Announcement on introduction of Employee Stock Ownership Plan (ESOP) for employees of Osaka Gas Co., Ltd.

February 2, 2026

Osaka Gas Co., Ltd.

Osaka Gas Co., Ltd. (hereinafter "Osaka Gas") hereby announced that Osaka Gas decided to introduce an incentive plan, the Stock Grant ESOP Trust (hereinafter "this plan", and hereinafter "this trust" that is established pursuant to a trust agreement concluded with Mitsubishi UFJ Trust and Banking regarding this plan), for those management-level employees of Osaka Gas who fulfill certain requirements (hereinafter "eligible employees"), as follows.

1. Purpose of introducing this plan, etc.

This plan is a reward program more closely linked to company performance whereby increases in stock prices driven by rising corporate value also contribute to the eligible employees' asset formation. The introduction of this plan aims to enhance the awareness and engagement of the eligible employees toward the company performance.

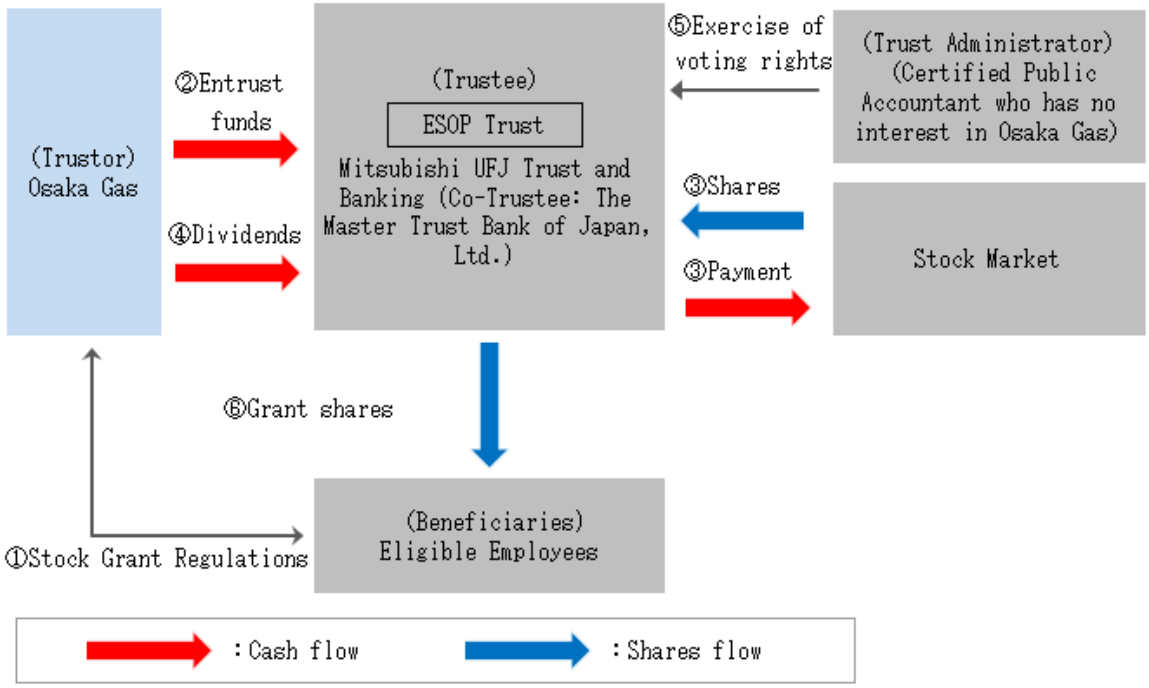
Osaka Gas introduced a restricted stock compensation plan for its directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) and Executive Officers in 2021. This plan is expected to foster greater unity between the management and the eligible employees in their efforts to enhance Osaka Gas's sustainable corporate value.

2. Overview of this plan

This plan is a trust-based scheme that is modeled after the U.S. Employee Stock Ownership Plan (ESOP) , whereby Osaka Gas grants its own shares to the eligible employees. Osaka Gas operates by granting shares to those eligible employees who fulfill certain requirements, in accordance with the share issuance regulations pre-established by Osaka Gas.

Osaka Gas will award the eligible employees points and grant them its shares equivalent to the awarded points upon acquiring vesting rights after a specified period of service. Shares, including future shares, to be granted to the eligible employees shall be acquired using funds placed in a trust in advance and shall be held in separate trust property. The funds for the acquisition of Osaka Gas's shares through this trust will be entirely contributed by Osaka Gas, and the eligible employees will bear no financial burden.

3. Scheme of this plan



① Osaka Gas establishes the "Stock Grant Regulations" upon introducing this plan.
② Osaka Gas shall entrust (Trust for the Benefit of Others) funds to Mitsubishi UFJ Trust and Banking Corporation (Co-Trustee: The Master Trust Bank of Japan, Ltd.) to acquire in advance the shares of Osaka Gas to be granted in the future to the eligible employees pursuant to the "Stock Grant Regulations".
③ This trust will acquire the shares of Osaka Gas from the stock market, using the funds that are entrusted under ② as the source.
④ Dividends will be paid on Osaka Gas's shares held within this trust in the same manner as on other shares of Osaka gas.
⑤ Regarding Osaka Gas's shares held within this trust, the trust administrator shall direct the exercise of shareholder rights, such as the exercise of voting rights, throughout the trust period and the trustee shall exercise such shareholder rights in accordance with those instructions.
⑥ The trustee shall grant the shares of Osaka Gas to those eligible employees who fulfill certain requirements in accordance with the "Stock Grant Regulations".

N.B. During the trust period, if a shortage should arise of the number of the shares within this trust, or if the funds within this trust property should become insufficient to cover trust fees and expenses, additional funds may be placed in trust for the ESOP Trust.

【Reference】Overview of this trust

①	Type of Trust	Cash trust other than specific single-purpose cash trust (Trusts for the benefit of others)
②	Purpose of Trust	Granting incentives to the eligible employees
③	Trustor	Osaka Gas
④	Trustee	Mitsubishi UFJ Trust and Banking (Co-Trustee: The Master Trust Bank of Japan, Ltd.)

⑤ Beneficiary	Those eligible employees of Osaka Gas who fulfill beneficiary requirements
⑥ Trust Administrator	Third party with no interest in Osaka Gas (Certified Public Accountant)
⑦ Trust Agreement Date	February 5, 2026 (Planned)
⑧ Trust Period	February 5, 2026 ~ March 31, 2029 (Planned)
⑨ Effective Date	February 5, 2026 (Planned)
⑩ Exercise of Voting Rights	The trustee shall exercise voting rights of Osaka Gas's shares in accordance with the instructions of the trust administrator reflecting the wishes of the prospective beneficiary.
⑪ Beneficial Owner	Osaka Gas
⑫ Residual Assets	The residual assets receivable by Osaka Gas as the beneficial owner shall be limited to the amount available within the trust expense reserve and other reserves after deducting the share acquisition funds from the trust assets.
⑬ Type of Acquired Shares	Common stock of Osaka Gas
⑭ Total of Acquired Shares	JPY 300 million (Planned)
⑮ Period of Acquired Shares	February 10, 2026 (Planned) ~ March 19, 2026 (Planned)
⑯ Method of Acquiring Shares	Acquisition from stock market

Disclaimer

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