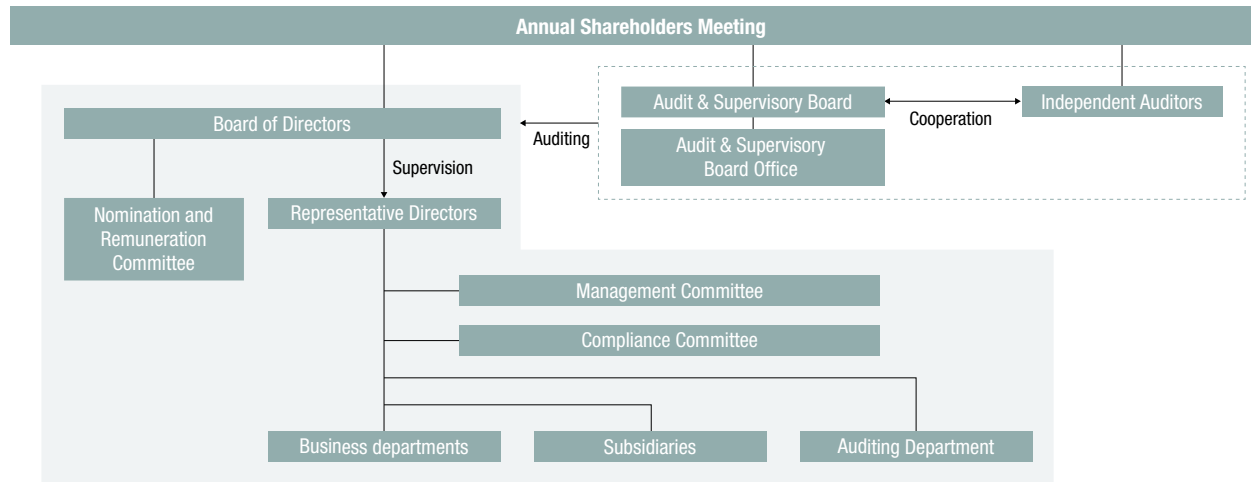


## Corporate Governance

### Basic Concept

In accordance with the Toho Gas Group corporate mission, we are committed to the development of a sustainable society by providing a stable supply of environmentally superior energy and the creation of new value even while meeting the demands of a changing society through challenges such as decarbonization, digitalization, value diversification, and other issues. Thus, we continue to strengthen our corporate governance, thereby ensuring that we remain a corporate group that has earned the trust of our stakeholders.

### Corporate Governance Organizational Chart



### Board of Directors and Management Committee

The Board of Directors comprises nine Directors, including three Outside Directors. In accordance with Board of Directors regulations, the Board of Directors meets every month to make decisions on important matters concerning the Group while supervising the execution of duties by the Directors and Executive Officers.

#### Board of Directors

| Position                                          | Name              | Attendance (FY2024)          |                 |
|---------------------------------------------------|-------------------|------------------------------|-----------------|
|                                                   |                   | Board of Directors' meetings | Attendance rate |
| Representative Director, Chairman                 | Yoshiro Tominari  | 12/12                        | 100%            |
| Representative Director, President                | Nobuyuki Masuda   | 12/12                        | 100%            |
| Representative Director, Executive Vice President | Hidetoshi Kimura  | 12/12                        | 100%            |
| Director, Senior Managing Executive Officer       | Hidetaka Takeuchi | 2/2 <sup>*1</sup>            | 100%            |
| Director, Senior Managing Executive Officer       | Satoshi Yamazaki  | 12/12                        | 100%            |
| Director, Senior Managing Executive Officer       | Shinsuke Kagami   | 12/12                        | 100%            |
| Director, Managing Executive Officer              | Katsuhiko Kozawa  | 10/10 <sup>*2</sup>          | 100%            |
| Outside Director                                  | Tetsuo Hattori    | 2/2 <sup>*1</sup>            | 100%            |
| Outside Director                                  | Michiyo Hamada    | 12/12                        | 100%            |
| Outside Director                                  | Taku Oshima       | 12/12                        | 100%            |
| Outside Director                                  | Isao Nakanishi    | 10/10 <sup>*2</sup>          | 100%            |

\*1 Retired as Director at the 153rd Annual Shareholders Meeting held on June 25, 2024  
\*2 Appointed as Director at the 153rd Annual Shareholders Meeting held on June 25, 2024

The Company has adopted the Executive Officer System to strengthen the function of executive operations and clarify responsibilities, and has established a Management Committee to deliberate on important management issues such as important policy measures of each department, in accordance with the basic policy set by the Board of Directors, and to regularly manage the progress of these measures. Various committees chaired by the President and executive officers identify cross-departmental issues and manage the progress of various activities, and the results are submitted to the Management Committee.

### Overview of Corporate Governance Structure

|                                                                                         |        |
|-----------------------------------------------------------------------------------------|--------|
| Number of Directors (Outside Directors)                                                 | 9 (3)  |
| Number of Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members) | 5 (3)  |
| Number of Board of Directors' meetings (FY2024)                                         | 12     |
| Number of Audit & Supervisory Board meetings (FY2024)                                   | 12     |
| Term of office of Directors                                                             | 1 year |

## Corporate Governance

### ● Audit & Supervisory Board

The Audit & Supervisory Board comprises five Audit & Supervisory Board Members, including three Outside Audit & Supervisory Board Members. The Audit & Supervisory Board Members audit the execution of duties by Directors by attending important meetings including Board of Directors' meetings, reviewing important reports, and conducting business site audits. The members also attend monthly Audit & Supervisory Board meetings to share information.

An Audit & Supervisory Board Office has been established and is staffed by full-time employees to assist Audit & Supervisory Board Members in the execution of their duties.

#### Audit & Supervisory Board Members

| Position                                   | Name              | Attendance (FY2024)          |                 |                                    |                 |
|--------------------------------------------|-------------------|------------------------------|-----------------|------------------------------------|-----------------|
|                                            |                   | Board of Directors' meetings | Attendance rate | Audit & Supervisory Board meetings | Attendance rate |
| Full-time Audit & Supervisory Board Member | Mitsuhiro Kodama  | 2/2 <sup>*1</sup>            | 100%            | 2/2 <sup>*1</sup>                  | 100%            |
| Full-time Audit & Supervisory Board Member | Hidetaka Takeuchi | 10/10 <sup>*2</sup>          | 100%            | 10/10 <sup>*2</sup>                | 100%            |
| Full-time Audit & Supervisory Board Member | Hiroaki Kato      | 12/12                        | 100%            | 12/12                              | 100%            |
| Outside Audit & Supervisory Board Member   | Norikazu Koyama   | 12/12                        | 100%            | 12/12                              | 100%            |
| Outside Audit & Supervisory Board Member   | Keiko Ikeda       | 12/12                        | 100%            | 12/12                              | 100%            |
| Outside Audit & Supervisory Board Member   | Akihiko Nakamura  | 12/12                        | 100%            | 12/12                              | 100%            |

<sup>\*1</sup> Resigned as Audit & Supervisory Board Member at the 153rd Annual Shareholders Meeting held on June 25, 2024

<sup>\*2</sup> Appointed as Audit & Supervisory Board Member at the 153rd Annual Shareholders Meeting held on June 25, 2024. Attended Board of Directors' meetings in April and May 2024 as a Director

### ● Outside Directors and Outside Audit & Supervisory Board Members

Outside Directors and Outside Audit & Supervisory Board Members are appointed to strengthen the supervisory and auditing functions of the Company and ensure fair and transparent management. It has been determined that there are no special interests between the Company and the three Outside

Directors and three Outside Audit & Supervisory Board Members and no risk of a conflict of interest with general shareholders. As such, the Company has designated them as independent officers as defined by the securities exchange. We believe that our system ensures objectivity and neutrality in the supervision of management through the supervisory functions of the Outside Directors and the auditing by Audit & Supervisory Board Members including Outside Audit & Supervisory Board Members.

#### Outside Directors and Outside Audit & Supervisory Board Members (FY2024)

| Position                                 | Name             | Reason for selection                                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Outside Director                         | Michiyo Hamada   | She will be able to provide valuable opinions on management in general based upon her deep insight and abundant experience as a corporate legal scholar and member of the Japan Fair Trade Commission.                                                                                                                                                               |
|                                          | Taku Oshima      | He will be able to provide valuable opinions on management in general based upon his deep insight and abundant experience as a corporate manager.                                                                                                                                                                                                                    |
|                                          | Isao Nakanishi   | He will be able to provide valuable opinions on management in general based upon his deep insight and abundant experience as a corporate manager, having held various positions at the Toyota Motor Corporation, including General Manager of the New Business Planning Department. He currently serves as Toyota's Chief Officer of the Business Development Group. |
| Outside Audit & Supervisory Board Member | Norikazu Koyama  | He will be able to provide valuable opinions on management in general based upon his deep insight and abundant experience in police administrative agencies.                                                                                                                                                                                                         |
|                                          | Keiko Ikeda      | She will be able to provide valuable opinions on management in general with her deep insight based upon her specialized knowledge as a lawyer and abundant experience in legal affairs.                                                                                                                                                                              |
|                                          | Akihiko Nakamura | He will be able to provide valuable opinions on management in general based upon his deep insight and abundant experience as a corporate manager.                                                                                                                                                                                                                    |

### ● Evaluation of the Effectiveness of the Board of Directors

Each year, we evaluate the effectiveness of the Board of Directors by surveying and interviewing all Directors and Audit & Supervisory Board Members based on entity size and composition, meeting management, roles and responsibilities, and information sharing and support systems. Based on the feedback received from the surveys, such as the need to provide opportunities to share information, we are making improvements to strengthen information sharing and on-site inspections to support appropriate discussions and decision-

making. Going forward, we will continue to make improvements to further enhance the effectiveness of the Board of Directors.

### ● Director Remuneration

Director remuneration is based on the roles and responsibilities of the Directors as well as corporate performance, and it is set at an appropriate amount taking into account compensation levels of employees and compensation levels at other companies.

Director remuneration consists of fixed remuneration (monetary remuneration), performance-linked remuneration (monetary remuneration), and transfer-restricted stock-based remuneration (non-monetary remuneration), and the payment ratio is set at 6:3:1, respectively, as a guideline. Outside Directors receive only fixed remuneration. Furthermore, in July 2025, the policy regarding remuneration payment ratios for Directors (excluding Outside Directors) was revised to approximately 60% fixed remuneration, 20–25% performance-linked remuneration, and 15–20% transfer-restricted stock-based remuneration.

Fixed remuneration and performance-linked remuneration are set by resolution of the Board of Directors in consultation with the Nomination and Remuneration Committee, which consists of a majority of Outside Directors, within the range of remuneration determined at the Annual Shareholders Meeting. Performance-linked remuneration is set based on targets from Medium-Term Management Plan 2022–2025 (previous plan) and includes financial metrics such as consolidated ordinary income and consolidated ROA, and non-financial metrics (ESG indicators) such as contributions to CO<sub>2</sub> reduction. The level of achievement for each year is reflected in the remuneration. Additionally, in FY2026, we will change the basis for calculating items (consolidated ordinary income, consolidated ROE, and ESG indicators) targeted under Medium-Term Management Plan 2025–2027 (new plan).

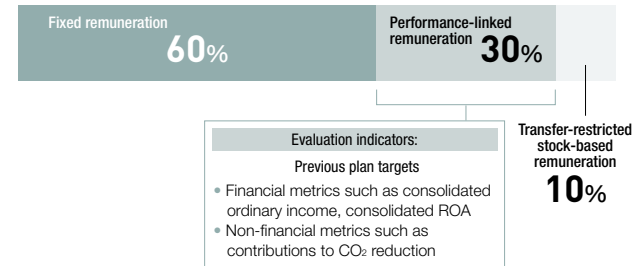
Transfer-restricted stock-based remuneration aims to further promote shared value with stockholders and enhance the motivation of Directors to contribute to the Company's medium-to long-term value growth. Transfer-restricted stock-based remuneration is set by resolution of the Board of Directors in consultation with the Nomination and Remuneration Committee, within the range of compensation amount and number of shares in a framework that is separate from the aforementioned range of remuneration determined at the Annual Shareholders Meeting.

## Corporate Governance

### Director Remuneration Composition

|                   | Fixed remuneration<br>(monetary remuneration) | Performance-linked remuneration<br>(monetary remuneration) | Transfer-restricted stock-based remuneration<br>(non-monetary remuneration) |
|-------------------|-----------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------------------------|
| Internal Director | ○                                             | ○                                                          | ○                                                                           |
| Outside Director  | ○                                             | —                                                          | —                                                                           |

### Internal Director Remuneration Ratio (FY2024 Reference)



### Amount of Remuneration, etc., for Directors and Audit & Supervisory Board Members in the 154th Term (FY2024)\*1

| Position                                                                                   | Total remuneration<br>(million yen) | Total remuneration by type (million yen) |                                   |                                                | Number of applicable officers |
|--------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------------|-----------------------------------|------------------------------------------------|-------------------------------|
|                                                                                            |                                     | Fixed remuneration                       | Performance-linked remuneration*2 | Transfer-restricted stock-based remuneration*3 |                               |
| Directors<br>(excluding Outside Directors)                                                 | 270                                 | 146                                      | 98                                | 25                                             | 7                             |
| Audit & Supervisory Board Members<br>(excluding Outside Audit & Supervisory Board Members) | 46                                  | 46                                       | —                                 | —                                              | 3                             |
| Outside Directors                                                                          | 29                                  | 29                                       | —                                 | —                                              | 4                             |
| Outside Audit & Supervisory Board Members                                                  | 29                                  | 29                                       | —                                 | —                                              | 3                             |

\*1 Includes remuneration and other payments for two Directors who retired, and one Audit & Supervisory Board Member who stepped down, at the 153rd Annual Shareholders Meeting held on June 25, 2024

\*2 Performance-linked remuneration is provided to Directors (excluding Outside Directors) and calculated on the basis of targets set in the previous plan (consolidated ordinary income, consolidated ROA, and ESG indicators), with the level of achievement in the previous fiscal year reflected in the amount of remuneration. Furthermore, consolidated ordinary income in the previous fiscal year was ¥40.7 billion, ROA was 3.8%, and ESG indicators reflected the status of contributions to CO<sub>2</sub> reductions and other environmental targets. Additionally, from FY2026 onwards, we plan to change the basis for calculating the items targeted in the new plan (consolidated ordinary income, consolidated ROE, and ESG indicators).

\*3 To further promote shared value with stockholders and enhance the motivation of Directors to contribute to the medium- to long-term enhancement of corporate value, restricted stock is allocated as non-monetary remuneration to Directors (excluding Outside Directors). Furthermore, the restricted transfer period shall be from the date of issuance of the restricted stock to the date on which the Director or Executive Officer retires from any position at the Company.

### ● Selection and Dismissal of Senior Management and Nomination of Directors and Audit & Supervisory Board Members

The selection of senior management and the nomination of Directors and Audit & Supervisory Board Members are determined by resolution of the Board of Directors upon deliberation by the Nomination and Remuneration Committee, which consists of a majority of Outside Directors, comprehensively taking into account experience, insight, and personality as well as the abilities required for the position, such as the ability to view and understand overall management and the ability to identify essential issues and risks.

The dismissal of senior management is determined by resolution of the Board of Directors upon deliberation by the Nomination and Remuneration Committee. Judgments are based on comprehensive consideration of individual performance of duties (violation of laws and regulations, dereliction of duties, and other reasonable grounds for dismissal) and the Company's business status.