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Securities Code: 9543

March 3, 2025

(Date of commencement of measures for electronic provision: February 26, 2025)

To our shareholders:

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

NOTICE OF THE 177TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 177th Annual General Meeting of Shareholders of SHIZUOKA GAS CO., LTD. (the "Company"), which will be held as described below, and we ask that you please attend.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders and posted matters subject to the measures for electronic provision (hereinafter, "Electronic Provision Measures Matters") as the "NOTICE OF THE 177TH ANNUAL GENERAL MEETING OF SHAREHOLDERS" on the following website on the Internet.

Website of the Company: https://ir.shizuokagas.co.jp/en/ir/Stock/StockholderMtg.html

In addition to the above, the Electronic Provision Measures Matters are posted on the following website on the Internet as well.

- Website of the Tokyo Stock Exchange: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show Please access the website of the Tokyo Stock Exchange above, query the Company by inputting the name or securities code of the Company, and select "Basic information" and then "Documents for public inspection/PR information".
- "Net-de-Shoshu" (https://s.srdb.jp/9543) (planned to be posted on March 3, 2025)

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 below, and cast your vote by Tuesday, March 25, 2025, at 5:30 p.m. (JST).

1. Date and Time: Wednesday, March 26, 2025, 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 refer to the map for the venue of the General Meeting of Shareholders at the end.)

(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 177th fiscal year (January 1, 2024 December 31, 2024), 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 177th fiscal year (January 1, 2024 December 31, 2024)

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 Seven Directors 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. Pursuant to the provision of laws and regulations and Article 19 of the Articles of Incorporation of the Company, the following matters are not described in the paper copy sent to shareholders who have requested to receive the paper copy. As such, the paper copy is a part of the documents that were audited by the Auditors and the Financial Auditor when preparing their audit reports.
 - · Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements
- 3. Any revisions to the Electronic Provision Measures Matters will be posted on each of the websites.

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

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.

- (2) Effective date of dividends March 27, 2025

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

1. Reason for the proposal

With respect to business purposes set forth in Article 2 of the current Articles of Incorporation, as the Group is expanding its business domain, we shall specify the businesses relating to lifestyle creation-related services and engineering, and add the waste disposal business in consideration of future business development.

2. Details of the amendments

The amendments are as follows:

(Amendments are underlined)

Current Article of Incorporation	Proposed amendment
(Purposes)	(Purposes)
Article 2 The purposes of the Company shall be to	Article 2 The purposes of the Company shall be to
engage in the following businesses:	engage in the following businesses:
1. to 4. (The text of the Article is omitted.)	1. to 4. (Unchanged)
5. Manufacture and sale of gas appliances, kitchen	5. Manufacture and sale of gas appliances, kitchen
appliances, air conditioning equipment, plumbing	appliances, air conditioning equipment, plumbing
equipment, and household electrical appliances;	equipment, and household electrical appliances and
	business relating to lifestyle creation-related services;
6. Design, supervision, and execution relating to the	6. Design, supervision, and execution relating to the
construction work for civil engineering, construction,	construction work for civil engineering, construction,
scaffolding, earthwork, electricity, piping, steel	scaffolding, earthwork, electricity, piping, steel
structures, painting, and equipment installation;	structures, painting, and equipment installation, and
	other businesses relating to engineering;
7. to 15. (The text of the Article is omitted.)	7. to 15. (Unchanged)
(Newly established)	16. Waste disposal business;
<u>16</u> . Investigation, research and consulting business	<u>17</u> . Investigation, research and consulting business
relating to the preceding items; and	relating to the preceding items; and
17. Any and all businesses incidental or relating to the	18. Any and all businesses incidental or relating to the
preceding items.	preceding items.

Proposal No. 3: Election of Seven Directors

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

The candidates for Director are as follows:

Candidate No.	Name	Current positio	Candidate attribute	
1	Hiroyuki Kishida	Representative Director and Chairman (CEO)		Reelection
2	Yoshitake Matsumoto	Representative Director and President (COO)		Reelection
3	Takeyasu Sugiyama	Senior Operating Officer	Senior General Manager of Corporate Services Division	New election
4	Katsunori Nakanishi	Director		Reelection Outside Independent
5	Hajime Hirano	Director		Reelection Outside Independent
6	Koichi Maruno	Director		Reelection Outside Independent
7	Rie Hirakawa	_		New election 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	summary, positions and responsibilities in the Company	Number of the Company's shares owned
		Apr. 1981	Joined the Company	
		Apr. 2012	Operating Officer and General Manager of Corporate Planning Department	
	Hiroyuki Kishida	Mar. 2013	President and Representative Director of Minamifuji Pipeline Co., Ltd.	
	(December 12, 1958)	Jan. 2014	Senior Operating Officer and General Manager in charge of Planning, Materials and General Energy Business	
	Reelection		Promotion of the Company	
		Mar. 2014	Director, Senior Operating Officer, and General Manager	
	Tenure as Director		in charge of Planning, Materials and General Energy	34,903 shares
	11 years	Apr. 2015	Business Promotion Director, Senior Operating Officer, and General Manager	
1	-	Apr. 2013	of Lifestyle Creation Business Department	
	Attendance to meetings of	Jan. 2016	Director, Deputy Chief Operating Officer, and Senior	
	the Board of Directors 9/9 (100%)		General Manager of Lifestyle Creation Business Division	
	9/9 (100/0)	Jan. 2018	Representative Director and President, and Senior General	
		Jan. 2019	Manager of Lifestyle Creation Business Division Representative Director and President	
		Jan. 2024	Representative Director and Chairman (CEO)	
		· · · · · · · · · · · · · · · · · · ·	(current position)	
	Reasons for nomination as ca	andidate for Di	irector	
	He has mainly been engaged	in planning on	erations, served as President for six years from January 2018 unt	il December 2023
			ectors since January 2024. Accordingly, the Company proposes	
			wealth of business experience in the Company in addition to his	
	te continue con this ac a Bire			s encoment margine
		Apr. 1993 Jan. 2019	Joined the Company General Manager of Market Development Department,	
		Jun. 2017	Lifestyle Creation Business Division	
		Jan. 2020	General Manager of Energy Strategic Planning Department	
			President and Representative Director of Shizuoka Gas &	
			Power Co., Ltd.	
	Yoshitake Matsumoto	Jan. 2021	Operating Officer, Deputy Senior General Manager of Global Energy Division, and General Manager of Electric	
	(February 24, 1971)		Power and Environmental Business Department of the	
	, , ,		Company	
	Reelection	Jan. 2022	Operating Officer, Senior General Manager of Management	
			Strategy Division, and General Manager of Management	
	Tenure as Director		Planning Department President and Representative Director of Minamifuji	22,347 shares
	1 year		Pipeline Co., Ltd.	
2		Jan. 2023	Senior Operating Officer, Senior General Manager of	
	Attendance to meetings of the Board of Directors		Management Strategy Division of the Company	
	8/8 (100%)	Feb. 2023	Senior Operating Officer, Senior General Manager of	him as a candidate s excellent insight.
	0/0 (100/0)		Management Strategy Division, and General Manager of Digital Innovation Department	
		Jan. 2024	President and Operating Officer (COO) and Senior	
			General Manager of Management Strategy Division	
		Mar. 2024	Representative Director and President (COO) and Senior	
			General Manager of Management Strategy Division	him as a candidate s excellent insight.
		Jan. 2025	Representative Director and President (COO) (current position)	
	Reasons for nomination as ca	andidata for Di		
	i reasons foi nomination as ca	andidate for Di	itetioi	
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experience in the Company in addition to his excellent insight.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
3	Takeyasu Sugiyama (October 29, 1966) New election Tenure as Director - years Attendance to meetings of the Board of Directors -/- (-%)	Apr. 1989 Apr. 2015 Jan. 2016 Jan. 2018 Jan. 2021 Jan. 2022 Jan. 2025	Joined the Company Group Leader of Lifestyle Design, Lifestyle Creation Business Department Operating Officer and General Manager of Lifestyle Design Department, Lifestyle Creation Business Division President and Representative Director of Shizuoka Gas Living Co., Ltd. Operating Officer, Deputy Senior General Manager of Sales Division, and General Manager of Lifestyle Design Department of the Company Senior Operating Officer, Senior General Manager of Corporate Services Division, and General Manager of Human Resources Department Senior Operating Officer and Senior General Manager of Corporate Services Division (current position)	7,828 shares
	Senior General Manager of t	l in sales and l he Corporate S proposes him a	human resources operations, and currently serves as Senior Opervices Division and is responsible for the entire head office divisions are candidate to serve as a Director due to his wealth of business.	vision of the Group.
4	Katsunori Nakanishi (June 15, 1953) Reelection Outside Independent Tenure as Director 8 years Attendance to meetings of the Board of Directors 9/9 (100%)	Apr. 1976 Apr. 1999 June 1999 June 2001 June 2003 Apr. 2005 June 2017 June 2017 Oct. 2022	Joined The Shizuoka Bank, Ltd. Senior General Manager of Personnel Department Senior General Manager of Corporate Administration Department Director, Executive Officer, and General Manager of Corporate Planning Department Director and Senior Executive Officer Director, Senior Executive Officer, and Deputy General Manager of Corporate Center in charge of planning and administration President and CEO Outside Director of the Company (current position) Chairman and CEO of The Shizuoka Bank, Ltd. Outside Director of Shizuoka Railway Co., LTD. (current position) Chairman of The Shizuoka Bank, Ltd. Representative Director and Chairman of Shizuoka Financial Group, Inc. (current position) concurrent position outside the Company]	- shares

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 eight years.

Outside Director of Shizuoka Railway Co., LTD.

Representative Director and Chairman of Shizuoka Financial Group, Inc.

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 summary, positions and responsibilities in the Company		Number of the Company's shares owned
5	Hajime Hirano (November 16, 1955) Reelection Outside Independent Tenure as Director 6 years Attendance to meetings of the Board of Directors 9/9 (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 Advisor (current position) concurrent position outside the Company] itsubishi Corporation	- shares

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 Chief Operating Officer and an Audit & Supervisory Board Member 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 six 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.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
6	Koichi Maruno (July 29, 1956) Reelection Outside Independent Tenure as Director 2 years Attendance to meetings of the Board of Directors 9/9 (100%)	Apr. 1980 Apr. 2008 Apr. 2009 June 2012 Apr. 2014 Mar. 2015 Apr. 2016 Oct. 2016 Apr. 2017 June 2018 June 2020 Mar. 2023	Joined The Dai-ichi Mutual Life Insurance Company Executive Officer, Chief General Manager of Underwriting Dept. and General Manager of Policy Service Dept. Executive Officer and General Manager of Office System Planning Dept. Representative Director and Executive Vice President of Corporate-pension Business Service Co., Ltd. Managing Executive Officer of The Dai-ichi Life Insurance Company, Limited Outside Auditor of the Company Senior Managing Executive Officer of The Dai-ichi Life Insurance Company, Limited Director and Senior Managing Executive Officer Senior Managing Executive Officer of Dai-ichi Life Holdings, Inc. President of Dai-ichi Life Research Institute Inc. Outside director (Members of the Audit and Supervisory Committee) of Tsugami Corporation Outside Director of the Company (current position)	- shares

He has a wealth of experience as a manager of a life insurance company and a high level of insight based on expertise in finance and accounting. He has provided appropriate advice to the general management of the Company. 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 10 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.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
7	Rie Hirakawa (May 22, 1968) New election Outside Independent Tenure as Director - years Attendance to meetings of the Board of Directors -/- (-%)	Representative Director and	Joined Recruit Co., Ltd. President of Travessia LLC Principal of Yokohama Municipal Ichigao Junior High School Principal of Yokohama Municipal Nakagawanishi Junior High School Superintendent of Education of Hiroshima Prefectural Board of Education Representative Director of Academia Nexus Co., Ltd. (current position) Director and Senior General Manager of Management Reform Division of Kinrankai-Gakuen Educational Foundation (current position) concurrent position outside the Company] The Director of Academia Nexus Co., Ltd. Senior General Manager of Management Reform Division of Sakuen Educational Foundation	- shares

She has experience in sales as well as experience and high level of insight she has fostered in company management in addition to the wealth of experience and driving force to implement numerous reforms in the areas of private companies and educational administration. The Company determines that she will provide appropriate advice for management in general including issues concerning sales and establishment of new businesses in addition to human resource and organizational development such as the empowerment of women at the Company. Accordingly, the Company proposes her as a candidate for outside Director. The Company plans to designate her as an independent officer unlikely to cause conflicts of interest with general shareholders and filed this designation with Tokyo Stock Exchange, Inc.

- (Notes) 1. There is no special interest between each candidate and the Company.
 - 2. Limited liability agreements with outside Directors
 - The Company has concluded an agreement with Katsunori Nakanishi, Hajime Hirano and Koichi Maruno 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. In addition, upon approval of election of Rie Hirakawa, the Company plans to conclude the aforementioned limited liability agreement with her.
 - 3. 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.

Proposal No. 4: Election of One Auditor

At the conclusion of this meeting, the term of office of Auditor Hidefumi Kobayashi 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:

Hidefumi Kobayashi (September 27, 1957) Reelection Outside Independent Tenure as Auditor 4 years Attendance to meetings of the Board of Auditors 8/9 (89%) Apr. 2012 Apr. 2014 Apr. 2015 Anauging Executive Officer and General Manager of Portfol Management Division of Mizuho Securities Apr. 2013 Apr. 2012 Anauging Executive Officer of Mizuho Financial Group, Inc. Managing Director and Managing Executive Officer of Mizuho Securities Apr. 2014 Apr. 2015 Apr. 2016 Apr. 2016 Apr. 2016 Apr. 2016 Apr. 2016 Apr. 2017 Apr. 2016 Apr. 2016 Apr. 2016 Apr. 2017 Apr. 2016 Apr. 2018 Apr. 2018 Apr. 2017 Apr. 2014 Apr. 2014 Apr. 2014 Apr. 2016 Apr. 2014 Apr. 2016 Apr. 2014 Apr. 2015 Apr. 2016 Apr. 2016 Apr. 2016 Apr. 2017 Apr. 2016 Apr. 2016 Apr. 2017 Apr. 2016 Apr. 2017 Apr. 2016 Apr. 2016 Apr. 2	io Ltd. Co., Ltd. Group, and er of - shares

Reasons for nomination as candidate for outside Auditor

He has a wealth of experience and high level of insight he has fostered as a manager of financial institutions and experience and high level of insight in the field of international finance, as well as insight on finance and accounting, and he currently provides appropriate advice for the management of the Company in general as an outside Auditor. The Company determines that he will continue to provide appropriate advice for the management of the Company in general. Therefore, the Company proposes him as a candidate for outside Auditor. At the conclusion of this meeting, his tenure as outside Auditor of the Company will have been four 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. There are no special interests between the candidate and the Company.
 - 2. Limited liability agreement with outside Auditors
 - To enable the Company to welcome talented personnel as candidates for outside Auditor, the current Articles of Incorporation prescribe that the Company may conclude agreements with outside Auditors to limit their liability for damages set forth in Article 423, paragraph 1 of the Companies Act to an amount as set forth by laws and regulations. Upon approval of reelection of Hidefumi Kobayashi, the Company will continue the agreement with him to limit his liability for damages.
 - 3. 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. The 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.

(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	Legal Affairs and Risk Management	Finance and			Energy Business	Global Business	Sales and Marketing
	Hiroyuki Kishida	•	•	•		•	•		•
	Yoshitake Matsumoto	•		•		•	•	•	•
	Takeyasu Sugiyama		•		•	•	•		•
Directors	Katsunori Nakanishi	•	•	•	•	•		•	
	Hajime Hirano		•				•	•	•
	Koichi Maruno	•	•	•				•	
	Rie Hirakawa	•			•			•	•
	Mitsunobu Kosugi		•	•	•	•	•		
A 1'4	Yoshiaki Yatsu		•	•		•			
Auditors	Hidefumi Kobayashi		•	•				•	
	Takahiro Shibagaki	•		•					•

^{*}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 (If a person receiving such property is an organization such as a corporation or association, it refers to the person who belongs to such 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 assets
- *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.