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(Securities Code: 8174)
June 7, 2018

To Our Shareholders

Shinji Wada
President and Representative Director
NIPPON GAS CO., LTD.
4-31-8 Yoyogi, Shibuya-ku, Tokyo

NOTICE OF THE 64TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th 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 Wednesday, June 27, 2018 (JST), or exercise your voting rights at the Company's designated website (https://evote.tr.mufg.jp/) for exercising voting rights.

1. **Date and Time:** Thursday, June 28, 2018 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 64th fiscal year (from April 1, 2017 to March 31, 2018) 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 64th fiscal year (from April 1, 2017 to March 31, 2018)

Proposals to be Resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Four Directors
Proposal No. 3: Election of Two Corporate Auditors

Disclosure via internet

- 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.
- The following matters are posted on the Company's website at the following URL pursuant to laws and regulations and the provisions of Article 15 of the Company's Articles of Incorporation. Therefore, they are not included in the Appendix to this Notice.

  ・7. Systems to Ensure the Appropriate Conduct of Operations and 8. Overview of Operating Status of System to Ensure the Appropriate Conduct of Operations of the Business Report
  ・Notes to Consolidated Financial Statements
  ・Notes to Non-consolidated Financial Statements

  The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor comprise the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements posted on the Company's website as well as the documents included in the Appendix to this Notice. In addition, the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Board of Corporate Auditors comprise the Business Report, the Notes to Consolidated Financial Statements, and Notes to Non-consolidated Financial Statements posted on the Company's website as well as the documents included in the Appendix to this Notice.

The Company's website: 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:

The Company will enhance the return of profits to shareholders by continuing to increase dividends while securing funds for growth by comprehensively considering the improvement of its finances and the status of its cash flows.

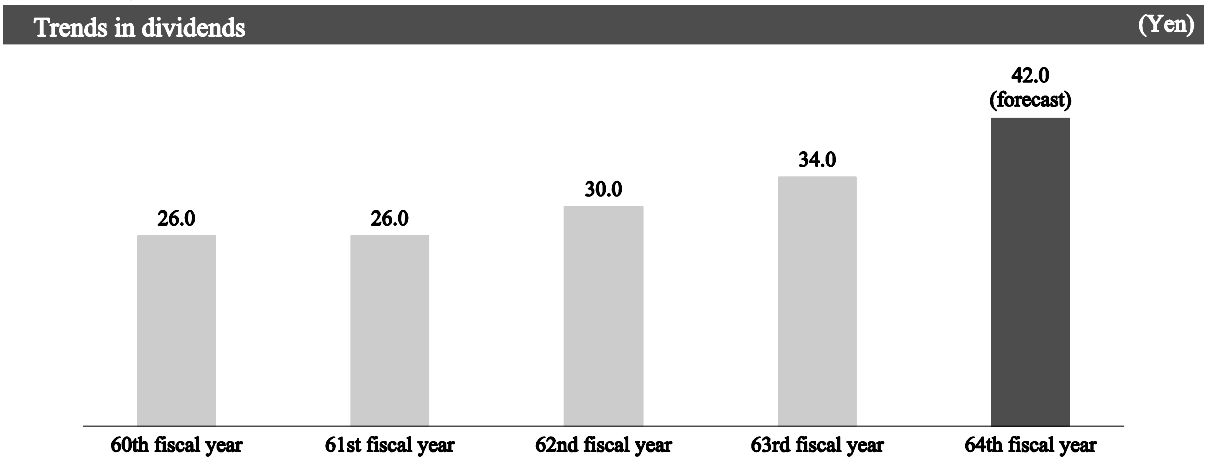
Combined with the interim dividend (19 yen per share), the annual dividend will be 42 yen per share, an increase of 8 yen from the previous fiscal year.

1 Type of dividend
Cash

2 Matters related to the allocation of dividend property and the total amount to be distributed
23 yen per share of common stock of the Company
Total 988,403,357 yen

3 Effective date of distribution of surplus
June 29, 2018

(Reference)



Proposal No. 2: Election of Four Directors

Messrs. Toru Iijima, Shiro Koike, Futoshi Araki and Naomi Watanabe will retire by resignation from their posts as Director at the conclusion of this General Meeting of Shareholders. Consequently, it is proposed that four Directors be elected as their substitutes.

These four candidates will be elected as substitute Directors. Therefore, pursuant to the provision of the Company's Articles of Incorporation, their terms of office shall expire when the terms of office of other current Directors expire.

The candidates for Directors are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Newly appointed	Shohei Ohtsuki	Corporate Auditor
2	Newly appointed	Toshiomi Suzuki	Managing Executive Officer, In charge of Total Energy Business Department, Energy Sales Headquarters
3	Newly appointed	Keiichi Ozaku	Executive Officer, General Manager, Human Resources Department, Corporate Strategy Headquarters
4	Newly appointed	Shinichi Kiyota	Executive Officer, General Manager, Corporate Communication Department, Corporate Strategy Headquarters

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions and responsibilities at the Company
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Shohei Ohtsuki
(December 30, 1955)</td><td>March 1978
June 2004

June 2006

April 2008

April 2010

July 2012

April 2014
June 2014</td><td>Joined the Company
Director of the Company (General Manager, General Affairs and Human Resources Department, General Management Administration Headquarters)
Director of the Company (General Manager, Human Resources Department, General Management Administration Headquarters)
Director of the Company (General Manager, Financial Department, General Management Administration Headquarters)
Managing Director of the Company (Deputy General Manager, Sales Headquarters)
Managing Director of the Company (General Manager, Human Resources Department, General Management Administration Headquarters)
Managing Director
Corporate Auditor of the Company (current position)</td><td>23,540 shares</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Director]
After holding important positions such as Director of the Company’s administrative departments, and later appointed as Managing Director and Deputy General Manager of Sales Headquarters in April 2010, Mr. Shohei Ohtsuki has appropriately audited the Company as its Full-time Corporate Auditor since June 2014. The Board of Directors of the Company has nominated him as a candidate for Director, based on his abundant experience and knowledge, as personnel capable of contributing to the further growth of the Group.</td></tr>
<tr><td rowspan="2">2</td><td>Toshiomi Suzuki
(December 28, 1956)</td><td>April 1980
June 2010

October 2012

April 2013

June 2014

June 2016</td><td>Joined Tokyo Electric Power Company
Executive Officer and General Manager, Electric Power Contract Department of Tokyo Electric Power Company
Executive Officer and Deputy General Manager, Customer Headquarters of Tokyo Electric Power Company
Executive Officer, Management Reform Headquarters of Tokyo Electric Power Company
Managing Director and General Manager, PPS Business Department of Tepco Customer Service Corporation Limited
Director, Managing Executive Officer and General Manager, PPS Business Department of Tepco Customer Service Corporation Limited</td><td>- shares</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Director]
Mr. Toshiomi Suzuki has outstanding achievements and abundant knowledge of the electricity field, having served in important positions such as at Tokyo Electric Power Company. The Board of Directors of the Company has nominated him as a candidate for Director, as personnel who can utilize his achievements and knowledge to contribute to the further growth of the Group in the electricity retail field.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, positions and responsibilities at the Company
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Keiichi Ozaku
(April 20, 1962)</td><td>May 2005 Joined the Company
April 2008 Executive Officer of the Company (General Manager, Human Resources Department, General Management Administration Headquarters)
June 2012 Corporate Auditor of the Company
June 2013 President and Representative Director of Nichigas Butsuryukeisancenter Co., Ltd.
April 2014 Executive Officer of the Company (General Manager, Human Resources Department, General Management Administration Headquarters)
April 2018 Executive Officer of the Company (General Manager, Human Resources Department, Corporate Strategy Headquarters) (current position)</td><td>1,200 shares</td></tr>
<tr><td colspan="3">[Reason for nomination as a candidate for Director]
Mr. Keiichi Ozaku has served primarily in the human resources departments and as Corporate Auditor of the Company and Representative Director of the Group systems company since he joined the Company and has abundant business knowledge and experience in addition to thorough knowledge of the Group’s overall business operations. The Board of Directors of the Company has nominated him as a candidate for Director, as personnel who can utilize his knowledge and experience to contribute to the further growth of the Group.</td></tr>
<tr><td rowspan="2">4</td><td>Shinichi Kiyota
(October 21, 1972)</td><td>December 2012 Joined the Company
October 2014 Executive Officer of the Company (General Manager, Financial Strategy Department (IR), Strategic Planning Headquarters)
October 2015 Executive Officer of the Company (General Manager, Financial Strategy Department (IR), Sales Headquarters)
April 2018 Executive Officer of the Company (General Manager, Corporate Communication Department, Corporate Strategy Headquarters) (current position)</td><td>900 shares</td></tr>
<tr><td colspan="3">[Reason for nomination as a candidate for Director]
Mr. Shinichi Kiyota has primarily been involved in the IR and financial strategy departments and has played a major role in improving the capital efficiency and corporate value of the Group by actively promoting dialogue with our investors and reforming our financial base since he joined the Company. The Board of Directors of the Company has nominated him as a candidate for Director, as personnel who can utilize his outstanding achievements and abundant knowledge to contribute to the further growth of the Group.</td></tr>
</table>

Notes:
1. The candidates are newly appointed candidates.
2. No candidate has any special interest in the Company.

Proposal No. 3: Election of Two Corporate Auditors

Messrs. Shohei Ohtsuki and Shojiro Sakamoto will retire by resignation from their posts as Corporate Auditor at the conclusion of this General Meeting of Shareholders. Consequently, it is proposed that two Corporate Auditors be elected as their substitutes.

Mr. Katsuhiko Ando and Ms. Yuko Gomi will be elected as substitutes of Messrs. Shohei Ohtsuki and Shojiro Sakamoto, respectively. Therefore, pursuant to the provision of the Company's Articles of Incorporation, their terms of office shall expire when the terms of office of the respective retired Corporate Auditors expire.

The Board of Corporate Auditors has approved this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name		Current positions at the Company
1	Newly appointed	Katsuhiko Ando	-
2	Newly appointed Candidate for Independent Officer	Yuko Gomi	-

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary and positions at the Company
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Katsuhiko Ando
(April 2, 1962)</td><td>June 2002
April 2011

October 2013
April 2014

April 2018</td><td>Joined the Company
General Manager, Legal Department, General Management Administration Headquarters of the Company
Head of Audit Office of the Company
General Manager, Legal Department, General Management Administration Headquarters and Head of Audit Office of the Company
General Manager, Legal Department, Corporate Strategy Headquarters and Head of Audit Office of the Company (current position)</td><td>100
shares</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Corporate Auditor]
Mr. Katsuhiko Ando has been involved in the legal and auditing departments since he joined the Company and has abundant experience and achievements primarily in internal control and compliance of the Group. He has been nominated as a candidate for Corporate Auditor so that he can utilize his experience and achievements to audit the Company.</td></tr>
<tr><td rowspan="2">2</td><td>Yuko Gomi
(March 28, 1972)</td><td>April 1999

July 2012

July 2013

September 2013</td><td>Registered as an attorney (Daini Tokyo Bar Association)
T. Kunihiro & Co. Attorneys-at-Law
Councilor of The Foundation for the Promotion of Industrial Science (current position)
Information Security Advisor of Japan Coast Guard (current position)
Legal Advisor of Legal Compliance Office, General Affairs Section, Minister’s Secretariat, Cabinet Office, Government of Japan (current position)</td><td>-
shares</td></tr>
<tr><td colspan="4">[Reason for nomination as a candidate for Outside Corporate Auditor]
Ms. Yuko Gomi has abundant knowledge and many years of experience as an attorney. She has been nominated as a candidate for Independent Officer and Outside Corporate Auditor because she is expected to utilize her knowledge and experience to strengthen corporate audits by auditing the Company from professional and independent viewpoints.
Ms. Gomi has not been involved in corporate management by methods other than as Outside Officer, but she has been deemed capable of appropriately executing her duties for the reasons stated above.</td></tr>
</table>

Notes:

1. The candidates are newly appointed candidates.
2. The candidates do not have any special interest in the Company.
3. Ms. Yuko Gomi is a candidate for Outside Corporate Auditor. She is also a candidate for Independent Officer who is unlikely to have any conflict of interest with general shareholders of the Company, as required by the Tokyo Stock Exchange.
4. 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 intends to conclude a liability limitation agreement with Ms. Yuko Gomi upon her election. 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.

<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 (https://evote.tr.mufg.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.

2. How to exercise voting rights via the Internet
   (1) On the designated website (https://evote.tr.mufg.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.

5. Electronic Voting Platform for Institutional Investors
   Nominal shareholders (including standing proxies) of managing trust banks, etc. can use the Electronic Voting Platform operated by ICJ, Inc., if they apply beforehand, as a method to exercise their voting rights at the Company's General Meeting of 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)