purpose of exercising voting rights from your computer, smartphone or mobile phone (using i-mode, EZweb or Yahoo! Keitai)*. (The website cannot be accessed from 2:00 a.m. to 5:00 a.m. each day.)
   * i-mode is a trademark or a registered trademark of NTT DOCOMO, INC.; EZweb is a trademark or a registered trademark of KDDI CORPORATION; Yahoo! is a trademark or a registered trademark of Yahoo! Inc. in the United States.
   (2) Certain Internet settings on your computer or smartphone—particularly firewall, anti-virus software, proxy server settings and communication without TLS encryption—may interfere with the Internet voting procedure.
   (3) From a mobile phone, use the i-mode, EZweb or Yahoo! Keitai service. For security purposes, the mobile phone must be equipped with the TLS encrypted communication function and must transmit information about itself.
   (4) While we accept your voting rights via the Internet if we receive them by 5:30 p.m. on Monday, June 27, 2016 (JST), we appreciate it very much if you could exercise your voting rights via the Internet as early as possible. In the event of any difficulties, you may contact our Help Desk.

2. How to exercise voting rights via the Internet
   (1) On the designated website (http://www.evote.jp/), enter the login ID and temporary password supplied on your Voting Rights Exercise Form, and then follow the on-screen instructions to exercise voting rights.
   (2) To prevent unauthorized access (identity fraud) and/or interference with voting decisions by a third party, you are asked to change the temporary password on the voting rights exercise site.
   (3) You will be provided with a new login ID and temporary password prior to each general meeting of shareholders.

3. Multiple voting
   (1) If you exercise your voting rights by two different methods, that is, via the Internet as well as by mailing your Voting Rights Exercise Form, your voting results via the Internet shall be deemed valid.
   (2) If you exercise your voting rights via the Internet multiple times, only your final vote shall be deemed valid. Also, if you exercise your voting rights using multiple devices, that is, computer, smartphone and mobile phone, only your final vote shall be deemed valid.

4. Charges to be incurred in relation to accessing the voting rights exercise site
   Charges to be incurred in relation to accessing the voting rights exercise site (Internet connection charge, etc.) shall be borne by shareholders. Similarly, mobile phone charges such as packet transmission charges shall be borne by the shareholders.

Contact for inquiries in relation to system environment etc.
Transfer Agent (Help desk), Mitsubishi UFJ Trust and Banking Corporation
·Phone: 0120-173-027 (9:00 a.m. to 9:00 p.m. (JST), toll free)