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Securities Code: 9543 March 1, 2022

To our shareholders:

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

#### NOTICE OF THE 174TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 174th Annual General Meeting of Shareholders of SHIZUOKA GAS CO., LTD. (the "Company"), which will be held as described below.

In addition to attending the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for General Meeting of Shareholders (described hereinafter), and cast your vote by Tuesday, March 22, 2022, 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 22, 2022, 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 22, 2022, 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 23, 2022, 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:

- 1. The Business Report and the Consolidated Financial Statements for the 174th fiscal year (January 1, 2021 December 31, 2021), 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 174th fiscal year (January 1, 2021 December 31, 2021)

#### 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 Eight Directors

- 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 174th 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 ¥9.0 per common share of the Company Total payment: ¥666,920,133

(2) Effective date of dividends

March 24, 2022

### 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: ¥1,400,000,000

(2) Item of surplus to be decreased and amount of decrease Retained earnings brought forward: ¥1,400,000,000

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

### 1. Reasons for the proposal

Due to the revision of the Companies Act in 2019, the electronic provision of reference documents for general meetings of shareholders, etc. was recognized, and stock transfer issuing companies (listed companies) will be obligated to stipulate in their Articles of Incorporation that they will take electronic provision measures to provide information contained in the reference documents for the general meetings of shareholders, etc. after the enforcement date of the revised Companies Act concerning the electronic provision measures. Accordingly, the Company will make the necessary amendments to incorporate this change.

### 2. Details of the amendments

The amendments are as follows:

(Amendments are underlined)

Current Articles of Incorporation	Proposed amendments
(Internet Disclosure and Deemed Provision of Reference	(Deleted)
Documents for the General Meeting of Shareholders, Etc.)	
Article 19	
When convening a general meeting of shareholders, the	
Company may deem that it has provided information to	
shareholders pertaining to matters to be described or	
indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated	
financial statements and consolidated financial statements,	
by disclosing such information through the Internet in	
accordance with the provisions provided in the Ordinance	
of the Ministry of Justice.	
(Newly established)	(Measures for Electronic Provision, Etc.)
	Article 19
	The Company shall, when convening a general meeting of
	shareholders, provide information contained in the
	reference documents for the general meeting of
	shareholders, etc. electronically.
	2. Among the matters to be provided electronically, the.
	Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of
	Justice in the paper copy to be sent to shareholders who
	have requested it by the record date for voting rights.
Articles 20 through 50 (Omitted)	Articles 20 through 50 (No change)
(Newly established)	(Supplementary Provisions)
	1. The deletion of Article 19 (Internet Disclosure and
	Deemed Provision of Reference Documents for the
	General Meeting of Shareholders, Etc.) of the current
	Articles of Incorporation and the establishment of the
	proposed Article 19 (Measures for Electronic Provision,
	Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of
	Article 1 of the supplementary provisions of the Act
	Partially Amending the Companies Act (Act No. 70 of
	2019) (the "Effective Date").
	2. Notwithstanding the provisions of the preceding
	paragraph, Article 19 of the current Articles of
	Incorporation shall remain in force with respect to a
	general meeting of shareholders to be held on a date
	within six months from the Effective Date.
	3. These supplementary provisions shall be deleted after the
	lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of
	shareholders set forth in the preceding paragraph,
	whichever is later.

# Proposal No. 3 Election of Eight Directors

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

The candidates for Director are as follows:

Candidate No.	Name	Current position	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 Sales Division and Assistant to the President	Reelection
4	Mitsunobu Kosugi	Director Senior Operating Officer	Responsible for Management Strategy Department and Corporate Services Department, and Assistant to the President	Reelection
5	Juichi Nozue	Director		Reelection Outside Independent
6	Katsunori Nakanishi	Director		Reelection Outside Independent
7	Yuriko Kato	Director		Reelection Outside Independent
8	Hajime Hirano	Director		Reelection Outside Independent

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	Number of the Company's shares owned			
1	Hiroshi Tonoya (August 11, 1953)  Reelection  Tenure as Director 21 years  Attendance to meetings of the Board of Directors 8/8 (100%)	Apr. 1976 Apr. 1997 Mar. 2001 Jan. 2007 Apr. 2010 Jan. 2011 Jan. 2018	Joined the Company Group Leader of General Administration Director Director, Senior Operating Officer, and General Manager of Corporate Planning Department Director and Deputy Chief Operating Officer Representative Director and President Representative Director and Chairman (current position)	64,802 shares		
	Reasons for nomination as candidate for Director  He has mainly been engaged in general administration and personnel operations, served as Director and President for seven years from January 2011 until December 2017, and has served as Chair of the Board of Directors since January 2018.  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.					
2	Hiroyuki Kishida (December 12, 1958)  Reelection  Tenure as Director 8 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 Jan. 2018 Jan. 2019	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 Representative Director and President, and Senior General Manager of Lifestyle Creation Business Division Representative Director and President (current position)	11,202 shares		

Reasons for nomination as candidate for Director

He has mainly been engaged in planning operations and currently serves as President. 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	Number of the Company's shares owned	
3		ed in industri	al energy operations and currently serves as Deputy Chief	
4	Mitsunobu Kosugi (November 28, 1961)  Reelection  Tenure as Director 6 years  Attendance to meetings of the Board of Directors 8/8 (100%)		as a candidate to continue serving as a Director due to his is excellent insight.  Joined the Company  Manager in charge of Management Planning of Corporate Planning Department Deputy General Manager of Corporate Planning Department and Manager in charge of Corporate Planning Operating Officer, General Manager of Corporate Planning Department, and Manager in charge of Corporate Planning President and Representative Director of Minamifuji Pipeline Co., Ltd. Operating Officer and General Manager of Corporate Planning Department of the Company Senior Operating Officer and General Manager of Corporate Planning Department Director, Senior Operating Officer, and General Manager of Corporate Planning Department Director, Senior Operating Officer, General Manager of Business Strategy Department Director, Senior Operating Officer, and General Manager of Management Control Department Director, Senior Operating Officer, and General Manager of Management Control Department Director, Senior Operating Officer, and General Manager of General Administration & Human Resources Department Director, Senior Operating Officer, responsible for Management Strategy Department and Corporate	20,005 share

Reasons for nomination as candidate for Director

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 s	Number of the Company's shares owned	
5	Juichi Nozue (August 15, 1960)  Reelection Outside Independent  Tenure as Director 7 years  Attendance to meetings of the Board of Directors 8/8 (100%)	Attorney at la Outside Aud Outside Dire Inc.	Registered as an attorney at law Joined Kato Law and Patent Office (now Shizuoka Nozomi Law and Patent Office) (current position) Obtained license to practice law in New York State, USA Registered as patent attorney Outside Auditor of the Company Outside Auditor of MISUMI Group Inc. (current position) Outside Director of the Company (current position) Outside Director (member of Audit and Supervisory Committee) of LEC, Inc. (current position) Outside Director of Akasaka Diesels Limited (current position) oncurrent positions outside the Company] aw of Shizuoka Nozomi Law and Patent Office itor of MISUMI Group Inc. ctor (member of Audit and Supervisory Committee) of LEC,	5,000 shares

Reasons for nomination as candidate for outside Director and expected roles

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 19 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	Number of the Company's shares owned		
6	Katsunori Nakanishi (June 15, 1953)  Reelection Outside Independent  Tenure as Director 5 years  Attendance to meetings of the Board of Directors 8/8 (100%)	Chairman an	d CEO of The Shizuoka Bank, Ltd.	- shares	
	Reasons for nomination as c	Chairman an Outside Dire	[Significant concurrent positions outside the Company] Chairman and CEO of The Shizuoka Bank, Ltd. Outside Director of Shizuoka Railway Co., LTD.		

Reasons for nomination as candidate for outside Director and expected roles

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 five years.

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

		Apr. 2000	Joined Canon Inc.	
	Yuriko Kato	Apr. 2001 Oct. 2009	Joined Sankyo Seisakusho Co. Representative Director of M2 Labo. Inc.	
	(June 19, 1974)		(current position)	
	Reelection	Oct. 2012 June 2013	Director of CSN ChihouSouseiNetwork Co., Ltd. Outside of Director of Toclas Corporation	
	Outside Independent	Mar. 2017	Representative Director of VegiBus Inc. (current position)	
	Tenure as Director	Mar. 2018	Outside Director of the Company (current position)	- shares
	4 years	July 2018	Representative Director of Glocal Design School Inc.	
	Attendance to meetings of	June 2020	Outside Director of Suzuki Motor Corporation (current position)	
7	the Board of Directors	[Significant c	oncurrent positions outside the Company]	
	8/8 (100%)	Representativ	re Director of M2 Labo. Inc.	
			re Director of VegiBus Inc.	
		Outside Direc	etor of Suzuki Motor Corporation	

Reasons for nomination as candidate for outside Director and expected roles

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 four 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 s	Number of the Company's shares owned	
8	Hajime Hirano (November 16, 1955)  Reelection Outside Independent  Tenure as Director 3 years  Attendance to meetings of the Board of Directors 8/8 (100%)	_	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 Corporation	- shares

Reasons for nomination as candidate for outside Director and expected roles

He currently provides appropriate advice to the general management as an outside Director of the Company, based on the wealth of experience he has fostered as a manager of a leading trading company and his high level of insight into the energy business. The Company determines that he will continue to provide appropriate advice to the general management including issues concerning the Company's procurement of resources and overseas business expansion. 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 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.

- (Notes) 1. 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.
  - 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
  - 4. The Company has concluded a directors and officers liability insurance contract with an insurance firm, whereby any damage to be incurred by an insured person due to claims for damages as a result of duties performed as an officer shall be covered by the said insurance contract. Each candidate shall be included as an insured person under the said insurance contract. In addition, the Company plans to renew the contract under the same terms and conditions at the time of its next renewal.

reelection as outside Directors, the Company will continue the agreement with them to limit their liability for damages.

# (Reference) Skill Matrix of Directors and Auditors

The table below shows the combination of skills, etc. possessed by Directors and Auditors, formulated in light of the Company's management and business strategies.

	Name	Business Management	Legal Affairs and Risk Management	Finance and Accounting	Human Resources and Organization Development	Knowleage	Energy Business	Global Business	Sales and Marketing
	Hiroshi Tonoya	•	•		•	•	•		
	Hiroyuki Kishida	•		•		•	•		•
	Masakazu Endo	•				•	•		•
Directors	Mitsunobu Kosugi		•	•	•	•	•		
Directors	Juichi Nozue		•			•		•	
	Katsunori Nakanishi	•	•	•	•	•		•	
	Yuriko Kato	•				•			•
	Hajime Hirano		•				•	•	•
	Koji Iida		•	•		•	•		
Auditors	Koichi Maruno	•	•	•		_		•	
	Yoshiaki Yatsu		•	•		•	_		
	Hidefumi Kobayashi		•	•				•	

<sup>\*</sup>The above table does not show all the expertise and experience possessed by each person.

### Independence Criteria for Outside Officers of SHIZUOKA GAS CO., LTD.

The Company determines that outside Directors and outside Auditors (hereinafter "outside officers") are independent of the Company if they do not meet the any of the following criteria.

- 1. An entity where the Company is a major business partner (\*1) or a business executive thereof.
- 2. A major business partner with the Company (\*2) or a business executive thereof.
- 3. A consultant, accountant or legal professional who receives a large amount of monetary consideration or other property (\*3) from the Company separately from compensation received from the Company as an officer. (In case it is an organization such as a corporation or an association that receives monetary consideration or property, an individual who belongs to the said organization.)
- 4. A person who meets any of the criteria specified in 1., 2. and 3. above at any time during the previous three years.
- 5. A spouse or relative within the second degree of kinship of an important person (\*4) among the persons listed in (A) through (C) below.
  - (A) A person listed in 1. through 4. above.
  - (B) A business executive of a subsidiary of the Company.
  - (C) A person listed in (B) above or a business executive of the Company at any time during the previous three years.
- \*1: "An entity where the Company is a major business partner" is one which provides goods/services essential to the. business of the Company and receives payment from the Company equivalent to more than 2% of its consolidated sales.
- \*2: "A major business partner with the Company" is one which provides goods/services essential to the business of the Company and meets either of the following criteria.
  - (i) An entity who pays the Company an amount equivalent to more than 2% of consolidated sales of the Company
  - $(ii) \ A \ lender \ where \ loans \ to \ the \ Company \ account \ for \ more \ than \ 2\% \ of \ the \ Company's \ consolidated \ total \ asset$
- \*3: Amount equivalent to at least an average of ¥10 million per year over the previous three fiscal years.
- \*4: A director (excluding outside director), an employee who holds a senior management position such as an operating officer, a certified public accountant belonging to an audit corporation or an attorney at law belonging to a law firm.