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Securities Code: 8174
June 3, 2021

To Our Shareholders

Shinji Wada
Representative Director, Chief Executive Officer
NIPPON GAS CO., LTD.
4-31-8 Yoyogi, Shibuya-ku, Tokyo

NOTICE OF THE 67TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 67th Ordinary General Meeting of Shareholders of NIPPON GAS CO., LTD. (the "Company"). The meeting will be held as stated below.
To prevent the spread of the COVID-19, **please exercise your voting rights before the meeting by returning the enclosed Voting Rights Exercise Form to the Company or via the Internet and, as much as possible, refrain from attending the meeting in person.** Before exercising your voting rights, please read the Reference Documents for the General Meeting of Shareholders (described hereinafter). After indicating your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form, please return it to the Company so that it is received **by 5:30 p.m. on Wednesday, June 23, 2021 (JST)**, or exercise your voting rights on the Company's website for exercising voting rights (https://evote.tr.mufg.jp/) (only Japanese).

1. **Date and Time:** Thursday, June 24, 2021 at 10:00 a.m. (JST)
2. **Venue:** Sakura, 4th Floor Main Building, Imperial Hotel
   1-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo, Japan
3. **Meeting Agenda:**

Matters to be Reported:
1. The Business Report, Consolidated Financial Statements for fiscal year March 31, 2021 (from April 1, 2020 to March 31, 2021) 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 fiscal year March 31, 2021 (from April 1, 2020 to March 31, 2021)

Proposals to be Resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Five Directors

Disclosure via the Internet

- Any revisions made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Company's website.
- The following are posted on the Company's website at the following URL (only Japanese) pursuant to laws, regulations and the provisions of Article 15 of the Company's Articles of Incorporation. Therefore, they are not attached to this notice.

  - "Systems to Ensure the Appropriate Conduct of Operations" and "Overview of Operating Status of System to Ensure the Appropriate Conduct of Operations" in the Business Report
  - Notes to Consolidated Financial Statements in Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements in Non-consolidated Financial Statements

  The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor include 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 include the Business Report, the Notes to Consolidated Financial Statements, and the 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: https://www.nichigas.co.jp/en/

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company, which focuses on capital efficiency, controls both total assets and capital-to-asset ratio at appropriate levels, while both investing in growth and enhancing returns to shareholders, based on the solid performance. The Company proposes to pay a year-end dividend of 62.5 yen per share for the fiscal year.

Combined with the interim dividend (62.5 yen per share), the annual dividend will be 125 yen per share.

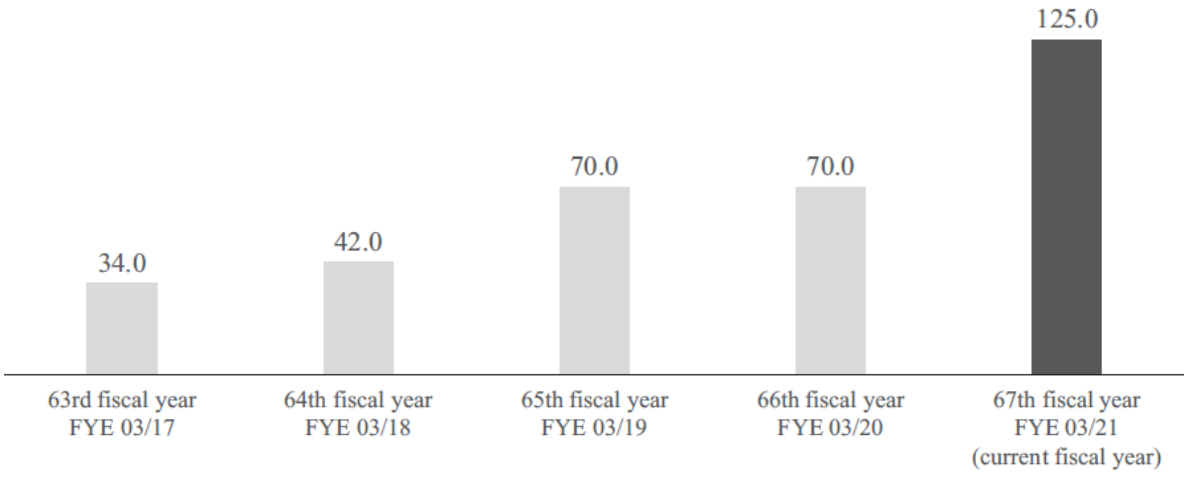
1 Type of dividend
Cash

2 Matters related to the allocation of dividend property and the total amount to be distributed
62.5 yen per share of common stock of the Company
Total 2,468,191,375 yen

3 Effective date of distribution of surplus
June 25, 2021

(Reference)

Trend of dividend per share (yen)



(Note) The Company conducted a three for one stock split of its common stock on April 1, 2021. The record date of the year-end dividend for the 67th fiscal year is March 31, and the Company will pay dividends based on the number of shares before the stock split.

Proposal No. 2: Election of Five Directors

The terms of office of all five Directors expire when this General Meeting ends. Accordingly, the Company proposes the election of five Directors.

The candidates for Directors are as follows:

No.	Name		Current positions and responsibilities at the Company	Percentage of attendance at Board of Directors meetings
1	Reappointed	Shinji Wada	Representative Director, Chief Executive Officer	100% (12/12 meetings)
2	Reappointed	Daijo Watanabe	Representative Director, Senior Managing Executive Officer General Manager, Sales Headquarters In charge of City Gas Group Companies	100% (12/12 meetings)
3	Reappointed	Kunihiko Kashiwaya	Representative Director, Senior Managing Executive Officer General Manager, Corporate Headquarters	100% (12/12 meetings)
4	Reappointed Outside Independent	Takashi Ide	Outside Director	100% (12/12 meetings)
5	Reappointed Outside Independent	Tetsuo Kawano	Outside Director	92% (11/12 meetings)

Reappointed: Candidate for Reappointed Director
Outside: Candidate for Outside Director
Independent: Candidate for Independent Officer Notified to Stock Exchange

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Shinji Wada (April 3, 1952) Reappointed Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)	March 1977 Joined the Company June 1997 Director of the Company (General Manager, Sales Department and Branch Manager, West Kanto Branch) June 2000 Managing Director of the Company (Branch Manager, West Kanto Branch, Sales Headquarters) April 2001 Managing Director of the Company (Responsible for Sales Management, Sales Headquarters and Branch Manager, West Kanto Branch) April 2002 Managing Director of the Company (Responsible for Sales Management, Sales Headquarters) January 2003 Managing Director of the Company (General Manager, Sales Headquarters) June 2004 Senior Managing Director of the Company (General Manager, Sales Headquarters) June 2005 Representative Director, President of the Company (General Manager, Sales Headquarters) April 2006 Representative Director, President of the Company June 2020 Representative Director, Chief Executive Officer of the Company (current position) (Significant concurrent positions) Not applicable	56,455 shares
	[Reason for nomination as a candidate for Director] Mr. Shinji Wada has extensive experience and a broad range of insight as a management executive, as well as thorough knowledge of the Company's various departments such as management planning and information systems. As he has demonstrated his skills in leading the Company's business management and has a successful track record as Representative Director, including the above, the Company has again nominated him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
2	Daijo Watanabe (November 30, 1958) Reappointed Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)	March 1981 Joined the Company June 2000 Director of the Company (General Manager, Sales Department and Branch Manager, East Kanto Branch) April 2005 Director of the Company (General Manager, TED Department, Sales Headquarters) April 2007 Director of the Company (General Manager, Gas Business Operation, Sales Assistance Headquarters) April 2008 Managing Director of the Company (General Manager, Planning Section, Sales Headquarters, and in charge of Gas Business Operation) April 2009 Managing Director of the Company (In charge of Planning Section, Gas Business Operation, TED Department, and Development and Sales Department, Sales Headquarters) April 2011 Managing Director of the Company (In charge of Planning Section, Gas Business Operation, Development and Sales Department and TED Department, Sales Headquarters) April 2014 Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of TED Department and Life Product Sales Department)) April 2015 Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of Life Product Sales Department)) June 2015 Senior Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of Life Product Sales Department)) June 2016 Senior Managing Director of the Company (Deputy General Manager, Sales Headquarters (In charge of Energy Planning Department, Total Energy Business Department and Life Product Sales Department)) April 2018 Representative Director, Senior Managing Director of the Company; General Manager, Energy Sales Headquarters (In charge of City Gas Group Companies) April 2020 Representative Director, Senior Managing Director of the Company; General Manager, Sales Headquarters (In charge of City Gas Group Companies) June 2020 Representative Director, Senior Managing Executive Officer of the Company; General Manager, Sales Headquarters (In charge of City Gas Group Companies) (current position) (Significant concurrent positions) Not applicable	27,200 shares
	[Reason for nomination as a candidate for Director] Mr. Daijo Watanabe has held responsible positions, including that of a Director in charge of the sales departments, since he joined the Company. He has worked as a manager in all areas of the Company's businesses. He has thorough knowledge of management planning related to the fusion of Electricity and Gas businesses. His record serves as proof that he has experience and competence needed as a Representative Director, and therefore, the Company has again nominated him as a candidate for Director		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Kunihiko Kashiwaya (January 6, 1971) Reappointed Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)	September 1999 Joined Ernst & Young LLP November 2001 Joined AIMAC Group March 2003 Joined ORIX Corporation March 2012 Joined the Company April 2012 Executive Officer of the Company (General Manager, Overseas Business, Sales Headquarters) June 2013 Director of the Company (General Manager, Overseas Business, Sales Headquarters) February 2014 Director of the Company (General Manager, Strategic Planning Headquarters and Overseas Business Department) October 2015 Director of the Company (General Manager, Overseas Business Department, Sales Headquarters, and General Manager, Financial Strategy Department (IR)) February 2017 Managing Director of the Company (General Manager, Overseas Business Department, Sales Headquarters, and General Manager, Financial Strategy Department (IR)) April 2018 Representative Director, Senior Managing Director of the Company; General Manager, Corporate Strategy Headquarters (In charge of Overseas Business Department and Corporate Communication Department) April 2020 Representative Director, Senior Managing Director; General Manager, Corporate Headquarters (In charge of Overseas Business Department) June 2020 Representative Director, Senior Managing Executive Officer; General Manager, Corporate Headquarters (current position) (Significant concurrent positions) President and Representative Director of Kumono Ucyusen Co., Ltd. Vice President and Representative Director of Tokyo Energy Alliance Co., Ltd. Outside Director of pring Inc.	20,000 shares
	[Reason for nomination as a candidate for Director] Mr. Kunihiko Kashiwaya has experience and competence needed as a Representative Director, including his handling of alliance promotion with business partners, in addition to management planning, IR and capital strategies of the Company, and his active participation in the management of capital and business alliance partners. Therefore, the Company has again nominated him as a candidate for Director.		

<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">4</td><td>Takashi Ide
(June 19, 1951)

Reappointed
Outside
Independent

Percentage of attendance at Board of Directors meetings
100%
(12/12 meetings)</td><td>April 1984 Registered as Certified Public Accountant
July 1998 Assumed office of Representative Partner, Chuo Audit Corporation
July 2006 Joined Ernst & Young ShinNihon (Senior Partner)
June 2013 Retired from Ernst & Young ShinNihon LLC
June 2014 Independent Auditor of Japan Third Party Co., Ltd. (currently JTP Co., Ltd.)
June 2014 Outside Corporate Auditor of the Company
June 2015 Outside Director of the Company (current position)
June 2020 Outside Director (Audit & Supervisory Committee Member) of Japan Third Party Co., Ltd. (currently JTP Co., Ltd.) (current position)
(Significant concurrent positions)
Outside Director (Audit & Supervisory Committee Member) of Japan Third Party Co., Ltd. (currently JTP Co., Ltd.)</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as a candidate for Outside Director and expected roles, etc.]
Given the deep insights into accounting and finance as a certified public accountant, the Company believes that Mr. Takashi Ide will proactively exercise supervision and give advice on financial policy and the compliance framework the Company develops from a professional perspective, making use of his insights. Therefore, the Company has again nominated him as a candidate for Outside Director.
Mr. Ide has not been involved in corporate management, but he has been deemed capable of appropriately executing his duties for the reasons stated above.</td></tr>
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<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">5</td><td>Tetsuo Kawano
(September 4, 1952)

Reappointed
Outside
Independent

Percentage of attendance at Board of Directors meetings
92%
(11/12 meetings)</td><td>April 1999 General Manager, U.S. Sales Department; Deputy General Manager, New York Branch, The Sakura Bank, Limited
April 2003 Director and General Manager, Corporate Banking, Sumitomo Mitsui Banking Corporation
April 2005 Executive Officer and General Manager, Sales Development, Aim Services Co., Ltd.
April 2014 Senior Executive Officer and General Manager of Quality Management, Aim Services Co., Ltd.
June 2015 Outside Director of the Company (current position)
(Significant concurrent positions)
Not applicable</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as a candidate for Outside Director and expected roles, etc.]
Mr. Tetsuo Kawano has extensive knowledge in finance as well as international business accumulated through his many years of service at a major financial institution and his participation in its management subsequently. As the Company believes that he will proactively exercise supervision and give advice on the Company’s capital policies and overseas businesses from a professional perspective, making use of his knowledge, the Company has again nominated him as a candidate for Outside Director.</td></tr>
</table>

Notes:

1. The candidates do not have any special interest in the Company.
2. Messrs. Takashi Ide and Tetsuo Kawano are candidates for Outside Directors. Messrs. Takashi Ide and Tetsuo Kawano are candidates for Independent Officer who are unlikely to have any conflict of interest with general shareholders of the Company, as is required by the Tokyo Stock Exchange.
3. Messrs. Takashi Ide and Tetsuo Kawano’s terms of office as Outside Directors have been six years as of this General Meeting.
4. Japan Third Party Co., Ltd., where Mr. Takashi Ide served as an Outside Director (Audit & Supervisory Committee Member), changed its name to JTP Co., Ltd. on April 1, 2021.
5. Limitation of liability of Outside Directors
   In accordance with Article 427, Paragraph 1 of the Companies Act, Article 35 of the current Articles of Incorporation stipulates that the Company may enter into agreements with Outside Directors to limit their liability for damages due to negligence of their duties, so that Outside Directors may fully exercise their expected roles. Messrs. Takashi Ide and Tetsuo Kawano, the candidates for Outside Directors, have entered into the agreement for limitation of liability with the Company in accordance with this provision. If their reappointment is approved, they plan to continue the agreement for limitation of their liability with the Company. The main contents of the contract are as follows:
   - In cases where Outside Directors are liable for damages to the Company due to negligence of their duties, they shall be liable up to the minimum amount provided in Article 425, paragraph 1 of the Companies Act.
   - The above limitation of liability shall be accepted only when the Outside Director has performed his duties, which caused the liability, in good faith and without gross negligence.
6. Directors and officers liability insurance contract
   The Company will enter into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to compensate for legal damages, litigation expenses, etc. to be borne by the insured person in cases where a claim for damages is filed by a shareholder or a third party, etc. The candidates are included in the insured person of the insurance contract. When the insurance contract is renewed next time, it plans to be renewed with the same content.

<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 will 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 website for exercising your voting rights
   (1) Exercising voting rights via the Internet is only possible by accessing https://evote.tr.mufg.jp/, the website designated by the Company for the exercise of voting rights from your computer, smartphone or mobile phone. (The website cannot be accessed from 2:00 a.m. to 5:00 a.m. each day (JST)).
   (2) Certain Internet settings on your computer or smartphone—particularly firewall, anti-virus software, proxy server settings, and communications without TLS encryption—may interfere with the internet voting procedure.
   (3) For security purposes, mobile phones must be able to communicate using TLS encryption and must transmit information about itself.
   (4) Votes will be accepted via the Internet until 5:30 p.m. on Wednesday, June 23, 2021(JST). However, the Company requests that you exercise your voting rights earlier. Please call the help desk if you have any questions.

2. How to exercise voting rights via the Internet
   (1) Using a computer or mobile phone
   - On the designated website (https://evote.tr.mufg.jp/) (only Japanese), enter the login ID and temporary password supplied on your Voting Rights Exercise Form, and then follow the on-screen instructions to exercise your voting rights.
   - To prevent unauthorized access (identity fraud) and/or interference by a third party, the Company requests that you change the temporary password on the website for exercising your voting rights.
   - You will be provided with a new login ID and temporary password prior to each general meeting of shareholders.

   (2) Using a smartphone
   - Exercise your voting rights by scanning the QR code® login on your Voting Rights Exercise Form with your smartphone, which will automatically take you to the website for exercising your voting rights (You will not need to enter your login ID and temporary password).
   - For security purposes, you can only exercise your voting rights once using the QR code®. If you scan the QR code® more than once, you will need to enter your login ID and temporary password.
   - Depending on the model of smartphone, it may not be possible for you to log in using the QR code®. If you cannot log in using the QR code®, please use your computer or mobile phone to vote as explained in 2. (1) above.

     * QR code is a registered trademark of DENSO WAVE INCORPORATED.

3. Multiple voting
   (1) If you vote via the internet and also by mailing in your Voting Rights Exercise Form, your votes via the internet shall be deemed as valid.
   (2) If you exercise your voting rights via the Internet multiple times, only your final vote shall be deemed as valid. Moreover, if you exercise your voting rights using multiple devices, for example, computers, smartphones or mobile phones, only your final vote shall be deemed as valid.

4. Electronic Voting Platform for Institutional Investors
   The nominal shareholders (including the standing proxies) of managing trust banks, etc. may use ICJ, Inc.'s Electronic Voting Platform if they have applied to use it beforehand, to exercise their voting rights at the Company's General Meeting of Shareholders.

Contact for inquiries regarding system environments, etc.
Transfer Agent (help desk), Mitsubishi UFJ Trust and Banking Corporation
Phone: +81 (0)120-173-027
(9:00 a.m. to 9:00 p.m. (JST), toll free)