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Securities Code: 9543 March 3, 2020

To our shareholders:

Hiroyuki Kishida Representative Director SHIZUOKA GAS CO., LTD. 1-5-38 Yahata, Suruga-ku, Shizuoka

## NOTICE OF THE 172ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 172nd Annual General Meeting of Shareholders of SHIZUOKA GAS CO., LTD. (the "Company"), which will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Documents for General Meeting of Shareholders (described hereinafter), and cast your vote by Tuesday, March 24, 2020, at 5:30 p.m. (JST).

## **How to Exercise Your Voting Rights**

## **Exercise of voting rights in writing**

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed and return it by Tuesday, March 24, 2020, at 5:30 p.m. (JST), one day prior to the meeting.

## **Exercise of voting rights via the Internet**

Please visit the Company's designated website (https://soukai.mizuho-tb.co.jp/) (This website is only available in Japanese.) and vote for or against the proposals by Tuesday, March 24, 2020, at 5:30 p.m. (JST), one day prior to the meeting. (Please refer to pages 3 and 4.) (Only available in Japanese version)

- 1. Date and Time: Wednesday, March 25, 2020, at 10:00 a.m. (JST)
- 2. Venue: "Sumpu Hall" on the third floor of the Hotel Associa Shizuoka
  - 56 Kurogane-cho, Aoi-ku, Shizuoka

(Please see the map on the last page.) (Only available in Japanese version)

#### 3. Purpose of the Meeting

#### Matters to be reported:

- The Business Report and the Consolidated Financial Statements for the 172nd fiscal year (January 1, 2019

   December 31, 2019), and results of audits by the Financial Auditor and the Board of Auditors of the Consolidated Financial Statements
- 2. The Non-Consolidated Financial Statements for the 172nd fiscal year (January 1, 2019 December 31, 2019)

## Matters to be resolved:

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

Proposal No. 3 Election of Nine Directors
Proposal No. 4 Election of One Auditor

- 1. When attending the meeting in person, please submit the Voting Rights Exercise Form enclosed at the reception desk at the meeting venue on the day of the meeting.
- 2. Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements have been posted on the Company's website shown below in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company. We will mail a hard copy of the statements posted on the website to shareholders that request it. Please call the Company's main line at +81-54-284-4141.
- 3. The Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by Auditors and the Financial Auditor include Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements posted on the

Company's website, in addition to matters stated in the Appendix of the Notice of the 172nd Annual General Meeting of Shareholders.

4. Any revisions to the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-Consolidated Financial Statements will be posted on the Company's website below.

Company website URL: https://www.shizuokagas.co.jp/

## **Reference Documents for General Meeting of Shareholders**

## Proposals and references

## **Proposal No. 1** Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

## 1. Year-end dividends

The Company proposes the payment of a year-end dividend as follows in accordance with its basic policy of continuously paying stable dividends while considering the financial condition and business results comprehensively.

(1) Allotment of dividend property to shareholders and their aggregate amount ¥8.0 per common share of the Company

Total payment: ¥592,073,656

(2) Effective date of dividends of surplus March 26, 2020

## 2. Other appropriation of surplus

The Company proposes other appropriation of surplus as follows in order to strengthen the financial standing toward the sound promotion of management while considering the future business environment.

(1) Item of surplus to be increased and amount of increase General reserve: \(\frac{\pma}{4}\),000,000,000

(2) Item of surplus to be decreased and amount of decrease Retained earnings brought forward: \(\frac{\pma}{4}\),000,000,000

## **Proposal No. 2** Partial Amendments to the Articles of Incorporation

# 1. Reasons for the proposal

With the objective of improving services for shareholders, the Company intends to introduce a system for holders of shares less than one unit to purchase additional shares, as provided for in Article 194 of the Companies Act. On that ground, it proposes to newly establish Article 10 (Request for Additional Purchase of Shares Less Than One Unit) in the Articles of Incorporation and make necessary amendments to incorporate this change.

# 2. Details of the amendments

The amendments are as follows:

(Amendments are underlined)

	(Amendments are underlined)		
Current Articles of Incorporation	Proposed amendments		
(Rights Regarding Shares Less Than One Unit)	(Rights Regarding Shares Less Than One Unit)		
Article 9.	Article 9.		
A shareholder of the Company may not exercise any rights	A shareholder of the Company may not exercise any rights		
other than the rights listed below with regard to shares less than	other than the rights listed below with regard to shares less than		
one unit held by the shareholder:	one unit held by the shareholder:		
1. Rights set forth in items of Article 189, paragraph (2) of the	1. Rights set forth in items of Article 189, paragraph (2) of the		
Companies Act	Companies Act		
2. Right to make a demand pursuant to the provisions of	2. Right to make a demand pursuant to the provisions of		
Article 166, paragraph (1) of the Companies Act	Article 166, paragraph (1) of the Companies Act		
3. Right to receive an allotment of offered shares and offered	3. Right to receive an allotment of offered shares and offered		
share acquisition rights in proportion to the number of	share acquisition rights in proportion to the number of		
shares held by the shareholder	shares held by the shareholder		
(Newly established)	4. The right to make a demand as provided for in the		
	following Article		
	(Request for Additional Purchase of Shares Less Than One Unit)		
(Newly established)	Article 10.		
	A shareholder of the Company who holds shares less than one		
	unit may, as provided for in the Share Handling Regulations,		
	request the Company to sell to the shareholder a number of		
	shares which will, when combined with the number of shares		
	already held by the shareholder, constitute one share unit;		
	provided, however, that this shall not apply to cases where the		
	Company does not hold the necessary number of treasury		
	shares.		
Articles 10 through 49 (Omitted)	Articles 11 through 50 (Articles are renumbered accordingly with		
	no change to the text.)		

# **Proposal No. 3** Election of Nine Directors

At the conclusion of this meeting, the terms of office of all 11 Directors will expire. Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current p	osition and responsibilities in the Company	Candidate attribute
1	Hiroshi Tonoya	Representative Director and Chairman		Reelection
2	Hiroyuki Kishida	Representative Director and President		Reelection
3	Masakazu Endo	Representative Director and Deputy Chief Operating Officer	Senior General Manager of Lifestyle Creation Business Division and Senior General Manager of Multi-Energy Business Division	Reelection
4	Akihiro Sugiyama	Director Senior Operating Officer	Senior General Manager of Gas Transmission Pipeline Business Department and in charge of the Safety Promotion Office	Reelection
5	Mitsunobu Kosugi	Director Senior Operating Officer	General Manager of General Administration & Human Resources Department	Reelection
6	Juichi Nozue	Director		Reelection Outside Independent
7	Katsunori Nakanishi	Director		Reelection Outside Independent
8	Yuriko Kato	Director		Reelection Outside Independent
9	Hajime Hirano	Director		Reelection Outside Independent

New election: New candidate for Director Reelection: Candidate for Director to be reelected Outside: Candidate for outside Director

Independent: Candidate for independent officer as provided for by the Tokyo Stock Exchange

Candidate No.	Name (Date of birth)	Career sumr	mary, position and responsibilities in the Company	Number of the Company's shares owned
	Hiroshi Tonoya (August 11, 1953)	Apr. 1976 Apr. 1997 Mar. 2001	Joined the Company Group Leader of General Administration Director	
	Reelection	Jan. 2007	Director  Director, Senior Operating Officer, and General  Manager of Corporate Planning Department	
	Tenure as Director 19 years	Apr. 2010 Jan. 2011	Director and Deputy Chief Operating Officer Representative Director and President	57,400 shares
1	Attendance to meetings of the Board of Directors 8/8 (100%)	Jan. 2018	Representative Director and Chairman (current position)	
	seven years from January 2011 u		ors since January	
2	Hiroyuki Kishida (December 12, 1958)  Reelection  Tenure as Director 6 years  Attendance to meetings of the Board of Directors 8/8 (100%)	Apr. 1981 Apr. 2012 Mar. 2013 Jan. 2014 Mar. 2014 Apr. 2015 Jan. 2016	Joined the Company Operating Officer and General Manager of Corporate Planning Department President and Representative Director of Minamifuji Pipeline Co., Ltd. Senior Operating Officer and General Manager in charge of Planning, Materials and General Energy Business Promotion of the Company Director, Senior Operating Officer, and General Manager in charge of Planning, Materials and General Energy Business Promotion Director, Senior Operating Officer, and General Manager of Lifestyle Creation Business Department Director, Deputy Chief Operating Officer, and Senior General Manager of Lifestyle Creation Business Division Penracentative Director and President, and	3,800 shares
		Jan. 2018 Jan. 2019	Representative Director and President, and Senior General Manager of Lifestyle Creation Business Division Representative Director and President (current position)	

in addition to his excellent insight.

Candidate No.	Name (Date of birth)	Career sumi	mary, position and responsibilities in the Company	Number of the Company's shares owned
		Apr. 1976	Joined the Company	
		Mar. 2007	Senior Operating Officer and General Manager	
			of Non-residential Sales Department	
		Mar. 2011	Director, Senior Operating Officer, and General	
			Manager of Non-residential Sales Department	
		Mar. 2014	Representative Director and President of	
	Masakazu Endo		Shizuoka Gas Energy Co., Ltd.	
	(June 28, 1953)		Representative Director and President of	
			Shizuoka Gas Service Co., Ltd.	
	Reelection	Jan. 2016	Deputy Chief Operating Officer, Senior General	
			Manager of Multi-Energy Business Division,	
	Tenure as Director		and General Manager of Industrial Energy	30,700 shares
	10 years		Department of the Company	
3		Mar. 2016	Director, Deputy Chief Operating Officer,	
	Attendance to meetings of the		Senior General Manager of Multi-Energy	
	Board of Directors		Business Division, and General Manager of	
	8/8 (100%)		Industrial Energy Department	
		Jan. 2019	Representative Director, Deputy Chief	
			Operating Officer, Senior General Manager of	
			Lifestyle Creation Business Division, and	
			Senior General Manager of Multi-Energy	
			Business Division	
			(current position)	
	Reasons for nomination as candi-			
			y operations and currently serves as Deputy Chief O	
			andidate to continue serving as a Director due to his	wealth of business
	experience in the Company in ad	dition to his ex	cellent insight.	

Candidate No.	Name (Date of birth)	Career sum	mary, position and responsibilities in the Company	Number of the Company's shares owned	
No. 4	Akihiro Sugiyama (October 31, 1958)  Reelection  Tenure as Director 4 years  Attendance to meetings of the Board of Directors	Apr. 1982 Dec. 2002 Jan. 2007 Sept. 2011 Jan. 2014 Jan. 2016 Mar. 2016	Joined the Company Group Leader of Plant Engineering Manager in charge of Distribution of Production and Distribution Department Deputy General Manager of Fuji Branch Operating Officer and General Manager of Fuji Branch Senior Operating Officer, Senior General Manager of Gas Transmission Pipeline Business Department, and in charge of the Environment and Safety Maintenance Office Representative Director of Shizuhama Pipeline Co., Ltd. Director, Senior Operating Officer, Senior General Manager of Gas Transmission Pipeline Business Department, and in charge of the Environment and Safety Maintenance Office of the Company Director, Senior Operating Officer, Senior	owned  3,800 shares	
	8/8 (100%)	Mar. 2019	General Manager of Gas Transmission Pipeline Business Department, and in charge of the Safety Promotion Office (current position) President and Representative Director of Shizuhama Pipeline Co., Ltd. (current position)		
	Reasons for nomination as candi	Co., Ltd.	Representative Director of Shizuhama Pipeline		
	He has mainly been engaged in distribution operations and currently serves as Senior Operating Officer. Accordingly, the Company proposes him as a candidate to continue serving as a Director due to his wealth of business experience in the Company in addition to his excellent insight.				

Candidate No.	Name (Date of birth)	Career sumi	mary, position and responsibilities in the Company	Number of the Company's shares owned
		Apr. 1985	Joined the Company	
		July 2006	Group Leader of Public Relations	
		Jan. 2007	Manager in charge of Public Relations/IR of Corporate Services Department	
		Apr. 2010	Manager in charge of Management Planning of Corporate Planning Department	
		Apr. 2012	Deputy General Manager of Corporate Planning Department and Manager in charge of Corporate Planning	
	Mitsunobu Kosugi	Jan. 2014	Operating Officer, General Manager of Corporate Planning Department, and Manager	
	(November 28, 1961)		in charge of Corporate Planning	
	(1.0.011001 20, 1701)	Mar. 2014	President and Representative Director of	
	Reelection		Minamifuji Pipeline Co., Ltd.	
	Tenure as Director	Apr. 2014	Operating Officer and General Manager of Corporate Planning Department of the	16,000 share:
	4 years		Company	10,000 share
5	Attendance to meetings of the	Jan. 2016	Senior Operating Officer and General Manager of Corporate Planning Department	
	Board of Directors 8/8 (100%)	Mar. 2016	Director, Senior Operating Officer, and General Manager of Corporate Planning Department	
		Jan. 2017	Director, Senior Operating Officer, General Manager of Management Control Department, and General Manager of Business Strategy Department	
		Mar. 2017	Director, Senior Operating Officer, and General Manager of Management Control Department	
		Jan. 2020	Director, Senior Operating Officer, and General Manager of General Administration & Human Resources Department	
			(current position)	

He has mainly been engaged in planning operations and currently serves as Senior Operating Officer. Accordingly, the Company proposes him as a candidate to continue serving as a Director due to his wealth of business experience in the Company in addition to his excellent insight.

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
		Apr. 1987	Registered as an attorney at law	
		Dec. 1990	Joined Kato Law and Patent Office (now	
			Shizuoka Nozomi Law and Patent Office)	
		Mar. 1996	(current position)  Obtained license to practice law in New York	
		Iviai. 1990	State, USA	
	Juichi Nozue	Oct. 1996	Registered as patent attorney	
	(August 15, 1960)	Mar. 2003	Outside Auditor of the Company	
	Reelection	Apr. 2005	Outside Auditor of MISUMI Group Inc.	
	Outside		(current position)	
	Independent	Mar. 2015	Outside Director of the Company	
			(current position)	5,000 shares
	Tenure as Director	June 2015	Outside Director (member of Audit and	
	5 years		Supervisory Committee) of LEC, Inc.	
	A44		(current position)	
6	Attendance to meetings of the Board of Directors	June 2018	Outside Director of Akasaka Diesels Limited	
0	7/8 (88%)	F. G. 1. G.	(current position)	
	170 (0070)	[Significant concurrent positions outside the Company]		
		1	w of Shizuoka Nozomi Law and Patent Office	
			tor of MISUMI Group Inc.	
		Outside Direct of LEC, Inc.	ctor (member of Audit and Supervisory Committee)	
		Outside Direc	ctor of Akasaka Diesels Limited	

Reasons for nomination as candidate for outside Director

He currently provides appropriate advice to the general management as an outside Director of the Company, based on the high level of legal expertise, broad outlook and excellent insight he has fostered through his experience in corporate legal affairs as an attorney at law. The Company determines that he will continue to provide appropriate advice to the general management. Accordingly, the Company proposes him as a candidate for outside Director. At the conclusion of this meeting, his tenure as outside Director or Auditor of the Company will have been 17 years. He has never been directly involved in the management. However, the Company determines he will appropriately fulfill his duties as an outside Director based on the above reasons.

The Company has designated him as an independent officer unlikely to cause conflicts of interest with general shareholders and filed this designation with Tokyo Stock Exchange, Inc.

Candidate No.	Name (Date of birth)	Career sumr	nary, position and responsibilities in the Company	Number of the Company's shares owned
		Apr. 1976	Joined The Shizuoka Bank, Ltd.	
		Dec. 1998	Deputy General Manager of Personnel	
			Department and Manager of Personnel Section	
		Apr. 1999	Senior General Manager of Personnel	
			Department	
		June 1999	Senior General Manager of Corporate	
	Katsunori Nakanishi		Administration Department	
	(June 15, 1953)	June 2001	Director, Executive Officer, and General	
	D 1 2		Manager of Corporate Planning Department	
	Reelection	June 2003	Director and Senior Executive Officer	
	Outside	Apr. 2005	Director, Senior Executive Officer, and Deputy	
	Independent		General Manager of Corporate Center in charge	- shares
	Tenure as Director		of planning and administration	- Shares
	3 years	June 2005	President and CEO	
		Mar. 2017	Outside Director of the Company	
	Attendance to meetings of the		(current position)	
7	Board of Directors	June 2017	Chairman and CEO of The Shizuoka Bank, Ltd.	
	8/8 (100%)		(current position)	
	,		Outside Director of Shizuoka Railway Co.,	
			LTD.	
			(current position)	
		[Significant c	oncurrent positions outside the Company]	
			l CEO of The Shizuoka Bank, Ltd.	
		Outside Direc	etor of Shizuoka Railway Co., LTD.	

Reasons for nomination as candidate for outside Director

He currently provides appropriate advice to the general management as an outside Director of the Company, based on the wealth of experience and high level of insight he has fostered as a manager of a financial institution. The Company determines that he will continue to provide appropriate advice to the general management including overseas expansion by taking advantage of the cosmopolitan and broad outlook and experience he has fostered through support for the overseas deployment of enterprises. Accordingly, the Company proposes him as a candidate for outside Director. At the conclusion of this meeting, his tenure as outside Director of the Company will have been three years. The Company intends to designate him as an independent officer unlikely to cause conflicts of interest with general shareholders and file this designation with Tokyo Stock Exchange, Inc.

Candidate No.	Name (Date of birth)	Career sumn	nary, position and responsibilities in the Company	Number of the Company's shares owned
No.	Yuriko Kato (June 19, 1974)  Reelection Outside Independent	Apr. 2000 Apr. 2001 Oct. 2009 Oct. 2012 June 2013 Mar. 2017	Joined Canon Inc. Joined Sankyo Seisakusho Co. Representative Director of M2 Labo. Inc. (current position) Director of CSN ChihouSouseiNetwork Co., Ltd. Outside of Director of Toclas Corporation Representative Director of VegiBus Inc. (current position)	owned
8	Tenure as Director 2 years  Attendance to meetings of the Board of Directors 7/8 (88%)	Representativ Representativ	Outside Director of the Company (current position) Representative Director of Glocal Design School Inc. (current position) concurrent positions outside the Company] e Director of M2 Labo. Inc. e Director of VegiBus Inc. e Director of Glocal Design School Inc.	- shares
	Reasons for nomination as candid She currently provides appropriate		Director general management as an outside Director of the C	Company, based on

She currently provides appropriate advice to the general management as an outside Director of the Company, based on the wealth of experience and high level of insight she has fostered as a manager of agriculture support business. The Company determines that she will continue to provide appropriate advice to the general management including issues concerning the Company's lifestyle creation business and new business development by taking advantage of her experience in launching new businesses. Accordingly, the Company proposes her as a candidate for outside Director. At the conclusion of this meeting, her tenure as outside Director of the Company will have been two years. The Company has designated her as an independent officer unlikely to cause conflicts of interest with general shareholders and filed this designation with Tokyo Stock Exchange, Inc.

Candidate No.	Name (Date of birth)	Career sum	mary, position and responsibilities in the Company	Number of the Company's shares owned	
9	Hajime Hirano (November 16, 1955)  Reelection Outside Independent  Tenure as Director 1 year  Attendance to meetings of the Board of Directors 6/7 (86%)		Joined Mitsubishi Corporation Senior Vice President and Division COO of Petroleum Business Division Senior Vice President and Deputy Division COO of Natural Gas Business Division Executive Vice President and Division COO of Natural Gas Business Division Group COO, Energy Business Group (oil and gas exploration and development business, and natural gas business) and Division COO of Natural Gas Business Division Group CEO, Energy Business Group Advisor Outside Director of the Company (current position) Full-time Audit & Supervisory Board Member of Mitsubishi Corporation (current position) concurrent positions outside the Company] dit & Supervisory Board Member of Mitsubishi	- shares	
		date for outside e advice to the	general management as an outside Director of the C		
	the wealth of experience he has fostered as a manager of a leading trading company and his high level of the energy business. The Company determines that he will continue to provide appropriate advice to the g management including issues concerning the Company's procurement of resources and overseas business				

this designation with Tokyo Stock Exchange, Inc.
 Akihiro Sugiyama is the President and Representative Director of Shizuhama Pipeline Co., Ltd., and the Company has a business relationship with that company, including gas consignment. Katsunori Nakanishi is Chairman and CEO of The Shizuoka Bank, Ltd., and the Company has a business relationship with the bank, including the borrowing of funds. Yuriko Kato is the Representative Director of VegiBus Inc., and the Company has a business relationship with that company in leasing and using of land.

2. There is no special interest between any other candidates and the Company.

Accordingly, the Company proposes him as a candidate for outside Director.

3. Limited liability agreements with outside Directors

The Company has concluded an agreement with Juichi Nozue, Katsunori Nakanishi, Yuriko Kato and Hajime Hirano to limit their liability for damages set forth in Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under the agreement shall be an amount set forth in laws and regulations. Upon approval of their reelection as outside Directors, the Company will continue the agreement with them to limit their liability for damages.

At the conclusion of this meeting, his tenure as outside Director of the Company will have been one year. The Company has designated him as an independent officer unlikely to cause conflicts of interest with general shareholders and filed

# **Proposal No. 4** Election of One Auditor

At the conclusion of this meeting, the term of office of Auditor Naohiro Ueda will expire. Therefore, the Company proposes the election of one Auditor. In addition, the consent of the Board of Auditors has been obtained for this proposal.

The candidate for Auditor is as follows:

Name		Career summary and position in the Company	
(Date of birth)		Company's shares	
(Date of offili)			owned
Koji Iida	Apr. 1983	Joined the Company	
(June 26, 1959)	Nov. 2003	Group Leader of Accounting and Team Leader of Finance	
	Jan. 2007	Manager in charge of Accounting of Corporate Services	
New election		Department	
	Mar. 2010	Representative Director and Managing Director of Sado Gas	
Tenure as Auditor		Co., Ltd.	
- years	Mar. 2014	Operating Officer and General Manager of Living Sales	
		Department of the Company	2,666 shares
Attendance to meetings of the	Apr. 2015	Operating Officer and General Manager of Business	
Board of Directors		Promotion Department	
-/-(-%)	Jan. 2017	General Manager of East Shizuoka Prefecture Branch	
	Jan. 2018	Operating Officer and General Manager of Corporate	
Attendance to meetings of the		Services Department	
Board of Auditors	Jan. 2020	Advisor	
- / - ( - %)		(current position)	

Reasons for nomination as candidate for Auditor

He has mainly been engaged in accounting operations and currently serves as Advisor. Accordingly, the Company proposes him as a candidate to serve as an Auditor due to his wealth of business experience in the Company and his excellent insight that he can use in audits of the Company.

(Note) There is no special interest between the candidate and the Company.