

(Translation)

## Corporate Governance Report

Last Update: June 24, 2025

Osaka Gas Co., Ltd.

Masataka Fujiwara, Representative Director, President

Contact: General Affairs Department (Tel. 06-6205-2621)

Securities code: 9532

<https://www.osakagas.co.jp/en/index.html>

The status of corporate governance of Osaka Gas Co., Ltd. (the “Company”) is described as follows.

### I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

#### 1. Basic Views

As a corporate group that powers “continuous advancement” in customers’ lives and businesses, we set our Corporate Principles to create four types of value: “Value for Customers,” “Value for Society,” “Value for Shareholders” and “Value for Employees” by providing various products and services relating to not only the energy business, including natural gas, electricity and LPG, but also its peripheral services and non-energy businesses, such as urban development, materials and information businesses.

Under this Corporate Principles, the Company and its affiliates (the “Group”) will respond appropriately to the exercising of shareholder rights, and work toward maintaining and increasing a sense of trust through dialogue and cooperation with its stakeholders. In addition, the Group will continue to enhance and strengthen corporate governance in order to respond quickly and appropriately to changes in the business environment surrounding the Group, make transparent, fair and decisive decisions, and execute business efficiently and appropriately.

#### [Reasons for Non-compliance with the Principles of the Corporate Governance Code]

The Company has implemented all principles of the Corporate Governance Code.

#### [Disclosure Based on the Principles of the Corporate Governance Code] (Updated)

##### [Principle 1.4] (Cross-shareholdings)

The Group has stipulated the following in its rules on the purchase and management of third-party stocks:

- That stocks may be held and only if sales/procurement transactions and cooperation with other companies through business alliances are necessary for promoting the Group’s business and the purchase can be expected to contribute to the Group’s business;
- That after the stock purchase, it will be regularly confirmed whether continued ownership makes sense, and reports will be made to the Board of Directors;
- That impact on the market is to be taken into account before any sale of stocks that no longer make much sense to own.

Pursuant to these rules, the Company’s Board of Directors examines and verifies each individual stock to determine whether it is contributing to the Group’s business through transactions, business alliances, or other means and whether the related earnings of our investees, such as dividends and related transaction profits, exceed the target cost of capital. If the significance of holding an issue has waned, we sell it sequentially, taking into account the impact on the market, profit or loss on sale, funding needs, and other factors. In FY2024, 10 stocks were sold (including 4 stocks sold in their entirety).

With respect to the exercise of voting rights, the Company examines the content of proposals through various methods, including dialogue with the investee, and decides whether to approve or disapprove, taking into consideration whether the proposal will contribute to the sustainable growth and improvement of the medium- and long-term corporate value of the company concerned and whether there is any risk of damaging the corporate value of the Group.

**[Principle 1.7] (Related Party Transactions)**

The Group complies with the stipulations of the Companies Act, and if Directors engage in competitive transactions or conflict-of-interest transactions, the Regulations of the Board of Directors stipulates that such transactions require the approval of and report to the Board of Directors.

A briefing is given when Directors are appointed concerning competitive transactions or conflict-of-interest transactions. Subsequently, an opportunity is provided to the Directors every year to confirm that the individual and other directors have not conducted such transactions.

**[Supplementary Principle 2.4.1] (Ensuring Diversity)**

Explanations regarding the Ensuring Diversity are as provided in “III.3. Status of Measures to Ensure Due Respect for Stakeholders [Other] ” of this report.

**[Principle 2.6] (Performance of Functions as Corporate Pension Asset Owner)**

The Company has assigned the Finance Department as the department in charge of asset management for corporate pension plans, and this department has personnel with the necessary experience and knowledge for the job as pension plan investment managers. In addition, we are striving to improve our expertise by acquiring knowledge of asset management through participation in training programs and seminars. Investment of reserve funds is entrusted to multiple investment management institutions after a comprehensive evaluation of their investment policies, experience and track record in pension investment, systems for compliance with laws and regulations, and other factors. The Company fully delegates selection of individual investment targets and voting to the investment management institutions to avoid any conflicts of interest between pension beneficiaries and the Company. In addition, we obtain support from pension management consultants to enhance the expertise of our investment management. And In monitoring, we will confirm the status of compliance with the Stewardship Code of the institutions that manage domestic stocks.

**[Principle 3-1] (Full Disclosure)**

**(1) Corporate Principles, Business Strategies and Business Plans**

The Group has formulated and announced its Daigas Group Corporate Principles and is striving to enhance its medium- and long-term corporate value through fair and transparent business practices.

In formulating and announcing its business strategies and business plans, the Company discloses its basic policy regarding earnings plans and, capital policy, as well as listing indicators such as ROIC (Return on Invested Capital) (\*1), ROE (Return on Equity), Shareholders' equity ratio, D (Debt) / E (Equity) ratio, and DOE (Dividend on equity ratio) to explain its efforts to continuously improve corporate value to its shareholders and investors.

The Daigas Group Corporate Principles and business plans are provided at the following website:

<https://www.osakagas.co.jp/en/aboutus/index.html>

(\*1) ROIC = (Ordinary profit + Interest expenses - Interest income - Income taxes) / (Interest-bearing debts + Shareholders' equity)

Interest-bearing debts exclude risk-free leased liabilities to us.

**(2) Basic Principles on Corporate Governance**

The basic principles of corporate governance are as provided in “I. 1. Basic Views” of this report.

**(3) Policy and Procedures for Deciding Officer Remuneration**

The policy and procedures for deciding officer remuneration are as provided in “II. 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System), (3) Policies on Deciding Remuneration for Officers.”

**(4) Policy and Procedures concerning Selection etc. of Officer Candidates**

The policy and procedures concerning selection of officer candidates are as provided in “II. 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination and Remuneration

Decisions (Overview of Current Corporate Governance System), (4) Policies on Selecting Candidates for Directors and on Selecting and Dismissing Representative Directors and Other Executive Directors.”

**(5) Reasons for Selecting Officer Candidates**

Explanations regarding the selection of Director and Audit & Supervisory Board Member candidates are provided in the reference documents of the shareholders meeting convocation notice.

(Notice of Annual Meeting of Shareholders <https://www.osakagas.co.jp/en/ir/stock/inform/index.html>)

**[Supplementary Principle 3.1.3] (Sustainability Initiatives)**

Sustainability initiatives are described in “III. 3. Status of Measures to Ensure Due Respect for Stakeholders ‘Implementation of Environmental Preservation Activities, CSR Activities, etc.’” in this report.

**Investment in human capital and intellectual property**

The Group regards its employees as one of its most important management resources.

In the “Medium-Term Management Plan 2026,” we have identified the "enhancement of employees' brilliance" as one of the key initiatives, and we aim to create an environment in which the value of employees and the company mutually increase by stimulating each initiative through two-way communication between the company and human resources, and by creating a relationship in which employees and the company grow together. Materialities are identified to achieve these.

Each materiality indicator, management approach and evaluation, and major initiatives are disclosed in the "Sustainability Management" section of the "Sustainability" section of our website. The site is scheduled to be updated in middle September 2025. Policies, initiatives, and achievements related to diversity promotion and health management are described in this report under “III. Status of Measures to Ensure Due Respect for Stakeholders [Other]” in this report.

(Sustainability Management (Materiality of the Daigas Group))

<https://www.daigasgroup.com/en/sustainability/management/materiality/>

In addition, the Group positions intellectual property rights as an important management resource and is actively working to secure and utilize rights in conjunction with its business and technology development strategies. Please refer to our website and the Annual Securities Report (Section 2.6. “Research and Development Activities”) for specific information on the Group's technological development and intellectual property initiatives and achievements.

(technological development <https://www.osakagas.co.jp/en/rd/>)

**[Supplementary Principle 4.1.1] (Overview of the Scope of Management Delegation)**

The Board of Directors establishes its meeting rules, agenda standards for items to be discussed at the meetings, make resolutions and approve important business matters relating to the Group. Important management matters include the determination of basic management policies for the Group, the appointment and dismissal of directors, and the determination of policies related to the determination of individual director compensation and other details. As for other matters, to respond promptly to changes in the business environment, to make transparent, fair, and decisive decisions, and to execute business operations efficiently and appropriately, executive Directors, Executive Officers, and organizational heads are delegated authority for operations in accordance with the Company’s internal rules stipulating job responsibilities and job authorities. To supervise operations, the executive Directors reports the status of operations at least once every three months to the Board of Directors.

In addition, based on the resolution of the 206th Annual Meeting of Shareholders held on June 27, 2024, the Company shifted to a Company with an Audit and Supervisory Committee as of the same date. As the pace of change in the business environment increases, we are working to achieve more flexible decision-making by delegating the authority to make important business decisions to executive directors, and to enhance discussions on management policies and strategies and further strengthen supervisory functions at board meetings and other meetings.

**[Principle 4.9] (Independence Criteria and Qualification for Independent Directors)**

Criteria for judging the independence of the Company’s outside Directors are as provided in “II. 1.

Organizational Composition and Operation [Independent Officers] Other Matters regarding Independent Officers” of this report.

**[Supplementary Principle 4.10.1]** (Use of Voluntary Committees, etc.)

Explanations regarding Voluntary Committees are as provided in “II. 1. Organizational Composition and Operation [Status of Voluntary Establishment of Committee(s), Composition of Members, and Attributes of Chairperson]” of this report.

**[Supplementary Principle 4.11.1]** (Point of View regarding Overall Balance of the Board of Directors, Diversity and Size)

Pursuant to the Articles of Incorporation, the number of directors (excluding directors who are the Audit and Supervisory Committee Members) shall be 15 or less, and the number of directors who are Audit and Supervisory Committee Members shall be 5 or less.

To attain sustainable growth and improve medium- and long-term corporate value for the Group, candidates for Directors are in principle selected from a diverse group of people without regard to gender, nationality, career, or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account.

(For details on policies and initiatives regarding diversity and women's empowerment, please refer to “III Implementation of Measures for Shareholders and Other Stakeholders, 3. Status of Measures to Ensure Due Respect for Stakeholders [Other]”. The Group has set a target of increasing the percentage of female directors to 30% or more by FY2030, and as of June 24, 2025, the percentage of female directors was 26.7%.

Based on this, in light of the medium- and long-term management plans, Internal Directors shall have experience and expertise, etc. in corporate management, marketing, technology/R&D, DX, global management, sustainability, finance/accounting, legal / risk management, human resources development of the Group including the energy business, The Board of Directors as a whole has a well-balanced composition, with outside directors having, in addition to independence that contributes to objective judgment, broad insight, a wealth of experience, and a high degree of expertise in their fields of expertise.

The skills that the Board of Directors should have, identified in light of the medium- to long-term management plan, and the particularly notable skills possessed by each Director are listed in Notice of Convocation of Meeting of Shareholders and on the Company's website as the "Skills Matrix.

(Notice of Annual Meeting of Shareholders <https://www.osakagas.co.jp/en/ir/stock/inform/index.html>)

(Corporate Governance <https://www.daigasgroup.com/en/sustainability/governance/governance.html>)

The site is scheduled to be updated at the end of September 2025.

**[Supplementary Principle 4.11.2]** (Status of concurrent directorships)

There may be a case where the Company's Directors at times serve concurrently as an Officer for another listed company, however, the number thereof is within a reasonable range, and important concurrent positions held are disclosed annually in the business report as well as in the reference documents which are attached to the shareholders meeting convocation notice. Concurrent positions held by Directors are reported regularly to the Board of Directors to make sure that there are no problems with the Director fulfilling his/her duties to the Company.

(Notice of Annual Meeting of Shareholders <https://www.osakagas.co.jp/en/ir/stock/inform/index.html>)

**[Supplementary Principle 4.11.3]** (Analysis and Evaluation of Effectiveness of the Board of Directors as a Whole)

The Board of Directors analyzes and evaluates the effectiveness of the Board of Directors and Advisory Committee each fiscal year based on the results of interviews conducted by the Secretariat of the Board of Directors with each Director. The methods and results of the evaluation of the effectiveness of the Board of Directors for the fiscal year ended March 31, 2024 are summarized below.

**(1) Evaluation Method**

Interviews were conducted with all Directors (15) and from March to April 2024 regarding the composition of the Board of Directors, its operation, and the content of deliberations, etc.).

At the Outside Directors Meeting held in April 2025 (attended by all Outside Directors), the effectiveness of the Board of Directors was discussed and confirmed based on the results of the hearings.

At the Board of Directors meeting held in May of the same year, outside Directors reported the results of discussions at the Outside Directors Meeting and confirmed the Board effectiveness evaluation for the fiscal year ending March 31, 2025.

**(2) Interview Items**

Based on periodic evaluations by external professional organizations, we have established interview items for

the fiscal year ending March 31, 2023. The major items of the interview are as follows.

<Major items of the Interview>

1) FY2024 Initiatives to Address Issues Identified in FY2023

- Enhancement of discussions and provision of information on medium- to long-term management issues
- Expanding opportunities for contact with board candidates and employees at various levels
- Developing internal executive candidates from a medium- to long-term perspective (especially women and highly specialized personnel)
- Provide more information on director candidates

2) Composition and operation of the Board of Directors , etc.

- The ideal structure and composition of the Board of Directors to realize the long-term management vision and medium-term management plan Ensure diversity (gender, expertise, experience, ability, etc.), etc.

3) Formulation of management policies and strategies, and monitoring and supervisory functions

- Discussion, planning and monitoring of management strategies and plans, and status of response to key issues
- Actions to achieve cost of capital and stock price conscious management
- Content and timing of reporting and provision of information, etc.

4) Advisory committee

- Frequency of meetings, content of deliberations, method of operation
- Perspectives and factors to consider when selecting director candidates, evaluation of directors, etc.

5) Outside Directors Meetings, etc.

- Themes, number of meetings, time schedule, etc.

6) Free opinion

(3) Summary of Evaluation Results

- Regarding the initiatives for FY2024 regarding the issues identified in FY2023, we confirmed that improvements are progressing, including the initiatives associated with the transition to a company with an Audit and Supervisory Committee. (Initiatives and effects in FY2024 on issues identified in FY2023)
- The Advisory Committee on Management addressed important issues such as carbon neutral strategy, technology strategy, power business strategy, and human resources strategy. We increased opportunities for discussion and expanded the provision of information to enhance strategic discussions at outside directors' meetings. In line with this, the exchange of opinions between outside directors and employees at the head of internal organizations and above was enhanced.
- We conducted meetings to exchange opinions with female outside directors and female executive employees, etc., with a view to promoting female directors.
- The Advisory Committee on Appointment expanded the provision of information on future candidates for the Board of Directors and enhanced discussions on the future shape of the Board of Directors.  
(Initiatives and Effects of the Transition to a Company with an Audit and Supervisory Committee)
- The Company revised the criteria for the agenda of the Board of Directors meetings to delegate all resolutions that can be delegated to directors, and generally stipulated such delegated items as matters to be reported at the Board of Directors meetings, thereby promoting prompt decision-making while ensuring the monitoring and supervisory functions, and focusing on discussions on management policy and management strategy.
- The number of meetings of the Advisory Committee on Management and meetings of outside directors was increased, and discussions on management policies and strategies were strengthened by reporting the results of deliberations of the Advisory Committee on Management to the Board of Directors.
- To enable the Audit and Supervisory Committee to properly exercise its right to express its opinions, the Audit and Supervisory Committee Members attended the Advisory Committee on Appointment and Remuneration and shared the deliberations with the Audit and Supervisory Committee.

In order to improve the effectiveness of the Board of Directors in the future, the Board of Directors discussed

the issues identified in the evaluation of the effectiveness of the Board of Directors, prioritizing them according to the level of importance and the period of consideration, and recognized the following issues for improvement.

<Major issues>

- Further enhance discussions on each strategy and important issues based on the long-term vision.
- Strengthen supervision and monitoring functions (expansion of regular reporting and provision of information in a flexible manner)
- Concretize measures to develop internal executive candidates from a medium- to long-term perspective (training and securing human resources, education and training, etc.)

In the future, we will enhance reporting and information sharing on important projects and issues to directors through the Board of Directors, Advisory Committee on Management, and meetings of outside directors, and continue to provide reports and information that contribute to supervision and monitoring, such as audit reports, risk response status, and investment follow-up. In addition, the Advisory Committee on Management will further enhance discussions on the Group's overall and individual strategies based on the medium- to long-term vision. By doing so, we aim to further deepen the discussion of management policies, strategies and important issues at the Board of Directors meetings. We will also continue to strive to develop and secure the human resources necessary for medium- to long-term growth.

**[Supplementary Principle 4.14.2] (Training Policy for Directors)**

When appointed, the Company provides Internal Directors an opportunity to acquire knowledge regarding their roles, legal duties to be complied with, and responsibilities expected for a Director. Subsequently, the Company regularly provides opportunities internally or externally for Officers to receive training regarding legal affairs, risk management, compliance, DX and other matters to continue to acquire knowledge necessary for comprehension of legal revisions and other latest world trends. Further, as part of the succession plan for top management, human resources to oversee the Company's management are fostered through measures like systematic rotation of the areas of responsibility of internal Directors and Executive Officers.

As for Outside Directors, the Company explains the Group's businesses and offers an opportunity to the Officers upon appointment to deepen their understanding so that they can put to practice their expertise and experience in each of their fields for supervising and auditing the Company's business. Later, the Company also offers opportunities as necessary in which the business environment and business trends are explained accurately in a timely manner so that outside Officers can gain an understanding.

**[Principle 5.1] (Policy for Constructive Dialogue with Shareholders)**

The Company looks to build long-term relationships with its shareholders and investors based on trust by making timely and fair information disclosures regarding the Group's business and finances and by engaging in constructive dialogue with them.

**(1) Responsible person/promotion system**

Dialogues with shareholders and investors are conducted by the IR organization of the Planning Department under the supervision of the Executive Vice President in charge of IR as the responsible department.

Depending on the theme of the dialogue, we respond in cooperation with corporate divisions such as the Finance Department, Corporate Communication Department, and General Affairs Department, as well as with related organizations such as each business unit.

The Company conducts quarterly briefings for analysts and institutional investors. In addition, we hold approximately 200 individual and sustainability-focused dialogues per year with management and IR organizations in response to the needs of analysts and institutional investors. In FY2024, we held a small meeting with the Vice President and Representative Director and a small meeting with outside directors, respectively, for domestic institutional investors to discuss ways to enhance corporate value.

For individual investors, in addition to holding the briefings as necessary, the Company provides an explanation on the businesses and management plans on the Company website (\*1). Furthermore, in addition to statutory disclosures such as annual securities reports and notices of annual meeting of shareholders, we have created websites dedicated to IR information (\*2) and sustainability information (\*3), and publish Integrated Reports, Fact Books, and other information. In the Integrated Report, the content of questions and answers from the Outside Director Small Meeting is posted in detail.

<List of activities in fiscal year 2024>

President and Representative Director: Annual Meeting of Shareholders, management plan



briefings, financial results briefings, dialogues with overseas institutional investors (5 times)  
Executive Vice President and Representative Director: Annual Meeting of Shareholders, small meetings with domestic institutional investors, dialogues with overseas institutional investors (11 times)

Outside Director: Small meetings with domestic institutional investors

Department in charge of IR: management plan briefings, financial results briefings, business tour, briefing for individual investors, dialogue with investors (approx. 190 times) (dialogue with sell-side analysts (approx. 20 times), dialogue with domestic institutional investors (approx. 80 times), dialogue with overseas institutional investors (approx. 90 times)), etc.

General Affairs Department: Dialogue with domestic shareholders (13 times)

< Main themes of the dialogue >

- Medium- to long-term business strategies (progress of the medium-term management plan, addressing the need for a decarbonized society, etc.)
- Financial strategy (approach to capital structure, shareholder return policy, etc.)
- Most recent results (status of each segment, etc.)
- Sustainability Initiatives (CO2 emissions, renewable energy diffusion contribution, human capital strategy, governance initiatives, etc.)

## (2) Feedback to Management

The opinions and management issues from shareholders and investors obtained through IR activities are appropriately reported, discussed, and confirmed by senior management through the Board of Directors, etc., and are reflected in management strategies and disclosed information as appropriate.

## (3) Management of insider information

The Company has established a disclosure policy (\*4) concerning insider information (material information not yet made public) pursuant to its information disclosure rules and insider trading rules and has rules against transmitting insider information. The two-week period leading up to a results announcement is designated as a “quiet period” and no information is given out regarding the upcoming financial results announcement during this period. In addition, from the perspective of fair disclosure, we strive to disclose useful information for investors, while being conscious of equal and fair disclosure.

(\*1) <https://www.daigasgroup.com/en/ir/index.html>

(\*2) <https://www.daigasgroup.com/en/ir/library/financial-results/>

(\*3) <https://www.daigasgroup.com/en/sustainability/>

(\*4) <https://www.daigasgroup.com/en/ir/disclosure-policy/>

## [Principle 5.2] (Formulate and Publish Management Strategies and Plans)

The Company has formulated our “Long-Term Management Vision,” which sets forth the direction of our business domains and activities for FY2031.3, aiming to become “an innovative energy & service company that continues to be the first choice of customers” and to triple consolidated ordinary income in FY2018.3 based on our “three business pillars (Domestic Energy Business, International Energy Business, and Life & Business Solution Business).” To achieve this goal, we have formulated a three-year “Medium-Term Management Plan” (2024-2026) based on discussions at the Board of Directors meetings. With an eye toward a carbon neutral society, we have a policy of increasing our investment in renewable energy and e-methane to transform our business portfolio, while also investing in existing areas (thermal power sources, shale gas, etc.) to expand our earnings during the transition period. By improving capital efficiency through current profit growth, asset replacement, and business portfolio review, etc., we aim to achieve ROIC of around 5%, maintain financial soundness (capital adequacy ratio of 45% or more), and ROE of around 8% in FY2026, and ROIC of around 6% and ROE of around 10% in the early 2030s as medium-term management indicators. With regard to shareholder returns, we aim to increase dividends in line with medium- to long-term growth under our policy of progressive dividends (in principle, we will not reduce dividends and will increase or maintain dividends) and a dividend on equity ratio (DOE) of 3.0%. In addition, the Company will consider flexible acquisition of treasury stock to improve capital efficiency.

In addition to opportunities such as financial results briefings and IR meetings, information on the progress of these strategies and initiatives is disclosed on our website in a timely and appropriate manner.

(Management Vision / Business Plans <https://www.daigasgroup.com/en/ir/manage/>)  
(Medium-Term Management Plan 2026  
[https://www.daigasgroup.com/en/ir/library/business-plans/index.html#Medium\\_term](https://www.daigasgroup.com/en/ir/library/business-plans/index.html#Medium_term))  
(Financial Results Briefing) <https://www.daigasgroup.com/en/ir/library/financial-results/>)  
[Promotion of Dialogue with Shareholders and Disclosure]  
As stated in [Principle 5.1: Policy for Constructive Dialogue with Shareholders]

## [Action to Implement Management That Is Conscious of Cost of Capital and Stock Price] (Updated)

Content of Disclosure	Disclosure of Initiatives
Availability of English Disclosure Availability of English Disclosure	Available
Date of Disclosure Update	June 24, 2025

### Explanation of Actions (Updated)

The Company recognize the importance of managing our business with Conscious of Cost of Capital and Stock Price, and are continually working to improve our corporate value and capital efficiency. Currently, the Company's Price Book-value Ratio is below 1x. We take this situation seriously and are actively promoting the improvement of capital efficiency while maintaining financial soundness for improvement. Specifically, we have set a mid- to long-term goal of achieving ROIC of approximately 6% and ROE of approximately 10% by the early 2030s, and will achieve steady profit growth. In addition, we are continuously acquiring treasury stocks after the second half of fiscal 2023 and increasing the dividend in accordance with the shareholder return policy. In order to increase these effectiveness, the executive remuneration system has been changed since July 2024, and ROE has been adopted as one of the determination indicators for performance-linked remuneration.

In addition to opportunities such as financial briefing sessions and IR meetings, information on the progress of these strategies and initiatives is disclosed on our website in a timely and appropriate manner.

The concept of improving business portfolio and capital efficiency in medium- to long-term management strategies is as described in [Principle 5-2. Formulate and Publish Management Strategies and Plans].

## 2. Capital Structure

Foreign Shareholding Ratio (Updated)	20% or more, but less than 30%
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## [Status of Major Shareholders] (Updated)

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	66,198,400	16.68%
Custody Bank of Japan, Ltd. (trust account)	25,381,300	6.39%
Nippon Life Insurance Company	13,469,784	3.39%
Resona Bank, Limited	10,555,416	2.66%
STATE STREET BANK WEST CLIENT-TREATY 505234	8,658,208	2.18%
MUFG Bank, Ltd.	8,391,680	2.11%
STATE STREET BANK AND TRUST COMPANY 505103	7,406,068	1.87%
Aioi Nissay Dowa Insurance Co., Ltd	5,973,183	1.50%
Meiji Yasuda Life	5,838,261	1.47%
JPMorgan Securities Japan Co., Ltd.	5,234,357	1.32%

Controlling Shareholder (except for Parent Company)	———
Parent Company	None



## Supplementary Explanation (Updated)

- Above information on Status of Major Shareholders is based on the list as of March 31, 2025.

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime Market
Fiscal Year-End	March
Type of Business	Electric Power & Gas
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) of the Previous Fiscal Year	More than 1 trillion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 to less than 300

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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### 5. Other Special Circumstances which may Have Material Impact on Corporate Governance

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## II. Status of Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

### 1. Organizational Composition and Operation

Organization Form	Company with an Audit and Supervisory Committee
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20
Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	Chairman of the Company (except when also serving as President)
Number of Directors	15
Appointment of outside Directors	Yes
Number of outside Directors	7
Of the outside Directors, Number Appointed as Independent Officers	7

#### Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Kazutoshi Murao	From another company												
Tatsuo Kijima	From another company												
Yumiko Sato	From another company												
Mikivo Niizeki	Academic												

Eriko Nashioka	Certified Public Accountants												
Chieko Minami	Academic												
Eimei Kozai	Other												

\* Categories for “Relationship with the Company”

\* “○” when the director presently falls or has recently fallen under the category;

“△” when the director fell under the category in the past

\* “●” when a close relative of the director presently falls or has recently fallen under the category;

“▲” when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive Director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the listed company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Officer

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside Directors are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

#### Outside Directors' Relationship with the Company (2) (Updated)

Name	Membership of Audit and Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Kazutoshi Murao		○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Mr. Murao has the experience of serving as Representative Director and President of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION and has not only considerable experience and extensive knowledge in corporate and organizational management but also other expertise and experience.</p> <p>Since assuming the office of Director of the Company in June 2019, Mr. Murao has appropriately performed his duties as an outside Director, so the Company considers him qualified as an outside Director and has</p>

				appointed him to serve. Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Mr. Murao satisfies those criteria, the Company judges that he is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.
Tatsuo Kijima		○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, age, etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Mr. Kijima has the experience of serving as President, Representative Director and Executive Officer of West Japan Railway Company and has not only considerable experience and extensive knowledge expertise in corporate and organizational management but also other expertise and experience.</p> <p>Since assuming the office of Director of the Company in June 2020, Mr. Kijima has appropriately performed his duties as an outside Director, so the Company considers him qualified and has appointed him as an outside Director. Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Mr. Kijima satisfies those criteria, the Company judges that he is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.</p>
Yumiko Sato		○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, age, etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Ms. Sato has made numerous considerable achievements in the field of social studies</p>

				<p>related to life and culture. In addition, she held positions as General Manager of Next Generation Institute of Suntory Co., Ltd. and Trustee of Otemon Gakuin Educational Foundation, and has not only deep insight in life and culture but also other expertise and experience,</p> <p>Since assuming the office of Director of the Company in June 2021, Ms. Sato has appropriately performed her duties as an outside Director, so the Company considers her qualified as an outside Director and has appointed her to serve. Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Ms. Sato satisfies those criteria, the Company judges that she is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.</p>
Mikiyo Niizeki		○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Ms. Niizeki has made numerous considerable achievements in research activities in the field of economics related to finance and investment, and has deep insight into the field of economics and abundant experience and other expertise in organizational management, including serving as Vice President of Doshisha University and Director of its Educational Support Organization but also other expertise and experience. Since assuming the office of Director of the Company in June 2023, Ms. Niizeki has appropriately performed her duties as an outside Director, so the Company considers her qualified as an outside Director and has appointed her to serve. Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Ms. Niizeki satisfies those criteria, the Company judges that she is adequately independent and that there is no concern that there will be a</p>

				conflict of interest with general shareholders.
Eriko Nashioka	○	○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Ms. Nashioka has not only accumulated abundant experience as a Certified Public Accountant and Licensed Tax Accountant but also made considerable achievements in research activities in the field of environmental accounting. In addition, she has served as Representative Director of the Institute for Environmental Management Accounting, accumulating considerable experience and deep insight in the fields of finance and accounting and sustainability as well as other expertise and experience. Since assuming the an outside Audit &amp; Supervisory Board Member in June 2022, Ms. Nashioka has appropriately performed her duties as an outside Audit &amp; Supervisory Board Member, so the Company considers her qualified as an outside director as the Audit &amp; Supervisory Committee Members and has appointed her to serve.</p> <p>Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Ms. Nashioka satisfies those criteria, the Company judges that she is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.</p>
Chieko Minami	○	○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Ms. Minami has made numerous achievements in research activities in the field of business administration related to marketing, DX, etc., and has deep insight into</p>

				<p>the field of business administration, abundant experience in organizational management, and other expertise, including serving as the Assistant to the President of Kobe University and Vice President of Kobe University. Since assuming the an outside Audit &amp; Supervisory Board Member in June 2023, Ms. Minami has appropriately performed her duties as an outside Audit &amp; Supervisory Board Member, so the Company considers her qualified as an outside director as the Audit &amp; Supervisory Committee Members and has appointed her to serve.</p> <p>Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Ms. Minami satisfies those criteria, the Company judges that she is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.</p>
Eimei Kozai	○	○	None of a. through k. above are applicable.	<p>The Company in principle selects candidates for Directors from a diverse group of people without regard to gender, nationality, career, or age etc., taking their knowledge, experiences, abilities, and personalities etc. into account. Furthermore, outside Directors are basically required to have independent-mindedness for making objective judgments, wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields.</p> <p>Mr. Kozai has served as President of Kobe District Court and President of Sendai High Court, and has accumulated not only expert knowledge as a legal practitioner and considerable experience in organizational management but also other expertise and experience, so the Company considers him qualified as an outside director as the Audit &amp; Supervisory Committee Members and has appointed him to serve.</p> <p>Further, because the Company has specified criteria for determining the independence of outside Officers, i.e., not having any special conflict-of-interest relationship with the Company impacting decision-making, and Mr. Kozai satisfies those criteria, the Company judges that he is adequately independent and that there is no concern that there will be a conflict of interest with general shareholders.</p>



## The Audit and Supervisory Committee

### Composition of Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
The Audit and Supervisory Committee	5	2	2	3	Inside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee	Appointed
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### Matters Concerning Independence of Said Directors and/or Staff from Executive Officers

Employees engaged in assisting the duties of the Audit and Supervisory Committee (The Audit and Supervisory Committee Assistants) shall exclusively perform duties related to assisting the duties of the Audit and Supervisory Committee in accordance with the instructions and orders of the Audit and Supervisory Committee. Executive directors may not direct or order assistants to the Audit and Supervisory Committee except for duties that should be equally assigned to all employees. In addition, the opinions of the Audit and Supervisory Committee shall be solicited and respected prior to any personnel evaluations, transfers, etc., of assistants to the Audit and Supervisory Committee.

### Cooperation among the Audit and Supervisory Committee, Accounting Auditors and Internal Audit Department (Updated)

The Audit and Supervisory Committee, the accounting auditor, and the internal audit division enhance mutual collaboration and improve the effectiveness and quality of audits by exchanging information as needed, including regular meetings on annual audit plans and audit reports. The Audit and Supervisory Committee receives regular reports from the accounting auditors on the audit plan, status of audit implementation during the term, and audit results, and exchanges opinions on issues related to accounting audits, compliance with laws and regulations, fraud risks, etc. The Audit Department obtains the consent of the Audit and Supervisory Committee when preparing audit plans, and reports audit results to the Audit and Supervisory Committee on a regular basis.

### Voluntary Established Committee(s)

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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### Status of Voluntary Establishment of Committee(s), Composition of Members, and Attributes of Chairperson (Updated)

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Advisory Committee on Nominations	Advisory Committee on Remuneration
All Committee Members	6	6
Full-time Members	0	0
Inside Directors	1	1

Outside Directors	5	5
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

#### Supplementary Explanation (Updated)

From the perspective of enhancing corporate value, ensuring objectivity and transparency in the decision-making process, the Company has established a voluntary advisory committee to deliberate on medium- to long-term strategies, key issues such as sustainability, selection of candidates for directors, selection and dismissal of representative directors and other executive directors, succession planning, policies for determining remuneration and matters related to the content of compensation.

The Advisory Committee on Appointment and the Advisory Committee on Remuneration consist of all outside directors (excluding those who are Audit and Supervisory Committee Members) who meet the criteria for independence established by the Company (\*), Outside Directors who are Audit and Supervisory Committee Members (1 person), the President and Representative Director, and persons appointed by the President and Representative Director as necessary (the President may appoint up to one person from among other representative directors). From the perspective of ensuring objectivity and transparency in the decision-making process, the Advisory Committee on Appointment and Remuneration deliberates on matters related to the selection of candidates for directors, the selection and dismissal of representative directors and other executive directors, and the compensation of directors.

The Advisory Committee on Management consists of all outside Directors (7 members), the President and, if necessary, a person appointed by the President (the President may appoint up to one person from among other Representative Directors), deliberates on key issues such as mid- to long-term strategy, sustainability, risk management, and DX from the perspective of enhancing corporate value.

All committees are chaired by outside directors.

#### <Composition of Committees>

- Advisory Committee on Appointment:  
committee chairman Kazutoshi Murao (Outside Director )  
committee member Masataka Fujiwara (Representative Director and President), Tatsuo Kijima (Outside Director), Yumiko Sato (Outside Director), Mikiyo Niizeki (Outside Director), Eriko Nashioka (Outside Directors who are Audit and Supervisory Committee Members)
- Advisory Committee on Remuneration:  
committee chairman Yumiko Sato (Outside Director )  
committee member Masataka Fujiwara (Representative Director and President), Takayuki Tasaka (Representative Director), Kazutoshi Murao (Outside Director), Tatsuo Kijima (Outside Director), Mikiyo Niizeki (Outside Director), Chieko Minami (Outside Directors who are Audit and Supervisory Committee Members)
- Advisory Committee on Management:  
committee chairman Tatsuo Kijima (Outside Director)  
committee member Masataka Fujiwara (Representative Director and President), Ko Sakanashi (Representative Director), Kazutoshi Murao (Outside Director), Yumiko Sato (Outside Director), Mikiyo Niizeki (Outside Director), Eriko Nashioka (Outside Directors who are Audit and Supervisory Committee Members), Chieko Minami (Outside Directors who are Audit and Supervisory Committee Members), Eimei Kozai (Outside Directors who are Audit and Supervisory Committee Members)

#### < Attendance of Chair and Committee Members (April 2024 - March 2025)>

In FY2025.3, The Advisory Committee on Appointment held four times, the Advisory Committee on Remuneration held three times, and the Advisory Committee on Management held five times, with 100% attendance by all committee members at all meetings.

#### < Main Issues Discussed >

Advisory Committee on Appointment: Matters to be considered in the revision of the composition of the

Board of Directors, the policy for selecting candidates for the Board of Directors, etc., selection and dismissal of representative directors and other executive directors, skills matrix, etc.

Advisory Committee on Remuneration: Policy for determining Directors' remuneration, appropriateness of remuneration levels, calculation method for performance-linked portion, coefficient of payment for performance-linked portion, etc.

Advisory Committee on Management: Carbon neutral strategy, technology strategy, human resource strategy, domestic electric power business strategy, business plan for the next fiscal year, etc.

\*1. Criteria for judging the independence of the Company's outside Directors are as provided in "II. 1. Organizational Composition and Operation [Independent Officers]" of this report.

## [Independent Officers]

Number of Independent Officers	7
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Other Matters regarding independent Officers

The Company designates as independent directors all outside directors who meet the criteria for independent directors.

The Company has established criteria for determining the independence of its outside Officers as follows.

1. The individual may not be an executive Director, Officer, Executive Officer, or employee ("business operator") of the Company or its affiliates (the "Company Group") and may not have been a business operator of the Company Group for ten (10) years prior to being appointed.
2. The individual may not be a major vendor of the Company (\*1) or an executive thereof, and may not have been a business operator of the same for three (3) years prior.
3. The individual may not be a major client of the Company (\*2) or an executive thereof, and may not have been a business operator of the same for three (3) years prior.
4. The individual may not be a major shareholder (an individual or entity which owns 10% or more of the total voting rights of the Company, hereafter the same) or an executive thereof.
5. The individual may not be an executive of an entity for which the Company is a major shareholder.
6. The individual may not be receiving substantial donations (\*3) from the Company or be an executive for an entity receiving such donations.
7. In addition to remuneration as an Officer, the individual may not receive substantial remuneration (\*4) from the Company as a consultant, an accounting specialist such as a Certified Public Accountant, etc. or as a legal specialist such as an attorney, etc. (if the entity receiving the fees concerned is a corporation or a limited liability company, etc., any individual belonging to such an organization). The individual also may not be the Accounting Auditor of the Company Group.
8. If a business operator of the Company is an outside officer of another company, the individual may not be an executive at the company concerned, the parent company or subsidiary of the company concerned.
9. The individual may not be a close relative (spouse or a relation in the second degree) of persons listed below:
  - (a) Persons who are currently or have been a Director, Audit & Supervisory Board Member, Executive Officer or a key employee with an equivalent position ("important executive") for the Company Group within the past three years.
  - (b) Of the persons in 2 to 6 above, those who are important executives.
  - (c) Of the persons listed in 7 above, those who have professional licenses such as CPAs, attorneys, etc.
10. In addition to 1 to 9 above, individuals must not have issues that could cause constant and real conflicts of interest against the Company's general shareholders.

\*1. Payment amount to vendor accounts for 2% of consolidated sales or more

\*2. Received amount from client accounts for 2% of the Company Group's consolidated sales or more, or the loan balance outstanding is 2% of the Company Group's consolidated gross assets or more.

\*3. More than 10 million yen on average over the past three years

\*4. The larger of more than 10 million yen on average over the past three years or an amount equivalent to 2% of total sales (total revenues) of the organization to which payment is made (three-year average)

Even if the individual does not satisfy one of the criteria listed above in 1 to 10, if the individual is suitable as an independent officer, the Company may still appoint him/her as an independent officer of the Company by providing an explanation or disclosing the reasons.

#### [Incentives]

Incentive Policies for Directors	Performance-linked remuneration system, etc. established
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Supplementary Explanation
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The policy and procedures for deciding officer remuneration are as provided in “II 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System), (4) Policies on Deciding Remuneration for Officers.”
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Recipients of Stock Options	
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Supplementary Explanation
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#### [Director Remuneration] (Updated)

Disclosure of Individual Directors' Remuneration	Individual Disclosure of only some
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Supplementary Explanation (Updated)
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Remuneration paid to Directors in the fiscal year ended March 31, 2025 reached 653 million yen. Disclosure is provided for consolidated remuneration, etc., with total amount of 100 million yen or more.
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Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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The policy on determining remuneration amounts and calculation methods are as provided in “II. 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System), (4) Policies on Deciding Remuneration for Officers.”
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#### [Support System for Outside Directors] (Updated)

Outside Directors (excluding Directors who are Audit and Supervisory Committee Members) are supported by the Secretarial Department, and Outside Directors who are members of the Audit Committee are supported by the Office of the Audit and Supervisory Committee. In addition, in order to deepen the Outside Directors' understanding of the company's overall situation, we provide them with opportunities to provide information as appropriate and timely, such as by holding regular meetings among the Outside directors that include information provided by each organization and site inspections.
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#### [Status of Those Who Resigned from Representative Director, President etc.]

Name etc. of Senior Advisor/Advisor who is a Former President and Representative Director etc.
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Name	Title / Status	Content of Operation	Working Form/Conditions (Full-time/Part-time, Paid/Unpaid, etc.)	Date of Retirement from President, etc.	Term
Hiroshi Ozaki	Senior Advisor	External activities with business circles and contributions to local communities, among other things	Full Time/ With Compensation	March 31, 2015	Renewed every year
Akio Nomura	Honorary advisor	Contributions to local communities, among other things	Part-Time/ No Compensation	June 27, 2003	Renewed every year

Total number of counselors, advisors, etc., who previously held positions such as Representative Director President	2
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Other Matters
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## 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System) (Updated)

### (1) Corporate Governance System of the Company

Based on the resolution of the 206th Annual Meeting of Shareholders held on June 27, 2024, the Company shifted to a Company with an Audit and Supervisory Committee as of the same date. As the pace of change in the management environment increases, we are working to achieve more flexible decision-making by delegating the authority to make important business decisions to executive directors, and to enhance discussions on management policies and strategies and further strengthen supervisory functions at board meetings and other meetings.

In addition, we have implemented measures such as "introduction of an executive officer system," the appointment of several outside directors, and the establishment of a voluntary advisory committee on management, director selection, and director compensation. The Company believes that this structure is the optimal system for promptly responding to changes in the Group's business environment, transparent, fair, and decisive decision-making, and efficient and appropriate business execution. The structure is as follows.

#### a. Board of Directors, Directors of the Company

The Board of Directors consists of at least one-third of outside directors and discusses management policies and strategies to ensure prompt and accurate decision-making and enhance supervisory functions.

From the viewpoint of contributing to the sustainable growth of the Group and enhancing its corporate value over the medium to long term, the Company's basic policy is to have a diverse group of directors, regardless of gender, nationality, professional experience, or age, taking into consideration their knowledge, experience, abilities, and personalities. The selection of directors is based on the deliberations of a voluntary advisory committee, the majority of which are outside directors.

The Company's Articles of Incorporation stipulate that the Company shall have no more than 15 Directors (excluding Directors who are Audit and Supervisory Committee Members), and that the number of Directors who are Audit and Supervisory Committee Members shall be no more than 5, and that the resolution to elect Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding no less than one-third of the voting rights of shareholders entitled to exercise their voting rights are present, distinguishing between Directors who are Audit and Supervisory Committee Members and those who are not. In addition, the Articles of Incorporation stipulate that the election of directors shall not be by cumulative voting.

In FY2025.3, the Board of Directors held 13 meetings, with 100% attendance by all Directors. Meetings discussed the Group's management plans, the establishment of important organizations, important human

resources matters, execution of important investments and agreements greater than a certain amount, and operational status reports from executive Directors, etc.

**b. Executive Officers**

The Company has adopted an executive officer system (Executive Officers consists of Executive President, Executive Vice Presidents, Senior Executive Officers, and Executive Officers), which enables the Directors of the Company to focus on making business decisions and monitoring and supervising, and work toward strengthening business efficiency and supervisory functions by vitalizing the Board of Directors. Executive Officers perform duties determined by the Board of Directors, and some Representative Directors and Directors concurrently serve as Executive Officers to make management decision-making more accurate and efficient.

**c. Management Meeting**

The Company examines basic management policies and important management issues at the Management Meeting and fully deliberates the foregoing before decision-making. In accordance with internal regulations, the Management Meeting consists of the President, Executive Vice President, Senior Executive Officer and head of each headquarter and business unit. In principle, the Management Meeting is held three times per year as “Sustainability Council”, which deliberate on activity plans and report on activities related to the promotion of sustainability management.

**d. Audit and Supervisory Committee**

The Audit and Supervisory Committee consists of five Directors who are the Audit and Supervisory Committee Members, including three Outside Directors, and audits the execution of duties by the Directors. It is responsible for ensuring sound management to enhance corporate value through audits of the directors' execution of their duties, the operation of internal control systems, and the appropriateness of accounting audits. The composition of the Audit and Supervisory Committee includes persons with appropriate knowledge of law, finance, and accounting, and in accordance with the Articles of Incorporation, the number of members is at least three, and at least half of them are outside Audit and Supervisory Committee members.

**e. Auditing Department**

The Company has established the Audit Department as its internal audit division. Based on an annual audit plan agreed to by the Audit and Supervisory Committee and from an independent and objective standpoint, the Audit Department evaluate the compliance and efficiency of business activities and the appropriateness of systems and standards, identify issues, and make recommendations and follow-up actions that lead to operational improvements in the audited organization. Audit results are reported regularly to the Management Meetings, the Board of Directors, and the Audit and Supervisory Committee. In the event that an internal audit identifies a matter that may have a significant impact on management, the executive officer in charge of the Audit Department or the General Manager of the Audit Department reports to the Board of Directors (Dual Reporting). At the same time, in accordance with internal rules, the Company is striving to enhance and strengthen its auditing and internal control functions by appointing auditors (internal auditors) at business divisions, Core Non-Energy Business Companies, Network Company, Core Energy Business Companies, etc., and conducting self-audits. The Audit Department, in cooperation with the internal auditors, evaluates internal control over financial reporting based on the Financial Instruments and Exchange Law, and reports the results to the Management Meeting. The Audit Department maintains and improves the quality of audit work while taking into consideration the opinions and evaluations of external organizations.

The General Manager of the Audit Department exchanges information with the Audit and Supervisory Committee and accounting auditors as needed to enhance mutual cooperation and improve the effectiveness and quality of audits.

**f. Advisory Committee**

The Advisory Committee on Management consists of all outside Directors (7 members), the President and, if necessary, a person appointed by the President (the President may appoint up to one person from among other Representative Directors). From the perspective of enhancing corporate value, the committee deliberates on key issues such as medium- and long-term strategy, sustainability, risk management, and DX.

The Advisory Committee on Appointment and the Advisory Committee on Remuneration are composed of all outside Directors (4 members, excluding directors who are Audit and Supervisory Committee Members), one outside director who is a member of the Audit and Supervisory Committee, and the President, and deliberates



on matters related to the selection of candidates for directors, selection and dismissal of representative directors and other executive directors, and remuneration of directors from the perspective of ensuring objectivity and transparency in the decision-making process. . In addition, the participation of one director who is a member of the Audit and Supervisory Committee ensures that the Audit and Supervisory Committee can accurately exercise its right to express its opinions regarding director nominations and compensation. All committees are chaired by outside directors (Advisory Committee on Management, Advisory Committee on Appointment, and Advisory Committee on Remuneration).

#### g. Corporate Committees

The Company have established the following Corporate committees to coordinate and promote matters that span multiple basic organizations (important issues for the entire Group).

- Sustainability Committee

The Company has established the Sustainability Committee to promote activities relating to the Group's sustainability, including the environment, compliance, social contribution, respect for human rights, etc. •

**Safety and Disaster Prevention Committee**In order to take all possible measures to ensure safety, disaster prevention, and gas supply stability, the Company established the Safety and Disaster Prevention Committee to centrally manage events and promote measures, related to safety, disaster prevention, and gas supply stability within the Group.

- Cyber Security Committee

The Company has established the Cyber Security Committee to reinforce the cyber security measures of the Group.

- Investment Evaluation Committee

The Company has established the Investment Evaluation Committee to examine risk and return and makes an evaluation on investments exceeding a certain amount, and it reports findings to the Management Meeting to help make appropriate investment decisions.

- DX Committee

The Company has established the DX Committee to coordinate and promote the Group-wide DX from the perspective of alignment with business, IT, financial strategies, etc.

- Risk Management CommitteeThe Company has established this system to efficiently and effectively respond to significant risks that may affect the business performance and financial position of the Group, which is expanding its business domain.

#### (2) Matters Relating to Outside Directors (Roles and Functions of Outside Directors)

Based on their own experience and insights in their respective fields, each outside Director plays a role in decision-making as a member of the Board of Directors and monitors and supervises the execution of work duties of the executive Directors from an independent viewpoint.

Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the Company has entered into an agreement with all outside directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by law.

#### (3) Policies on Deciding Remuneration for Officers

##### 1) Decision Policies on Content of Remuneration, etc. for Each Individual Director

The Company has established a policy on determining the content of remuneration, etc. for each individual Director (hereinafter the “Policy on Determining Remuneration”) as prescribed by the resolution of the Board of Directors after deliberation at a voluntarily appointed advisory committee on remuneration made up of a majority of the outside Directors. This policy is summarized below. The system of paying retirement benefits to Directors has been abolished.

##### < Policy on Determining Remuneration >

##### a. Basic Approach

Remuneration for directors (excluding directors who are Audit and Supervisory Committee Members. The same shall apply hereinafter) shall be based on a remuneration system that motivates directors to achieve sustainable growth and medium- to long-term improvements in corporate value.

Remuneration for executive directors shall consist of base remuneration as fixed remuneration, performance-

linked remuneration and stock-based remuneration.

The remuneration of the Chairman of the Board of Directors shall consist of base remuneration as fixed remuneration and stock-based remuneration in order to clarify the separation of execution and supervision.

Outside Directors, who are independent from the execution of business, shall receive only basic remuneration as fixed remuneration.

From the viewpoint of ensuring objectivity and transparency in the decision-making process, the remuneration of directors shall be determined within the range of the total amount of remuneration approved at the Annual Meeting of Shareholders, after deliberation by a voluntary Advisory Committee on Remuneration, in which outside directors constitute the majority.

**b. Basic Remuneration**

Basic remuneration shall be monetary remuneration paid on a monthly basis. The amount shall be determined in accordance with the rules prescribed by the resolution of the Board of Directors, while considering such factors as each Director's position and responsibilities, public standards, and other factors.

**c. Performance-linked Remuneration**

Performance-linked remuneration shall be monetary remuneration paid on a monthly basis. The amount shall be determined based on consolidated EBITDA for a single year, consolidated ROE for the most recent three years, and ESG indicators in the mid-term management plan as key indicators, with the aim of contributing to the enhancement of corporate value in the short- and mid-term.

**< Sustainability Indicators (\*) >**

Sustainability indicators such as number of customer accounts, ratio of renewable energy sources, amount of CO2 emission reduction contribution, ratio of female executives and female managers, etc. are shown on the website.

(<https://www.daigasgroup.com/en/sustainability/materiality/>)

(\*)The name was changed from ESG indicators to sustainability indicators in FY2025.

**d. Stock-based Remuneration**

Restricted stock shall be granted at a certain time every year for the purpose of strengthening the linkage between remuneration and mid- to long-term increase in corporate value and further promoting sharing of value with the shareholders. The number of shares to be granted shall be determined with consideration for the positions and responsibilities of each Director and stock prices, etc. (\*)

(\*)In the event that the grantee of stock-based compensation commits an act of misconduct, files a petition for commencement of bankruptcy proceedings, or falls under other certain events stipulated in the restricted stock allotment agreement, the Company will naturally acquire all or part of the allotted shares without compensation (Malus and Clawback clauses).

**e. Ratio by Type of Remuneration**

For executive directors, the approximate ratio of base remuneration, performance-linked remuneration and stock-based remuneration shall be 4:4:2. The Chairman of the Board of Directors shall have a standard ratio of base salary and equity compensation of 8:2. Remuneration for outside Directors shall fully consist of basic remuneration.

**f. Procedures for Determining Remuneration**

The content of remuneration for each individual Director shall be made in accordance with the rules prescribed by the resolution of the Board of Directors, and, after deliberation at the voluntarily appointed Advisory Committee on Remuneration, shall be determined by the resolution of the Board of Directors.

The remuneration of Directors who are the Audit and Supervisory Committee Members shall be determined by consultation among the Directors who are the Audit and Supervisory Committee Members within the scope of the total amount of remuneration approved by the General Meeting of Shareholders.

**2) Resolution of the Annual Meeting of Shareholders on Remuneration, etc. of Directors**

The 206th Annual Meeting of Shareholders held on June 27, 2024 resolved that the amount of monetary remuneration for directors(including Outside Directors and excluding directors who are Audit and Supervisory Committee Members) shall not exceed 57 million yen per month.

At the same Annual Meeting of Shareholders, it was resolved that the total amount of monetary compensation to be paid to directors(excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) for the grant of restricted stock shall be no more than 144 million yen per year (12 million yen per month) and the total number of shares of common stock of the Company to be issued or disposed of by the Company in exchange for the payment of such monetary compensation claims to the Company shall be no more than 96 thousand shares per year.

As of the close of the said Annual Meeting of Shareholders, the number of directors subject to monthly cash remuneration was 10(Of which, 4 are Outside Directors) and the number of directors subject to stock-based remuneration was 6.

3) Delegation, etc. of Decision of Content of Remuneration, etc. for Each Individual Director

Based on the delegation by resolution of the Board of Directors, the President and Representative Director had determined the amount of remuneration, timing and method of payment, etc. for each director after deliberation by the Advisory Committee on Remuneration. However, for the purpose of greater objectivity, transparency, and fairness in the determination of individual director compensation, etc., the Company decided to revise the Regulations on Director Compensation by resolution of the Board of Directors in January 2025.

4) Matters Concerning Resolution of the Shareholders Meeting and Determination of Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members

The amount of remuneration for Directors who are Audit and Supervisory Committee Members was resolved at the 206th Annual Meeting of Shareholders held on June 27, 2024 to be no more than 14 million yen per month. The number of directors who are members of the Audit and Supervisory Committee as of the conclusion of the said Annual Meeting of Shareholders is five (5).

Within this range, the amount of remuneration for each Audit and Supervisory Committee Member shall be determined through discussions among the Directors who are Audit and Supervisory Committee Audit members. Since the role of the Audit and Supervisory Board Members is to audit the execution of duties by the Directors from an independent standpoint unaffected by business performance, only fixed remuneration will be paid, which will be determined based on the position and other factors of each Audit and Supervisory Board Member Director. In addition, There are no retirement benefits.

(4) Policies on Selecting Candidates for Directors and on Selecting and Dismissing Representative Directors and Other Executive Directors

To attain sustainable growth and improve medium- and long-term corporate value, candidates for Directors are in principle selected from a diverse group of people without regard to gender, nationality, career, age, etc., taking their knowledge, experiences, abilities, and personalities, etc. into account.

In addition and in principle, based on medium- and long-term management plans, internal Directors and Audit & Supervisory Board Members shall have experience and expertise, etc. in corporate management, financial accounting, marketing, legal affairs and risk management, etc. of the Group, including the energy business, and outside Directors and Audit & Supervisory Board Members shall have not only independence that enables objective judgments but also wide-ranging knowledge, a wealth of experience, and expertise in their specialized fields. Further, the Company has heretofore ensured agile adaptation to changes in the management environment and clarification of management responsibilities by setting the term of appointment for Directors at one year.

In selecting candidates for Directors and selecting and dismissing Representative Directors and other executive Directors, pursuant to the above policy, the Company makes a decision based on the deliberation of a voluntary advisory committee in which outside Directors comprise a majority from the standpoint of securing objectivity and transparency of the decision-making process (the composition of the voluntary Advisory Committee is the same as the Advisory Committee on Remuneration.)

### 3. Reasons for Adoption of Current Corporate Governance System (Updated)

Based on the resolution of the 206th Annual Meeting of Shareholders held on June 27, 2024, the Company shifted to a Company with an Audit and Supervisory Committee as of the same date. As the pace of change in the management environment increases, we are working to achieve more flexible decision-making by delegating the authority to make important business decisions to executive directors, and to enhance discussions on management policies and strategies and further strengthen supervisory functions at board meetings and other meetings.

In addition, we have implemented measures such as "introduction of an executive officer system," the appointment of several outside directors, and the establishment of a voluntary advisory committee on management, director selection, and director compensation". The Company believes that this structure is the optimal system for promptly responding to changes in the Group's business environment, transparent, fair,

and decisive decision-making, and efficient and appropriate business execution.

### III. Implementation of Measures for Shareholders and Other Stakeholders

#### 1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

**(Updated)**

	Supplementary Explanations
Early Notification of General Shareholder Meeting	To allow shareholders time to carefully consider proposed resolutions, the Company sends out its shareholder meeting notifications early (about three weeks in advance of the meeting).
Allowing Electronic Exercise of Voting Rights	The Company has adopted an electronic voting system in which voting rights can be exercised electronically over the Internet, etc.
Participation in Electronic Voting Platform	The Company participates in the electronic voting platform for institutional investors operated by the ICJ, Inc.
Providing Convocation Notice in English	The Company prepares English translations of its convocation notices (Excluding the audit reports of the Accounting Auditors and the Audit and Supervisory Committee), and before sending out the notices, the Company discloses them on the website of the Tokyo Stock Exchange, on the electronic voting platform for institutional investors operated by the ICJ, Inc., and on the Company's website at the same time as Japanese text.
Other	The convocation notice (in Japanese and English) is disclosed on the website of the Tokyo Stock Exchange, the electronic voting platform for institutional investors operated by the ICJ, Inc., and the Company's website four business days prior to the dispatch date. Resolution notices, extraordinary reports related on the voting results are posted on the Company's website. Resolution notices, extraordinary reports related on the voting results are posted on the Company's website. English translations of both are prepared and posted at the same time as the Japanese text. Convocation notices, resolution notices and extraordinary reports related to the exercise of voting rights (both in Japanese and English) are listed on the Company's website.

#### 2. IR Activities **(Updated)**

	Supplementary Explanations	Briefing given by President
Preparation and Publication of Disclosure Policy	The Company's Disclosure Policy has been prepared and can be accessed on the Company's website ( <a href="https://www.daigasgroup.com/en/ir/disclosure-policy/">https://www.daigasgroup.com/en/ir/disclosure-policy/</a> ).	-
Regular Investor Briefings for Individual Investors	We do not hold regular briefings for individual investors, but we post on our website the scripts and main QAs for the financial results briefings we hold for domestic investors. In addition, we conduct briefings for individual investors at stock investment seminars sponsored by securities firms.	No
Regular Investor Briefings for Analysts and Institutional Investors	Briefings for analysts and institutional investors are held four times per year (quarterly). For two of the briefings (when announcing financial results for the second and fourth quarters), Representative Director and President provides explanations.	Yes
Regular Investor Briefings held for Overseas Investors	We do not hold regular briefings for overseas investors, but the scripts and main QAs for financial results briefings for domestic investors are translated into English and posted on our website.	No

	In addition, representative directors and others hold regular one-on-one meetings with overseas investors to explain management strategies and other matters.	
Posting of IR Materials on Website	Earnings results, financial information, business reports, securities reports, integrated reports, fact books, and other corporate data are accessible via the Internet ( <a href="https://www.daigasgroup.com/en/ir/">https://www.daigasgroup.com/en/ir/</a> ).	-
Establishment of Department and/or Manager in Charge of IR	<ul style="list-style-type: none"> <li>• Department in charge of IR: Corporate Strategy Department, Corporate Planning Headquarters</li> <li>• Officer in charge of IR: Ko Sakanashi (Representative Director, Executive Vice-President, President of Corporate Planning Headquarters)</li> <li>• IR Liaison Officer: Yusunori Fukuhara (IR General Manager, Corporate Planning Headquarters)</li> </ul>	-

### 3. Status of Measures to Ensure Due Respect for Stakeholders (Updated)

#### Supplementary Explanation

##### Stipulation of Internal Rules for Respecting the Position of Stakeholders

In order to contribute to the sustainable growth of our society with the business partners in its domestic and overseas supply chain, the Group has formulated its “Daigas Group Corporate Principles,” the “Daigas Group Charter of Business Conduct” and “Daigas Group Code of Business Conduct” to improve the level of sustainability activities of the entire Group through communication with stakeholders.

#### (1) Daigas Group Corporate Principles

The Group gives top priority to creating value for customers by placing the Company’s motto “Service comes first” as the core belief behind its business activities and by striving to become useful in enhancing the lives and businesses of its customers. The Group pursues “Creation of Four Values” in which it endeavors to create value for its customers and thereby build social value, shareholder value, and value for its employees. (Please refer to the Company’s home page for details:

(<https://www.daigasgroup.com/en/about/philosophy/>)

#### (2) Daigas Group Charter of Business Conduct

Through its business activities, the Group aims to achieve sustainable economic growth and solve social issues together with its customers, society, shareholders, and employees.

In order to fulfill its stakeholders’ expectations, to fulfill its corporate social responsibility, and for the Group to seek sustainable growth, the Group has established the “Daigas Group Charter of Business Conduct.”

(\*) Effective April 1, 2021, the “Daigas Group CSR Charter” has been reformulated as the “Daigas Group Charter of Business Conduct.”

(Please refer to the Group’s home page at

(<https://www.daigasgroup.com/en/sustainability/management/principle.html>)

#### (3) Daigas Group Code of Business Conduct

The Group believes that implementing thorough compliance is the most important element of fulfilling its “corporate social responsibility,” and has thus formulated the Daigas Group Code of Business Conduct (the “Code”) as a standard for all Group companies on the conduct that the Group’s Officers and employees must exhibit. The Code is to be used as a basic template when the Group companies create rules. By conducting our business activities based on the Daigas Group Charter of Business Conduct and the Code, we will fulfill our social responsibilities, be recognized by our customers and society as an indispensable and respectable company, and continue to be a company where each of us can realize our dreams and work with pride. Since the world moves very fast, even if matters not stipulated in these standards arise, we clearly state that we will consider the background and spirit of the Daigas Group Charter of Business Conduct and the Code and take appropriate actions in accordance with them. The Code has also been revised to reflect the principles of global guidelines such as the UN Global Compact and ISO 26000. In addition, in April 2021, the Environmental Activities Policy was integrated into this Code, and content related to contribution to climate change countermeasures and anti-corruption was added.

(Please refer the Company website: <https://www.daigasgroup.com/en/sustainability/management/code.html>)

Reference: The Essence of the Daigas Group Code of Business Conduct

- a. We will achieve a workplace where human rights are respected, and employees can work in comfort and with peace of mind.
- b. We will conduct business activities with legal compliance and decency.
- c. In conducting global business activities, we will comply with all local laws and regulations, and will respect international norms including those concerning human rights.
- d. We will properly consider the global environment in all of our actions.
- e. We will conduct fair business transactions and competitions.
- f. We will provide safe and high-quality products and services at reasonable prices, with the aim of enhancing customer satisfaction.
- g. We will act modestly and sensibly in our relationships with those with whom we do business.
- h. We will appropriately handle and disclose information with proper recognition of its value and importance.
- i. We will prohibit any association with anti-social forces.
- j. We will make appropriate tax payments and properly handle our financial accounts.

The ethos of the above-mentioned Corporate Principles, Charter of Business Conduct, and Code of Business Conduct is incorporated into the policies and rules of every aspect of the Group's business procedures and strictly enforced.

#### Implementation of Environmental Preservation Activities, CSR Activities, etc.

<Implementation of management taking Sustainability aspects into account>

##### (1) Governance and Risk Management related to overall sustainability

###### 1) Governance

In order to put the Daigas Group Corporate Principles into practice and achieve sustainable growth, we are working to promote the Group's overall sustainability activities and to enhance and strengthen governance, including resolutions of issues in respect of the environment, compliance, social contribution, respect for human rights, and risk management, etc.

As for the governance structure regarding sustainability in general, we have established the Sustainability Committee, which is chaired by the Executive Officer in Charge of sustainability Promotion (Director, Managing Executive Officer), who oversees the Group's sustainability activities, and includes the heads of related organizations and other members. The Sustainability Committee meets three times a year in principle to discuss and promote sustainability activities across the organization.

Material issues (materiality) for sustainability management and its indicators and targets, the status of those performances and other matters are submitted to and deliberated at the Sustainability Council, which is held three times a year in principle by the Management Meeting chaired by the President and Chief Executive Officer. The Board of Directors is then consulted on important matters related to sustainability activities, and is responsible for decision-making and supervision.

In addition, in order to enhance governance over our overall sustainability activities, we appoint outside directors with expertise in the fields of environmental accounting and sociology, as well as a wealth of experience and broad insight in corporate and organizational management.

###### 2) Risk Management

As the Group's business domain expands, we have established a system to comprehensively manage risks across the entire company (sustainability, compliance, accounting and finance, cyber security, overseas investment, respect for human rights, etc.), and we implement efficient and effective risk management by selecting important risks that may affect business performance and financial conditions, and by implementing focused preventive maintenance measures.

As part of our risk management system, we have established a Risk Management Committee, which is chaired by the Executive Officer in Charge of Risk Management (Director, Managing Executive Officer), who oversees the Group's Risk Management, and includes the heads of related organizations and other members.

The Risk Management Committee meets twice a year in principle to review and select important risks on a regular basis, deliberate and promote preventive maintenance measures for important risks, and report and deliberate on plans and results of risk preventive maintenance activities at the Management Committee.

The Board of Directors makes decisions on matters that have a significant impact on management and oversees the risk management process.

In addition, risk management related to climate change is reported and discussed at the sustainability Committee and sustainability Meeting. In addition, the Board of Directors makes decisions and oversees basic management policies, including investment decisions, taking into account climate change risks and sustainability. For new investment projects, we will use ICP (Internal Carbon Pricing) in scenario analysis to



grasp the economic impact, and if the impact is significant, we will also evaluate the presence or absence of risk countermeasures and their effectiveness.

### 3) Strategy

In formulating the Medium-Term Management Plan 2026, the Group has newly identified materiality in sustainability management. Taking into account changes in the business environment and sustainability-related social trends, and based on international guidelines (GRI standards, etc.) and the opinions of stakeholders and experts, we have identified materiality based on the medium- to long-term “future financial impact of our group” and “social and environmental impact.”

The materiality was also discussed by the Advisory Committee on Management chaired by an outside director and the Sustainability Meeting, and was approved by the Board of Directors together with the Mid-term Management Plan 2026.

The “Medium-Term Management Plan 2026” is disclosed on the Company's website.

([https://www.daigasgroup.com/en/ir/library/business-plans/index.html#Medium\\_term](https://www.daigasgroup.com/en/ir/library/business-plans/index.html#Medium_term))

### 4) Indicators and Targets

In March 2024, the Group set sustainability indicators and targets for FY2026 and FY2030, and confirms and deliberates progress at the Sustainability Committee and the Sustainability Council. The Board of Directors is then consulted on and oversees such progress and other important matters related to sustainability activities.

## (2) Climate Change Strategies, Indicators and Targets

### 1) Strategy

Based on the framework of the Task Force on Climate-related Financial Disclosures (TCFD), the Group is conducting a multi-linear scenario analysis to identify the “risks” and “opportunities” posed by climate change and to consider measures to reduce the “risks” and expand the “opportunities”. Specifically, we identified “risks” and “opportunities” using the 1.5°C and 2.6°C scenarios published by the IEA (International Energy Agency) in its “World Energy Outlook 2021,” evaluated them in the short- to medium-term toward 2030 and the long-term toward 2050, and examined measures to address them.

The Group operates gas and electric power businesses, mainly in the Kansai area of Japan, using natural gas as its main raw fuel. If the tax burden increases significantly in the future due to the introduction of a carbon tax in Japan or a significant increase in the tax rate, or if gas and electric power sales decrease significantly due to customers shifting to non-fossil fuels, the respective financial impact of “risk” would be significant.

On the other hand, we believe that the financial impact of each “opportunity” would be greater for our Group if we promote the development and diffusion of renewable energy and decarbonization technologies. In the Medium-Term Management Plan, we have set “Achieving a Low Carbon / Carbon Neutral Society” as a priority initiative and are actively working to contribute to the spread of renewable energy, expect the sales impact of expanding our renewable energy business in fiscal 2030 to be in the order of 100 billion yen.

Furthermore, in order to appropriately respond to the “risks” and “opportunities” related to climate change, we will pursue sustainable growth by promoting portfolio management through diverse businesses.

### 2) Indicators and Targets

In January 2021, the Group announced its “Carbon Neutral Vision,” aiming to achieve carbon neutrality by 2050 by expanding the use of natural gas, which contributes to reducing CO<sub>2</sub> emissions in society as a whole, as well as decarbonizing city gas feedstock itself through innovations such as methanation and decarbonizing power sources, centered on the introduction of renewable energy. Regarding the indicators and targets for this purpose, we have set three milestones to aim for in FY2030: “Contribution to the diffusion of renewable energy: 5 million kW,” “Ratio of renewable energy in domestic electric power business: approximately 50%,” and “Contribution to CO<sub>2</sub> emission reduction: 10 million tons.”

In March 2023, we announced “Energy Transition 2030”, which outlines the overall roadmap for the transition to low-carbon and decarbonized energy, as well as specific initiatives and solutions we can provide to our customers toward 2030.

In addition to the aforementioned milestones, we will take on the challenge of introducing 1% of e-methane into existing city gas infrastructure by fiscal year 2030 as part of our efforts toward social implementation of methanation.

In February 2025, we published “Energy Transition 2050” as a summary of our solutions to further clarify the roadmap for energy transition and “co-create value for a sustainable future,” with our stakeholders toward achieving carbon neutrality by 2050.

### (3) Sustainability Initiatives and Disclosure

Our sustainability promotion system, risk management, governance, human capital, investment in intellectual property, and specific initiatives including disclosures based on the TCFD framework regarding climate change, as well as targets and results of sustainability indicators, are disclosed in our Annual Securities Report (Section 2.2. Sustainability Policy and Initiatives ") and on our website.

(Annual Securities Report: <https://www.daigasgroup.com/en/sustainability/>)

(The Group's integrated report: <https://www.daigasgroup.com/en/ir/library/ar/>)

(The Group's Sustainability site: <https://www.daigasgroup.com/en/sustainability/>)

The Integrated Report is scheduled to be updated at the end of July 2025 and the Sustainability website is scheduled to be updated at the end of September 2025.

(English version: The Integrated Report is scheduled to be updated by the end of September 2025 and the Sustainability website is scheduled to be updated around October 2025.)

### Formulation of Policies on Providing Information to Stakeholders

The Daigas Group Code of Business Conduct includes a provision concerning information disclosure, stating that the Group must work toward disclosing information in an appropriate and timely manner and that the Group must promote communication with society at large. "Rules for Information Disclosure" was formulated based on this article in the Code of Business Conduct and specify the organizations responsible for information disclosure, and requires improved transparency as well as active disclosure of information that must be disclosed.

Information that must be announced in a timely manner is accordingly disclosed via press release, while quarterly and annual reports are disclosed on the Group's website.

The reports of the Group's sustainability activities – created in reference to the international sustainability reporting guidelines (GRI) and the Environmental Reporting Guidelines (Ministry of the Environment), etc.– are disclosed on the website as well.

### Other

#### (1) Promotion of Diversity

To strive for improved corporate value, the Group's corporate and organizational structures are made up of members with diverse attributes such as gender, age, disability status, and nationality. The Group understands the indispensability of promoting diversity to build an environment where open and easy discourse is possible, and has established the Daigas Group Diversity Promotion Policy. We hope that each company of the Group will provide our employees with a rewarding workplace where everyone is respected and free of discrimination and prejudice.

#### (2) Daigas Group Diversity Promotion Policy

##### Principle on Diversity

The Daigas Group promotes DE&I (Diversity, Equity & Inclusion) in order to enhance corporate value through the creation of a strong organization capable of generating new value.

- We aim to be a group of enterprises that provide a work environment that values uniqueness of each employee, tolerates no discrimination, acknowledges employee diversity including gender, age, physical disabilities, nationalities, form of employment, lifestyles, religions, sexual orientation, and gender identity.
- We provide support in realizing a highly productive way of working and suitable work-life balance for each employee as a basis for them to pursue their career opportunities.

##### Targets and Sustainable Actions

The Group intends to implement its activities for supporting, among others, females, the elderly, the physically challenged, and foreign nationals. A consideration will be given to building a work environment for employees to achieve their higher career objectives. Minority workers should not be subjected to a disadvantage. The Company has set the goals of increasing the percentage of female directors to 30% or more, increasing the percentage of female employees promoted to managerial positions in career-track positions(\*) to 30% or more, and maintaining the percentage of female employees in career-track positions at 30% or more by FY2030. As of June 2025, the ratio of female directors was 26.7%, the ratio of women newly promoted to the middle managerial positions in FY2025.3 was 18.2%, and the ratio of women in the number of career track hires in FY2025.3 was 39.4%. The Company intends to implement these actions in a sustainable manner and report its performance.

The Company also actively recruits career workers, and in FY2025.3, 43 workers joined the Company as career hires (the ratio of career hires to full-time workers is 37.4%). Currently, career hires account for about

8% of management positions. In addition, more than 30% of the executives at the Group's overseas base companies subsidiaries are foreign talent. Going forward, the Group will continue to assign the right people to the right positions, regardless of whether they are new graduates, career hires, nationalities, etc., for executive and managerial positions.

(\*) The ratio of female employees among career-track employees promoted to managerial positions in the fiscal year.

### (3) Policy and Efforts Supporting Female Employees to Play Active Roles

Since implementing its childcare leave and eldercare leave system in 1992, the Company has been making efforts to create a better working environment which promotes a work-life balance for its employees even before the Act on Advancement of Measures to Support Raising Next-Generation Children was implemented. The levels at the Company exceed the legal requirements, and in recognition of its efforts the Company was recognized by the Minister of Labour in 2001 as a "Family Friendly Company". The Company has submitted an action plan since 2007 in accordance with the Act on Advancement of Measures to Support Raising Next-Generation Children, and the Minister of Health, Labour and Welfare has certified the Company as a company with "Kurumin Mark". With few female employees resigning due to childbirth or childrearing because of the Company's merit-based system and its initiatives to expand the work field for female employees, the average duration of employment for male and female employees in FY2025.3 are at 15.6years and 17.0 years, respectively.

In 2010, the Company, with its six affiliates, endorsed and expressed their support for the objectives of the Women's Empowerment Principles (WEPs) and established the Diversity Promotion Team in the Human Resources Department in 2013. In March 2014, the Group has announced the Osaka Gas Group (Currently, Daigas Group) Diversity Promotion Policy. The Team has been working to diversify the workforce and progress advancement of women as a first step, raising awareness and promoting its "Smart Work" initiatives to create a work environment in which a diverse workforce can achieve success. In recent years, in particular, the Company has focused its efforts in multiple areas to achieve its female advancement goals, including the development of measures appropriate to the timing of job responsibilities and life events, the implementation of training for managers, and the promotion of male employees to take childcare leave. In recognition of these efforts, in FY2021 we were recognized by the Minister of Health, Labor and Welfare as an "Eruboshi certification (highest rank)", and in FY2024 we were selected as a "Next Nadeshiko: Company that Supports Dual-income and Co-parenting" by the Tokyo Stock Exchange and the Ministry of Economy, Trade and Industry. (The company has been selected for the "Nadeshiko Brand" seven times so far.)

### (4) Creating a Work Environment for the Disabled

#### 1) Hiring the disabled

The Company does all it can to hire disabled persons and creates a work environment conducive to the talents of each individual. As a result of these efforts, disabled persons accounted for 2.88% of our workforce as of June 2025, exceeding the legal minimum of 2.5%.

#### 2) Reemployment scheme

The Company has implemented a reemployment scheme to rehire employees who have reached mandatory retirement age, under which applicants are placed in jobs that match their skills and preferences. All the Group companies have similar reemployment schemes.

\*Of the 105 employees reaching retirement age in the FY2025.3, 84 are rehired (100% of applicants)

\*There were 1,568 senior workers at the Group in the FY2025.3 (employees 60 years of age or older in domestic consolidated companies)

#### 3) Retirement age extension

The Company have decided to raise the retirement age to 65 in stages starting in fiscal 2025 (raise the retirement age by one year every two years to reach 65 in FY2033). We expect employees to continue to play an active role as full-time employees even after turning 60, and will abolish the uniform retirement age for positions and instead promote employees to positions based on ability, including early promotion.

### (5) Human resource development policy and internal environment development policy to ensure diversity

#### 1) Human Resource Development Policy

The Group aims to practice portfolio management based on the three pillars of "Domestic Energy Business," "Overseas Energy Business," and "Life & Business Solutions Business." In order to secure the quality and quantity of personnel for these businesses and to maximize performance through the promotion of diverse human resources based on the right person in the right place, we will work to hire and train personnel who can flexibly respond to changes in the business environment and who have a high level of expertise.

In particular, we will secure human resources while expanding career recruitment, as the need for highly specialized human resources increases in order to realize our management strategies, such as efforts to achieve carbon neutrality, accelerate overseas energy business development, and transform through DX.

In addition, based on the recognition that sustainable organizational management is important for the achievement of future management strategies, we will work to secure personnel in a systematic manner and assign and appoint personnel with an awareness of human resource development.

Our human capital management, the story of our human resource strategy linked to our management strategy and the details and specific initiatives of each human resource policy are described in the “Osaka Gas Human Capital Report 2024” and “Osaka Gas Human Capital Report 2025” (scheduled to be published in mid-September 2025).

## 2) Internal Environment Development Policy

The Group aims to achieve sustainable growth by supporting employees' autonomous career development through education, training, and self-development support, thereby increasing engagement and labor productivity. In addition, as part of efforts to contribute to the “support employees to shine in their roles,” we have revised part of our personnel system. Specifically, we will review the evaluation and salary systems and extend the retirement age to encourage “challenge and growth” regardless of age.

We believe that it is important to create discontinuous innovation in order to improve corporate value over the medium to long term, and we believe that the driving force for such innovation is the cross-fertilization of diverse individuals. To this end, we will promote DE&I (Diversity, Equity & Inclusion), and actively incorporate diversity in terms of experience, sensitivity, and values.

## (6) Daigas Group Health Management Declaration

The Group has always believed that safety and the maintenance and improvement of a healthy mind and body are the foundation of all of its operations, and has made efforts to treat and prevent illnesses among its employees. In today's age of 100-year life expectancy, we believe that good health throughout one's life is of great significance not only to employees but also to society. In March 2021, we issued the “Daigas Group Health Management Declaration,” summarizing our stance on health management (\*), which had been expressed in the “Daigas Group Corporate Philosophy,” “Daigas Group Charter of Corporate Behavior,” and “Daigas Group Code of Conduct.” In addition, we established the “Daigas Group Action Guidelines “Healthy 7” to promote healthy lifestyles.

In recognition of our efforts to date, we have been selected as one of the “Health Management Issues 2025” jointly implemented by the Ministry of Economy, Trade and Industry (METI) and the Tokyo Stock Exchange. The “Health Management Issues” are companies practicing particularly excellent health management selected from among listed companies that consider the health management of their employees from a management perspective and are strategically engaged in it. This is a system to promote health management initiatives by companies through introducing such companies as attractive companies to investors who are focused on improvement of company value from long-term perspectives. The Company has been selected for three consecutive years from FY2023 to FY2025.

(\*) Health Management is a registered trademark of the NPO Kenko Kanri Kenkyukai.

Our policy, specific initiatives, and results regarding investment in human capital, including diversity, are disclosed in detail on our website. (Our site will be updated at the end of September 2025) (The English site will be updated around October 2025)

(diversity: [https://www.daigasgroup.com/en/sustainability/management/diversity\\_policy.html](https://www.daigasgroup.com/en/sustainability/management/diversity_policy.html))

(Sustainability: <https://www.daigasgroup.com/en/sustainability/>)

(Initiatives for Act on Advancement of Measures to Support Raising Next-Generation Children and Act on the Promotion of Women's Active Engagement in Professional Life:

<https://www.osakagas.co.jp/company/jisedai/index.html>)

## IV. Matters Related to the Internal Control System

### 1. Basic Views on Internal Control System and the Progress of System Development (Updated)

#### (1) Description of Internal Control Systems

Based on the resolution of the 206th Annual Meeting of Shareholders held on June 27, 2024, the Company shifted to a Company with an Audit and Supervisory Committee as of the same date. The following descriptions are after the transition, but even before the transition, the Company had established and operated a similar system as a Company with an Audit and Supervisory Board.

The Board of Directors of the Company has established a system to ensure that the execution of duties by the Company's directors complies with laws and regulations and the Articles of Incorporation, and other systems necessary to ensure the appropriateness of the Company Group's operations (internal control system). A summary of this is as follows.

#### (i) Systems to ensure that the execution of the duties complies with the laws and regulations and the Articles of Incorporation

a. Directors and employees of the Group shall sufficiently acquire and investigate information as the basis to execute the duties and through accurate understanding of the facts, make reasonable decisions in accordance with regulations on responsibilities and authorities.

b. For the Board of Directors to make appropriate decisions and enhance its supervisory role, executive Directors shall retain independent outside Officers. In addition, the executive officer system shall be adopted to enhance the Board of Directors' supervisory role and ensure efficiency in the execution of duties.

c. Executive Directors shall hold Management Meetings to provide information to the President and the Board of Directors to assist in the decision-making process and discuss strategies and important matters concerning its management of the business.

d. Executive Directors shall establish the "Daigas Group Code of Business Conduct" based on "Daigas Group Charter of Business Conduct." By familiarizing the directors and employees with the Code, executive Directors shall not only ensure the performance of duties in compliance with applicable laws and regulations and the Articles of Incorporation within the Group but also promote business activities in a fair and appropriate manner, which includes contributing to the preservation of the environment, promoting social contribution activities and dissociating from antisocial forces.

e. Executive Directors shall make efforts to understand the status concerning compliance within the Group and promote compliance practices by establishing a consulting and reporting system as an internal reporting system and an ESG Committee(\*).

(\*)The ESG Committee became the Sustainability Committee on April 1, 2025.

f. If any problems are discovered regarding compliance, Directors and employees of the Group are required to consult with or report to an executive Director or other superior, or report the matter via the consulting and reporting system depending on the level of seriousness or urgency. Executive Directors, General Manager of General Affairs Department or other superiors shall investigate details of such matter and take necessary remedial measures.

#### (ii) System concerning the maintenance and the management of information on execution of duties

a. Executive Directors and employees of the Group shall prepare minutes of the meetings of the Board of Directors, approval documents or other similar documents specifying matters including matters affecting decisions and the process by which a decision was reached, in accordance with regulations on responsibilities and authorities.

b. Executive Directors and employees of the Group shall properly store and manage the minutes of the meetings of the Board of Directors, approval documents or other information on execution of duties according to the nature thereof.

#### (iii) Regulations and other systems to manage the risk of losses

a. The executive directors shall establish a Risk Management Committee to select the Group's material risks and promote risk management.

b. The executive directors of the Group and the head of the Company's basic organizational unit (the head of the Company's basic organizational unit) shall manage the risk of loss by taking measures to prevent the occurrence of risks or minimize losses if they do occur, as provided for in the Risk Management Regulations.

c. The executive directors of the Group will take all possible measures to ensure safety and stable supply in the gas business by establishing safety regulations on matters related to construction, maintenance, and

operation of production and supply facilities, as well as by promoting the development of a production and supply system.

d. The response to emergency contingencies that may have a particularly significant impact on the Group's management is governed by the Risk Management Regulations.

(iv) Systems to ensure the efficient execution of duties

a. Executive Directors of the Group and organizational heads of the Company shall determine matters concerning the division of duties and decision-making within the Company and the Group in accordance with regulations on responsibilities and authorities. They shall also provide regulations regarding details of organizations and general matters to be observed during the execution of duties. By familiarizing employees with such regulations, they shall ensure the smooth management of organizations and the improvement of quality and efficiency of operations.

b. With the aim of maximizing corporate value, executive Directors of the Group and organizational heads of the Company shall establish medium-term business plans and annual plans for the Company and the Group, monitor its attainment by means of performance indicators and focus on achieving these plans.

(v) Other systems to ensure the properness of business operations

In addition to the above, executive Directors shall take the following measures and make efforts to ensure proper operations.

a. Companies to play a central role in each business area of the Group (Core Non-Energy Business Company, Network Company and Overseas Regional Headquarters) or basic organizations to supervise affiliates (management support organizations) shall be designated to be responsible for day-to-day management of affiliates.

b. Compliance with applicable laws and regulations and the Articles of Incorporation, the efficiency and other similar matters of the Group as a whole shall be audited internally by the Head of the Auditing Department of the Company. If necessary in light of the results of such audit, remedial measures shall be taken promptly.

c. Internal control procedures shall be maintained, operated and evaluated in relation to financial reporting to ensure its credibility.

(vi) Matters concerning employees assisting the Audit and Supervisory Committee in the performance of their duties

a. Executive Directors, if requested by the Audit and Supervisory Committee, shall appoint employees to assist the Audit and Supervisory Committee in the performance of their duties and establish an office of the Audit and Supervisory Committee staffed by these Audit and Supervisory Committee Assistants.

b. The Audit and Supervisory Committee Assistants shall be engaged solely in assisting the Audit and Supervisory Committee in the performance of their duties.

(vii) Matters concerning independence of the Audit and Supervisory Committee Assistants from Directors

a. Executive Directors cannot direct or give orders to the Audit and Supervisory Committee Assistants except where such directions or orders apply equally to all employees.

b. The opinions of the Audit and Supervisory Committee regarding the evaluation, transfer, etc., of the Audit and Supervisory Committee Assistants shall be sought in advance and respected.

(viii) Systems for reporting to the Audit and Supervisory Committee

a. Directors shall report immediately to the Audit and Supervisory Committee if a matter that is significantly detrimental to the Company is discovered.

b. Directors and employees of the Group or auditors of the affiliates shall report to the Audit and Supervisory Committee without delay matters that have a material impact on the business of the Group, the results of internal audits, the situation regarding the main reports under the consulting and reporting system and other important matters.

c. Directors of the Group and employees of the Company shall report without delay when requested by the Audit and Supervisory Committee to report on matters concerning the execution of duties.

d. Executive Directors and other supervisors of the Group shall not disadvantageously treat any person who reports to the Audit and Supervisory Committee according to the preceding items for the reason that such report was made.

(ix) Other systems to ensure effective auditing by the Audit and Supervisory Committee

a. The Audit and Supervisory Committee Members may exchange opinions periodically with the Representative Directors and the accounting auditor.



b. The Audit and Supervisory Committee Members may attend Management Meetings and all company committee meetings. They may investigate as appropriate material information concerning the execution of duties, such as approval documents.

c. The Executive Directors and the General Manager of the Audit Department, in cooperation with the General Manager of the Audit Department and the auditors of affiliated companies, shall work to create an environment that enables the Audit Committee to conduct effective and efficient audits.

d. Executive Directors shall ensure the Company provides the expenses or liabilities necessary for the execution of the duties of the Audit and Supervisory Committee Members.

(x) Confirmation of operation status, etc.

a. Executive Directors shall periodically confirm and assess the status of the operation of the internal control system and report the results to the Board of Directors.

b. Executive Directors shall take necessary measures by taking into consideration the assessment results of internal control system and other situations.

## (2) Operating Status of the Internal Control Systems

The Company confirms the operating status of the internal control systems on a periodic basis by identifying items to confirm for various matters and receiving reports from the organizational heads and other persons concerned. At the meeting of the Board of Directors held on April 24, 2025, it was reported that the internal control systems were operating in a proper manner.

The following is an overview of the operation of the internal control system during the period under review.

### 1) Matters concerning compliance, etc.

The ESG Committee promotes initiatives in each sector, including sustainability activities, through the “Compliance and Risk Management Subcommittee,” “Environment Subcommittee,” and “Social Contribution Subcommittee.”

“Daigas Group Energy Transition 2050” was developed and published to further clarify the roadmap for energy transition toward achieving carbon neutrality in 2050 and to summarize solutions to the challenges. Educational materials, including a guide to the “Daigas Group Code of Business Conduct,” are posted on the intranet at all times to familiarize Directors and employees of the Group with said Code to promote and ensure its understanding.

As a result of an investigation regarding descriptions for the sale of ENE-FARM products, triggered by an internal reporting, we found that there existed representations that were questionable under the Act Against Unjustifiable Premiums and Misleading Representations, so we took measures to prevent recurrence and reported the matter to the Consumer Affairs Agency in March 2025. The Group, including Osaka Gas Marketing Co., Ltd. will further strengthen its training and management system regarding the Act against Unjustifiable Premiums and Misleading Representations.

### 2) Matters concerning risk management, etc.

Organizational heads of the Company and presidents of the affiliated companies promote the management of the risk of losses and periodically conduct risk management assessments. Each basic organization or affiliated company identifies risk items, checks the status of management concerning the risk items and conducts follow-ups or other measures by using such means as the “G-RIMS (Gas Group Risk Management System),” which systematizes the self-assessment of risk management practices.

The Risk Management Committee meets to select important risks in which management should be involved, and to confirm preventive maintenance plans and the status of response to each important risk.

Regarding the management of risks concerning security and disaster prevention which are common to the Group, the organization in charge is clearly specified, and the organization supports each basic organization and affiliated company to ensure risk management on a Group-wide basis.

We established a Security and Disaster Prevention Committee to coordinate and promote cross-organizational measures related to safety and disaster prevention within the Group, and are taking all possible measures to ensure safety and disaster prevention.

To prepare for emergencies, regulations for disaster countermeasure and business continuity plans are prepared. We also carry out company-wide disaster-prevention drills, which consist of earthquake drills and BCP exercises.

The Cyber Security Committee has been established to regularly inspect and follow up on the Group's security, and to further strengthen measures against attacks from outside the Group's network.

In preparation for Expo 2025 Osaka, Kansai, Japan, we established a company-wide liaison system for

contingency preparedness and information sharing to ensure that our energy production and supply system is fully operational (January 2025).

### 3) Matters concerning the management of businesses in the Group

The affiliates to be managed by the Core Non-Energy Business Companies, the Network Company, the Overseas Regional Headquarters, or the management support organizations are designated and their managerial tasks are monitored by receiving reports on important issues from the affiliates. In addition, day-to-day management of those affiliates is performed by using the G-RIMS and/or conducting audits. The Company's Auditing Department, which conducts internal audits, implements planned internal audits of the Company's organizations and the affiliates and provides follow-up audits after a certain period of time.

### 4) Matters concerning the effectiveness of audits by Audit and Supervisory Committee

The Audit and Supervisory Committee Members regularly exchange opinions with the Chairman and Director, the Representative Director and President, and the Accounting Auditor. The Audit and Supervisory Committee also utilizes opportunities to exchange opinions with the accounting auditor to evaluate their qualifications, expertise, and independence.

Full-time Audit and Supervisory Committee Members attend important meetings such as the Management Meeting, the ESG Council(\*), the Investment Evaluation Committee, and Risk Management Committee, etc., and read approval documents and other important documents. All Audit and Supervisory Committee Members attend the Advisory Committee on Management meetings, and outside Audit and Supervisory Committee Members attend the Advisory Committee on Appointment meetings and the Advisory Committee on Remuneration meetings. The Audit and Supervisory Committee hears the annual audit plan in advance from the Audit Department and receives regular reports on individual audit plans and audit results. In addition, the Board of Directors' resolution on internal control systems clarifies and disseminates matters requiring reporting to the Audit and Supervisory Committee Members.

(\*)The ESG Council became the Sustainability Council on April 1, 2025.

Five assistants to the Audit and Supervisory Committee are in place to engage solely in assisting the Audit and Supervisory Committee in the performance of their duties.

## 2. Basic Views on Internal Control System and Status of Development

The Company sets forth a principle in its Daigas Group Code of Business Conduct that any business transaction with or supply of profits to anti-social forces, for any reason, is unjustifiable and absolutely forbidden and shall cause the Officers and employees to comply with such principle by making them thoroughly aware each year on a regular basis. The following is a list of those measures' structures implemented.

- The General Affairs Department is responsible as the supervisory department, and a person in charge of preventing undue claims is appointed in every relevant organization.
- Preparing for emergencies, the Company cooperates with outside agencies specializing in anti-social forces (including police departments) and engages in information exchange.
- Information regarding anti-social forces are collected and appropriately shared within the Company.
- The Company is appropriately implementing awareness-raising efforts including preparing manuals and conducting in-house training.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation
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## 2. Other Matters Concerning Corporate Governance System

Following is an outline of the Company's structure for timely information disclosure.

### (1) Basic Policy on Disclosure of Corporate Information

The Group's Corporate Principles calls for the Company to work toward achieving fairness and transparency in its business activities and to improve its system for disclosing corporate information.

### (2) Increasing Awareness and Enforcing Rules on Handling and Disclosing Information

The Company has established information handling and disclosure standards which the Group's Directors and employees must follow. Also, internal rules are in place for handling important business information related to insider trading regulations. The Company moreover has internal rules regarding information management and disclosure, and is working to strictly manage and make timely and appropriate disclosure of information concerning the Company's business, operations, and performance which may have a material effect on equities investment decisions.

### (3) Comprehending and Managing Corporate Information

Each head of the organizational unit (for an affiliate, its representative) appropriately comprehends and manages corporate information. The status of information management is inspected regularly by each organizational head (for an affiliate, its representative).

### (4) Disclosure of Corporate Information

The head of each organizational unit (for an affiliate, the Officer in charge of the business support organization, the President of Core Non-Energy Business Company Group to which the affiliate belongs, the President of Gas Pipeline Business Company, the President of Core Energy Business Company, or the President of Overseas Regional Headquarters) that manages corporate information shall make decisions on disclosing information by considering the safety and interests of customers, vendors, employees, interests of shareholders, and social demands for disclosure and after consulting with the Head of the Corporate Communications Department. Regarding important information of the corporate information, disclosure decisions shall be made by the Director, head of each headquarter and business unit responsible for the organizations (for an affiliate, the Officer, head of each headquarter and business unit in charge of business support organization, the President of Core Non-Energy Business Company Group to which the affiliate belongs or the President of Gas Pipeline Business Company). For especially important information including resolutions of the Board of Directors, the President/Representative Director of the Company shall make the decisions on disclosure.

### (5) Voluntary Audits Examining the Status of Corporate Information Disclosure

The heads of organizational units who manage corporate information (for an affiliate, the head of the business support organization, the President of the Core Non-Energy Business Company Group to which the affiliate belongs, the President of Gas Pipeline Business Company, the President of Core Energy Business Company, or the President of Overseas Regional Headquarters) conducts periodic evaluations and inspections on the status of information disclosure. The Head of the Corporate Communication Department, who is responsible for planning and promoting corporate information disclosure requests the heads concerned to report the results of the voluntary audits and requests that improvements be made based on the results.

### (6) Basic Process for Timely Disclosure

The head of the relevant organizational unit (for an affiliate, the head of the business support organization, the President of Core Non-Energy Business Company Group to which the affiliate belongs, the President of Gas Pipeline Business Company, the President of Core Energy Business Company, or the President of Overseas Regional Headquarters) discusses about corporate information which is subject to timely disclosure with the Head of the Corporate Communication Department, who is in charge of information handling, as needed. For corporate information required to be disclosed, the Head of the Corporate Communication Department issues a press release and simultaneously gives directions to the Head of the General Affairs Department to immediately notify the stock exchanges in Tokyo, where the Company's shares are listed.

**General Meeting of Shareholders**

**Directors (Board of Directors) (including Outside Directors)**

**Advisory Committee (Management; Appointment; Remuneration)**

**Audit and Supervisory Committee**

**Accounting Auditor**

**Audit & Supervisory Committee Office**

**Auditing Dept.**

**Business Execution Function**

**Corporate Committees**

- Risk Management Committee
- Sustainability Committee
- Safety and Disaster Prevention Committee
- Cyber Security Committee
- Investment Evaluation Committee
- OX Committee

**Representative Director and President (President and Executive Officer)**

**Management Meeting**

**Executive Directors (Executive Vice President, Senior Executive Officers)**

**Osaka Gas Basic Organization**

**Affiliates**

The diagram illustrates the corporate governance structure of Osaka Gas. At the top is the General Meeting of Shareholders, which oversees the Directors (Board of Directors) and the Audit and Supervisory Committee. The Directors are responsible for the company's management and are supported by an Advisory Committee. The Audit and Supervisory Committee, which includes an Accounting Auditor and an Audit & Supervisory Committee Office, oversees the Directors and the Auditing Department. The Auditing Department is responsible for internal audits and provides reports to the Audit and Supervisory Committee. The Business Execution Function, which includes the Representative Director and President, the Management Meeting, and Executive Directors, is responsible for the company's operations. The Management Meeting is supported by various Corporate Committees, including the Risk Management, Sustainability, Safety and Disaster Prevention, Cyber Security, Investment Evaluation, and OX Committees. The company's structure is organized into three main levels: the Board of Directors, the Business Execution Function, and the Affiliates.