# Consolidated Balance Sheets

Osaka Gas Co., Ltd. and Consolidated Subsidiaries

| March 31, 2015 and 2016                        |            | Thousands of         |                      |  |
|--|------------|----------------------|----------------------|--|
| _  | 2015       | Millions of Yen 2016 | U.S. Dollars (Note1) |  |
| Assets   |            |                      |                      |  |
| Non-current Assets                             |            |                      |                      |  |
| Property, plant and equipment (Note 8)         |            |                      |                      |  |
| Production facilities                          | ¥ 75,370   | ¥ 89,192             | \$ 791,551           |  |
| Distribution facilities                        | 304,286    | 297,424              | 2,639,545            |  |
| Service and maintenance facilities             | 64,206     | 60,257               | 534,762              |  |
| Other facilities                               | 295,387    | 291,836              | 2,589,953            |  |
| Construction in progress                       | 156,146    | 172,949              | 1,534,868            |  |
| Total property, plant and equipment            | 895,398    | 911,659              | 8,090,690            |  |
| Intangible assets                              |            |                      |                      |  |
| Total intangible assets                        | 98,680     | 89,613               | 795,287              |  |
|  | ·          |                      |                      |  |
|  |            |                      |                      |  |
|  |            |                      |                      |  |
|  |            |                      |                      |  |
| Investments and other assets                   |            |                      |                      |  |
| Investment securities (Notes 6, 7 and 8)       | 230,958    | 236,774              | 2,101,295            |  |
| Net defined benefit asset (Note 17)            | 55,336     | 25,154               | 223,233              |  |
| Other  | 45,405     | 51,729               | 459,078              |  |
| Allowance for doubtful accounts                | (1,914)    | (1,811)              | (16,072)             |  |
| Total investments and other assets             | 329,784    | 311,846              | 2,767,536            |  |
| Total non-current assets                       | 1,323,864  | 1,313,119            | 11,653,523           |  |
|  |            |                      |                      |  |
|  |            |                      |                      |  |
| Current Assets                                 |            |                      |                      |  |
| Cash and deposits (Notes 4 and 8)              | 147,426    | 209,982              | 1,863,525            |  |
| Notes and accounts receivable - trade (Note 8) | 187,482    | 167,246              | 1,484,256            |  |
| Inventories (Notes 5 and 8)                    | 103,420    | 79,782               | 708,040              |  |
| Other (Note 8)                                 | 101,323    | 60,735               | 539,004              |  |
| Allowance for doubtful accounts                | (1,315)    | (1,110)              | (9,850)              |  |
| Total current assets                           | 538,337    | 516,636              | 4,584,984            |  |
|  | ¥1,862,201 | ¥1,829,756           | \$16,238,516         |  |

|   |            |                      | Thousands of              |
|---|------------|----------------------|---------------------------|
|   | 2015       | Millions of Yen 2016 | U.S. Dollars (Note1) 2016 |
| Liabilities   | 2013       | 2010                 | 2010                      |
| Non-current liabilities                               |            |                      |                           |
| Bonds payable (Note 8)                                | ¥ 240,666  | ¥ 184,975            | \$ 1,641,595              |
| Long-term loans payable (Note 8)                      | 309,848    | 300,588              | 2,667,625                 |
| Deferred tax liabilities (Note 12)                    | 36,981     | 21,864               | 194,036                   |
| Provision for gas holder repairs                      | 1,722      | 1,649                | 14,634                    |
| Provision for safety measures                         | 8,451      | 12,549               | 111,368                   |
| Provision for investment loss                         | 6,999      | 6,999                | 62,113                    |
| Provision for loss on guarantees                      | 1,589      | 1,757                | 15,592                    |
| Provision for equipment warranties                    | 2,895      | 8,377                | 74,343                    |
| Net defined benefit liability (Note 17)               | 16,484     | 18,145               | 161,031                   |
| Other   | 33,154     | 37,725               | 334,797                   |
| Total non-current liabilities                         | 658,794    | 594,633              | 5,277,183                 |
| Current liabilities                                   |            |                      |                           |
| Current portion of non-current liabilities (Note 8)   | 55,731     | 54,521               | 483,856                   |
| Notes and accounts payable - trade                    | 54,610     | 53,882               | 478,186                   |
| Short-term loans payable (Note 8)                     | 26,832     | 25,916               | 229,996                   |
| Income taxes payable                                  | 30,835     | 33,834               | 300,266                   |
| Other   | 116,527    | 131,181              | 1,164,190                 |
| Total current liabilities                             | 284,537    | 299,336              | 2,656,514                 |
| Total liabilities                                     | 943,331    | 893,970              | 7,933,706                 |
| Net Assets (Note 9)                                   |            |                      |                           |
| Shareholders' equity                                  |            |                      |                           |
| Capital stock   | 132,166    | 132,166              | 1,172,932                 |
| Authorized - 3,707,506,909 shares                     |            |                      |                           |
| Issued - 2,083,400,000 shares in 2015 and in 2016     |            |                      |                           |
| Capital surplus                                       | 19,488     | 19,320               | 171,458                   |
| Retained earnings                                     | 648,896    | 712,401              | 6,322,337                 |
| Treasury shares (Note 10)                             | (938)      | (1,275)              | (11,315)                  |
| 2,532,646 shares in 2015 and                          |            |                      |                           |
| 3,256,640 shares in 2016                              |            |                      |                           |
| Total shareholders' equity                            | 799,613    | 862,613              | 7,655,422                 |
| Accumulated other comprehensive income                |            |                      |                           |
| Valuation difference on available-for-sale securities | 50,868     | 44,143               | 391,755                   |
| Deferred gains and losses on hedges                   | (6,519)    | (12,347)             | (109,575)                 |
| Revaluation reserve for land (Note 12)                | (737)      | (737)                | (6,540)                   |
| Foreign currency translation adjustments              | 39,341     | 28,924               | 256,691                   |
| Remeasurements of defined benefit plans               | 5,929      | (15,972)             | (141,746)                 |
| Total accumulated other comprehensive income          | 88,882     | 44,010               | 390,575                   |
| Non-controlling interests                             | 30,373     | 29,162               | 258,803                   |
| Total net assets                                      | 918,869    | 935,786              | 8,304,810                 |
| Total liabilities and net assets                      | ¥1,862,201 | ¥1,829,756           | \$16,238,516              |

See accompanying Notes to Consolidated Financial Statements.

# Consolidated Statements of Income

Osaka Gas Co., Ltd. and Consolidated Subsidiaries Years ended March 31, 2015 and 2016

| Years ended March 31, 2015 and 2016                           |            |                      | Thousands of               |
|---|------------|----------------------|----------------------------|
|   | 2015       | Millions of Yen 2016 | U.S. Dollars (Note 1) 2016 |
| Net sales   | ¥1,528,164 | ¥1,322,012           | \$11,732,445               |
| Cost of sales (Note 14)                                       | 1,071,021  | 814,760              | 7,230,741                  |
| Gross profit  | 457,143    | 507,251              | 4,501,695                  |
| Selling, general and administrative expenses (Note 14)        | 352,077    | 360,576              | 3,200,000                  |
| Operating income  | 105,065    | 146,674              | 1,301,686                  |
| Non-operating income  |            |                      |                            |
| Interest income   | 770        | 448                  | 3,975                      |
| Dividend income   | 4,659      | 3,262                | 28,949                     |
| Share of profit of entities accounted for using equity method | 6,990      | _                    | _                          |
| Miscellaneous income  | 10,401     | 6,156                | 54,632                     |
| Total non-operating income                                    | 22,822     | 9,867                | 87,566                     |
| Non-operating expenses  |            |                      |                            |
| Interest expense  | 9,475      | 10,003               | 88,773                     |
| Share of loss of entities accounted for using equity method   | _          | 4,538                | 40,273                     |
| Miscellaneous expenses  | 10,238     | 7,012                | 62,229                     |
| Total non-operating expenses                                  | 19,714     | 21,555               | 191,293                    |
| Ordinary income   | 108,173    | 134,986              | 1,197,958                  |
| Extraordinary income  |            |                      |                            |
| Gain on sales of non-current asset                            | 2,941      | 2,467                | 21,893                     |
| Gain on sales of investment securities (Note 7)               | 13,011     | _                    | _                          |
| Total extraordinary income                                    | 15,952     | 2,467                | 21,893                     |
| Extraordinary losses  |            |                      |                            |
| Impairment loss (Note 13)                                     | 2,697      | 14,588               | 129,463                    |
| Total extraordinary losses                                    | 2,697      | 14,588               | 129,463                    |
| Income before income taxes                                    | 121,428    | 122,865              | 1,090,388                  |
| Income taxes  |            |                      |                            |
| Income taxes - current  | 38,064     | 43,394               | 385,108                    |
| Income taxes - deferred                                       | 4,744      | (5,478)              | (48,615)                   |
| Total income taxes (Note 18)                                  | 42,808     | 37,916               | 336,492                    |
| Profit  | 78,619     | 84,949               | 753,895                    |
| Profit attributable to non-controlling interests              | 1,910      | 624                  | 5,537                      |
| Profit attributable to owners of parent                       | ¥ 76,709   | ¥ 84,324             | \$ 748,349                 |
|   |            |                      | U.S. Dollars               |
|   | 2015       | Yen                  | (Note 1)                   |
|   | 2015       | 2016                 | 2016                       |

¥36.86

9.50

¥40.53

10.00

\$0.359

0.088

See accompanying Notes to Consolidated Financial Statements.

Amounts per share of capital stock (Note 2)

Cash dividends applicable to the year

Profit

# Consolidated Statements of Comprehensive Income

Osaka Gas Co., Ltd. and Consolidated Subsidiaries Years ended March 31, 2015 and 2016

| reals effued March 31, 2013 and 2016                  |          | Millians of Van         | Thousands of               |
|---|----------|-------------------------|----------------------------|
|   | 2015     | Millions of Yen<br>2016 | U.S. Dollars (Note 1) 2016 |
| Profit  | ¥ 78,619 | ¥84,949                 | \$753,895                  |
| Other comprehensive income (Note 21)                  |          |                         |                            |
| Valuation difference on available-for-sale securities | 16,045   | (6,736)                 | (59,779)                   |
| Deferred gains and losses on hedges                   | (3,232)  | (3,926)                 | (34,842)                   |
| Foreign currency translation adjustments              | 10,241   | (4,078)                 | (36,190)                   |
| Adjustment for employee retirement benefits           | 12,018   | (22,528)                | (199,929)                  |
| Share of other comprehensive income of associates     |          |                         |                            |
| accounted for using equity method                     | (7,608)  | (9,422)                 | (83,617)                   |
| Total other comprehensive income                      | 27,464   | (46,692)                | (414,376)                  |
| Comprehensive income                                  | ¥106,084 | ¥38,256                 | \$339,510                  |
| Attributable to:                                      |          |                         |                            |
| Owners of parent                                      | ¥104,751 | ¥39,452                 | \$350,124                  |
| Non-controlling interests                             | ¥ 1,332  | ¥ (1,196)               | \$ (10,614)                |

See accompanying Notes to Consolidated Financial Statements.

# Consolidated Statements of Changes in Net Assets

Osaka Gas Co., Ltd. and Consolidated Subsidiaries Years ended March 31, 2015 and 2016

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|-----|-------|------|------|-----|
|     |       |      |      |     |

| _  |               | Share           |                    |                 |  |  |
|--|---------------|-----------------|--------------------|-----------------|--|--|
| Years ended March 31, 2015   | Capital stock | Capital surplus | Retained earnings  | Treasury shares | Total shareholders' equity             |  |
| Balance at beginning of current period   | ¥132,166      | ¥19,486         | ¥587,268           | ¥(797)          | ¥738,124                               |  |
| Cumulative effects of changes in accounting policies   |               |                 | 3,649              |                 | 3,649                                  |  |
| Restated balance   | 132,166       | 19,486          | 590,917            | (797)           | 741,773                                |  |
| Changes in items during period Dividends from surplus Profit attributable to owners of parent Change in scope of equity method Purchase of treasury shares Disposal of treasury shares Changes in ownership interest of subsidiaries arising from transaction with non-controlling shareholders Net changes in items other than shareholders' equity |               | 2               | (18,729)<br>76,709 | (153)<br>12     | (18,729)<br>76,709<br>—<br>(153)<br>14 |  |
| Total changes in items during period   |               | 2               | 57,979             | (141)           | 57,840                                 |  |
| Balance at end of current period   | ¥132,166      | ¥19,488         | ¥648,896           | ¥(938)          | ¥799,613                               |  |

Millions of Yen

| _  |               | Shar            |                   |                 |                            |  |
|--|---------------|-----------------|-------------------|-----------------|----------------------------|--|
| Years ended March 31, 2016   | Capital stock | Capital surplus | Retained earnings | Treasury shares | Total shareholders' equity |  |
| Balance at beginning of current period   | ¥132,166      | ¥19,488         | ¥648,896          | ¥(938)          | ¥799,613                   |  |
| Changes in items during period   |               |                 |                   |                 |                            |  |
| Dividends from surplus   |               |                 | (20,808)          |                 | (20,808)                   |  |
| Profit attributable to owners of parent  |               |                 | 84,324            |                 | 84,324                     |  |
| Change in scope of equity method   |               |                 | (11)              |                 | (11)                       |  |
| Purchase of treasury shares  |               |                 |                   | (357)           | (357)                      |  |
| Disposal of treasury shares  |               | 4               |                   | 20              | 25                         |  |
| Changes in ownership interest of subsidiaries arising from transaction with non-controlling shareholders |               | (173)           |                   |                 | (173)                      |  |
| Net changes in items other than shareholders' equity   |               |                 |                   |                 |                            |  |
| Total changes in items during period   | _             | (168)           | 63,504            | (336)           | 62,999                     |  |
| Balance at end of current period   | ¥132,166      | ¥19,320         | ¥712,401          | ¥(1,275)        | ¥862,613                   |  |

### Thousands of U.S. Dollars

|  |               | Share           |                   |                 |                               |
|--|---------------|-----------------|-------------------|-----------------|-------------------------------|
| Years ended March 31, 2016   | Capital stock | Capital surplus | Retained earnings | Treasury shares | Total shareholders'<br>equity |
| Balance at beginning of current period   | \$1,172,932   | \$172,949       | \$5,758,750       | \$(8,324)       | \$7,096,317                   |
| Changes in items during period   |               |                 |                   |                 |                               |
| Dividends from surplus   |               |                 | (184,664)         |                 | (184,664)                     |
| Profit attributable to owners of parent  |               |                 | 748,349           |                 | 748,349                       |
| Change in scope of equity method   |               |                 | (97)              |                 | (97)                          |
| Purchase of treasury shares  |               |                 |                   | (3,168)         | (3,168)                       |
| Disposal of treasury shares  |               | 35              |                   | 177             | 221                           |
| Changes in ownership interest of subsidiaries arising from transaction with non-controlling shareholders |               | (1,535)         |                   |                 | (1,535)                       |
| Net changes in items other than shareholders' equity   |               |                 |                   |                 |                               |
| Total changes in items during period   | _             | (1,490)         | 563,578           | (2,981)         | 559,096                       |
| Balance at end of current period   | \$1,172,932   | \$171,458       | \$6,322,337       | \$(11,315)      | \$7,655,422                   |

| ΛΛil | lions | $\cap f$ | Yen |
|------|-------|----------|-----|
|      |       |          |     |

|   | Non-controlling                     | Total net                    |  |   |  |           |                         |
|---|-------------------------------------|------------------------------|--|---|--|-----------|-------------------------|
| Valuation difference on available-for-sale securities | Deferred gains and losses on hedges | Revaluation reserve for land | Foreign currency translation adjustments | Remeasurements of defined benefit plans | Total accumulated other comprehensive income | interests | assets                  |
| ¥34,839   | ¥2,425                              | ¥(737)                       | ¥30,414                                  | ¥(6,100)                                | ¥60,840                                      | ¥29,601   | ¥828,565                |
|   |                                     |                              |  |   |  | (97)      | 3,551                   |
| 34,839  | 2,425                               | (737)                        | 30,414                                   | (6,100)                                 | 60,840                                       | 29,503    | 832,117                 |
|   |                                     |                              |  |   |  |           | (18,729)<br>76,709<br>— |
|   |                                     |                              |  |   |  |           | (153)<br>14             |
| 16,028  | (8,944)                             |                              | 8,927                                    | 12,030                                  | 28,042                                       | 869       | 28,912                  |
| 16,028  | (8,944)                             | _                            | 8,927                                    | 12,030                                  | 28,042                                       | 869       | 86,752                  |
| ¥50,868   | ¥(6,519)                            | ¥(737)                       | ¥39,341                                  | ¥5,929                                  | ¥88,882                                      | ¥30,373   | ¥918,869                |
|   |                                     |                              |  |   |  |           |                         |

#### Millions of Yen

| Accumulated other comprehensive income                |                                     |                              |  |   |  |                           |   |  |  |  |
|---|-------------------------------------|------------------------------|--|---|--|---------------------------|---|--|--|--|
| Valuation difference on available-for-sale securities | Deferred gains and losses on hedges | Revaluation reserve for land | Foreign currency translation adjustments | Remeasurements of defined benefit plans | Total accumulated other comprehensive income | Non-controlling interests | Total net assets                          |  |  |  |
| ¥50,868   | ¥(6,519)                            | ¥(737)                       | ¥39,341                                  | ¥5,929                                  | ¥88,882                                      | ¥30,373                   | ¥918,869                                  |  |  |  |
|   |                                     |                              |  |   |  |                           | (20,808)<br>84,324<br>(11)<br>(357)<br>25 |  |  |  |
|   |                                     |                              |  |   |  |                           | (173)                                     |  |  |  |
| (6,724)   | (5,827)                             |                              | (10,417)                                 | (21,902)                                | (44,871)                                     | (1,211)                   | (46,083)                                  |  |  |  |
| (6,724)   | (5,827)                             | _                            | (10,417)                                 | (21,902)                                | (44,871)                                     | (1,211)                   | 16,916                                    |  |  |  |
| ¥44,143   | ¥(12,347)                           | ¥(737)                       | ¥28,924                                  | ¥(15,972)                               | ¥44,010                                      | ¥29,162                   | ¥935,786                                  |  |  |  |

#### Thousands of U.S. Dollars

| Accumulated other comprehensive income                |                                     |                              |  |   |  |                           |  |  |  |  |
|---|-------------------------------------|------------------------------|--|---|--|---------------------------|--|--|--|--|
| Valuation difference on available-for-sale securities | Deferred gains and losses on hedges | Revaluation reserve for land | Foreign currency translation adjustments | Remeasurements of defined benefit plans | Total accumulated other comprehensive income | Non-controlling interests | Total net assets                               |  |  |  |
| \$451,437   | \$(57,854)                          | \$(6,540)                    | \$349,139                                | \$52,618                                | \$788,800                                    | \$269,550                 | \$8,154,676                                    |  |  |  |
|   |                                     |                              |  |   |  |                           | (184,664)<br>748,349<br>(97)<br>(3,168)<br>221 |  |  |  |
|   |                                     |                              |  |   |  |                           | (1,535)  |  |  |  |
| (59,673)  | (51,712)                            |                              | (92,447)                                 | (194,373)                               | (398,216)                                    | (10,747)                  | (408,972)                                      |  |  |  |
| (59,673)  | (51,712)                            | _                            | (92,447)                                 | (194,373)                               | (398,216)                                    | (10,747)                  | 150,124  |  |  |  |
| \$391,755   | \$(109,575)                         | \$(6,540)                    | \$256,691                                | \$(141,746)                             | \$390,575                                    | \$258,803                 | \$8,304,810                                    |  |  |  |
|   | ·                                   | ·                            | ·  | ·                                       | ·  |                           |  |  |  |  |

# Consolidated Statements of Cash Flows

Osaka Gas Co., Ltd. and Consolidated Subsidiaries Years ended March 31 2015 and 2016

| Years ended March 31, 2015 and 2016   |           |                    | Thousands of         |
|---|-----------|--------------------|----------------------|
|   |           | Millions of yen    | U.S. dollars (Note1) |
|   | 2015      | 2016               | 2016                 |
| Cash Flows from Operating Activities  |           |                    |                      |
| Income before income taxes and minority interests   | ¥121,428  | ¥122,865           | \$1,090,388          |
| Depreciation and amortization   | 87,785    | 86,747             | 769,852              |
| Amortization of long-term prepaid expenses  | 5,411     | 5,369              | 47,648               |
| Impairment loss   | 2,697     | 14,588             | 129,463              |
| Increase (decrease) in provision for safety measures  | (2,379)   | 4,097              | 36,359               |
| Increase (decrease) in provision for equipment warranties   | 2,895     | 5,482              | 48,651               |
| Interest and dividend income  | (5,430)   | (3,711)            | (32,933)             |
| Interest expense  | 9,475     | 10,003             | 88,773               |
| Shares of loss (profit) of entities accounted for using equity method   | (6,990)   | 4,538              | 40,273               |
| Loss (gain) on sales of non-current fixed assets  | (2,941)   | (2,467)            | (21,893)             |
| (Increase) decrease in notes and accounts receivable - trade  | 4,132     | 23,852             | 211,679              |
| (Increase) decrease in inventories  | (14,935)  | 24,346             | 216,063              |
| Increase (decrease) in notes and accounts payable - trade   | (5,371)   | (2,275)            | (20,189)             |
| Increase (decrease) in accrued expenses   | (2,361)   | (6,294)            | (55,857)             |
| Other   | 3,314     | 35,016             | 310,756              |
| Subtotal  | 196,731   | 322,161            | 2,859,078            |
| Interest and dividends income received  | 8,678     | 6,387              | 56,682               |
| Interest expenses paid  | (9,592)   | (10,224)           | (90,734)             |
| Income taxes paid   | (38,909)  | (36,504)           | (323,961)            |
| Net cash provided by (used in) Operating Activities   | 156,908   | 281,819            | 2,501,056            |
| Cash Flows from Investing Activities  | 130,300   | 20.70.0            | 0                    |
| Purchase of property, plant and equipment   | (105,082) | (109,910)          | (975,417)            |
| Proceeds from sales of non-current assets   | 8,285     | 5,486              | 48,686               |
| Purchase of intangible assets   | (9,600)   | (7,646)            | (67,855)             |
| Purchase of long-term prepaid expenses  | (4,956)   | (5,383)            | (47,772)             |
| Proceeds from withdrawal of time deposits   | 1,174     | 4,430              | 39,314               |
| Purchase of shares of subsidiaries and associates   | (18,495)  | (25,975)           | (230,520)            |
| Purchase of shares of subsidiaries resulting in change in scope of consolidation                                    | (10,433)  | (1,998)            | (17,731)             |
| Payments of long-term loans receivable  | (282)     | (7,791)            | (69,142)             |
| Proceeds from sales of shares of subsidiaries resulting in change in scope of consolidation                         |           | 414                | 3,674                |
| Other   | 17,072    |                    | 37,051               |
| Net cash provided by (used in) Investing Activities   | (110,704) | 4,175<br>(144,198) | (1,279,712)          |
| Cash Flows from Financing Activities  | (110,704) | (144,196)          | (1,2/9,/12)          |
| Payments from changes in ownership interests in subsidiaries that do not result in change in scope of consolidation |           | (3,603)            | (31,975)             |
| Proceeds from long-term loans payable   | 71,650    |                    | 137,167              |
| 1 7   |           | 15,456             |                      |
| Repayment of long-term loans payable  | (17,420)  | (25,298)           | (224,511)            |
| Redemption of bonds   | (21,590)  | (53,131)           | (471,521)            |
| Cash dividends paid   | (18,742)  | (20,809)           | (184,673)            |
| Proceeds from share issuance to non-controlling shareholders  | -         | 190                | 1,686                |
| Dividends paid to non-controlling interests   | (404)     | (602)              | (5,342)              |
| Other   | 9,398     | (2,918)            | (25,896)             |
| Net cash provided by (used in) Financing Activities   | 22,892    | (90,716)           | (805,076)            |
| Effect of Exchange Rate Changes on Cash and Cash Equivalents  | 3,336     | (328)              | (2,910)              |
| Net Increase (Decrease) in Cash and Cash Equivalents  | 72,433    | 46,574             | 413,329              |
| Cash and Cash Equivalents at the Beginning of Current Period  | 90,359    | 162,793            | 1,444,737            |
| Cash and Cash Equivalents at the End of Current Period(Note 4)  | ¥162,793  | ¥209,367           | \$1,858,067          |

See accompanying Notes to Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

Osaka Gas Co., Ltd. and Consolidated Subsidiaries March 31, 2015 and 2016

#### 1. Basis of Presenting Consolidated Financial Statements

The accompanying consolidated financial statements of Osaka Gas Co., Ltd. (the "Company") and its consolidated subsidiaries (together, the "Companies") have been prepared in accordance with the provisions set forth in the Japanese Regulations of accounting process for Gas-Business and related regulations and the Japanese Financial Instruments and Exchange Law and its related accounting regulations and in conformity with accounting principles generally accepted in Japan ("Japanese GAAP"), which are different in certain respects as to application and disclosure requirements from

International Financial Reporting Standards.
The accounts of the Company's consolidated overseas subsidiaries are based on their accounting records maintained in conformity with generally accepted accounting principles prevailing in the respective countries of domicile. The accompanying consolidated financial statements have been restructured and translated into English, with some expanded descriptions, from the consolidated financial statements of the Company prepared in accordance with Japanese GAAP and filed with the appropriate Local Finance Bureau of the Ministry of Finance as required by the Financial Instruments and Exchange Law. Some supplementary information included in the statutory Japanese language consolidated financial statements, but not required for fair presentation, is not presented in the accompanying consolidated financial statements.

The translation of the Japanese yen amounts into U.S. dollar amounts is included solely for the convenience of readers outside Japan, using the prevailing exchange rate at March 31, 2016 which was ¥112.68 to U.S. \$1.00. The translations should not be construed as representations that the Japanese yen amounts have been, could have been or could in the future be converted into U.S. dollars at this or any other rate of exchange.

As permitted, amounts of less than one million yen are omitted in the presentation for 2015 and 2016. As a result, the total amounts shown in the accompanying consolidated financial statements, both in yen and in U. S. dollars, do not necessarily agree with the sum of the individual amounts.

#### 2. Significant Accounting Policies

#### (1) Consolidation

The consolidated financial statements for the years ended March 31, 2015 and 2016 included the accounts of the Company and its 145 and 149 subsidiaries, respectively. For the year ended March 31, 2016, 7 subsidiaries were newly consolidated and 3 subsidiaries were excluded from consolidation. Intercompany transactions and accounts were eliminated. All material unrealized profit resulting from intercompany transactions and included in assets was eliminated.

The 75 subsidiaries included in consolidation have fiscal years that end on December 31.

These subsidiaries do not prepare for consolidation purposes statements with periods that correspond to the fiscal year-end of the Company (March 31). For these 75 consolidated subsidiaries, if there were significant transactions between their fiscal year-end and the Company's year-end, necessary adjustments were made to reflect these transactions in the accompanying consolidated financial statements.

Goodwill is amortized within 20 years on a straight-line basis. If goodwill is insignificant, it is charged or credited to income in the first year of consolidation.

Investments in significant affiliates are accounted for by the equity method. Affiliates that have an insignificant impact on consolidated net income and consolidated retained earnings are not accounted for by the equity method. As of March 31, 2015 and 2016, 13 and 16 significant affiliates, respectively, were accounted for by the equity method.

### (2) Consolidated Statements of Cash Flows

In preparing the consolidated statements of cash flows, cash on hand, readily available deposits and short-term highly liquid investments with maturities not exceeding three months at the time of purchase are considered to be cash and cash equivalents.

#### (3) Inventories

Inventories are mainly valued at moving average cost. The method used to value inventories held for sale in the ordinary course of business subjects the amounts carried on the balance sheet to a write-down in the event of reduced profitability.

#### (4) Securities

Under the Japanese accounting standard for financial instruments, all companies are required to examine the securities they hold to determine the intention for which they are held and to classify those securities

according to the intention as 1) securities held for trading purposes ("trading securities"), 2) debt securities intended to be held to maturity ("held-to-maturity debt securities"), 3) equity securities issued by subsidiaries and affiliates and 4) all other securities that are not classified in any of the above categories ("available-for-sale securities").

The Companies have no trading securities. Held-to-maturity debt securities are stated at amortized cost. Equity securities issued by subsidiaries and affiliates that are not consolidated or accounted for using the equity method are stated at moving average cost. Available-for-sale securities whose fair value is readily determinable are stated at fair value as of the end of the year with unrealized gains and losses, net of applicable deferred tax assets/liabilities and non-controlling interests, directly reported as a separate component of net assets rather than reflected in earnings. Realized gains and losses on the sale of such securities are computed mainly using moving average cost. Other securities with no fair values are stated mainly at moving average cost.

If the value of equity securities issued by non-consolidated subsidiaries or affiliated companies or the market value of available-for-sale securitie's declines significantly, the securities are stated at fair value and the difference between the fair value and the carrying amount is recognized as loss in the period of the decline.

#### (5) Property, Plant and Equipment

Depreciation is provided mainly by the declining balance method (the straight-line method by certain consolidated subsidiaries) over the estimated useful life of the asset. However, the Company and its domestic consolidated subsidiaries depreciate buildings acquired on or after April 1, 1998 by the straight-line method.

Certain capital gains arising from beneficiaries' contributions or expropriations of property, deferral of which is permitted for tax purposes, are offset against the acquisition cost of property purchased. The cumulative capital gain arising from the beneficiaries' contributions and offset against the acquisition cost of property, plant and equipment at March 31, 2015 and 2016 was ¥260,741 million and ¥261,938 million (\$2,324,618 thousand), respectively. The current capital gain arising from the expropriation of property offset against the acquisition cost of property, plant and equipment at March 31, 2015 and 2016 was ¥392 million and ¥18 million (\$159 thousand), respectively.

#### (6) Intangible Assets

The Companies include goodwill and software in intangible assets. Goodwill is amortized using the straight-line method over a period that is within 20 years, and software is amortized over its estimated useful life.

#### (7) Leased Assets

Property, plant and equipment that are capitalized under finance lease arrangements and that do not transfer ownership of the leased asset to the lessee are depreciated using the straight-line method over the term of the lease with the assumption of no residual value.

#### (8) Allowance for Doubtful Accounts

The Companies provide the allowance for doubtful accounts at an amount based principally on the historical default ratio plus the estimated uncollectible amounts of certain individual receivables.

#### (9) Retirement Benefits

As for the provision for retirement benefits, for the purposes of employee retirement benefits, an amount is provided based on the estimate of the retirement benefit obligation and pension assets at the end of the fiscal year.

a. Method of attributing projected retirement benefits to periods of service In calculating retirement benefit obligations, the benefit formula basis is applied to attribute projected retirement benefits to periods of service.

b. Amortization of actuarial differences and past service cost Past service cost is mainly charged to income for the fiscal year at the time of occurrence.

Actuarial differences are mainly amortized on a straightline basis over a period of 10 years beginning from the fiscal year following the time of occurrence.

#### (10) Provision for Gas Holder Repairs

The Company and certain consolidated subsidiaries provide for periodic repairs to gas holders by estimating the future expenditures arising from such repairs and charging them to income in equal annual amounts. The difference between the actual expenditure and the estimated amount provided for is charged to income in the year the repair is completed.

#### (11) Provision for Safety Measures

The Company provides for future payments for consumer safety by estimating the future expenditures required for the promotion of replacements with safety-enhanced models, strengthening of incidental inspections and publicity and maintenance work on aging gas pipelines.

#### (12) Provision for Safety Measures

The Company provides for future payments for potential losses on the business of affiliates by estimating the expected losses.

#### (13) Provision for Loss on Guarantees

With regard to the provision for loss on guarantees, to provide for any losses on debt guarantees, an estimated amount for such losses is provided upon consideration of the financial conditions of the debtors.

#### (14) Provision for Equipment Warranties

With regard to the provision for warranty on gas appliances, to provide for the payment of any service costs arising from the sale of gas appliances within their warranty periods, an estimated amount of such costs is provided.

#### (Additional information)

For the fiscal year ended March 31, 2016, it has become possible to reasonably estimate service costs arising from the sale of gas appliances within their warranty periods based on the past results of periodic inspections and other factors. Therefore, in order to provide for the payment of such costs, the Company has decided to record an estimated amount to be incurred as a provision.

As a result, a provision for warranty on gas appliances of ¥4,415 million (\$39,181 thousand) has been stated, reducing operating income, ordinary income and

income before income taxes by the same amount, respectively.

#### (15) Income Taxes

Income taxes comprise corporation tax, prefectural and municipal inhabitants taxes and enterprise tax.

The Companies recognize the tax effects of loss carryforwards and the temporary differences between the carrying amounts of assets and liabilities for tax and financial reporting. The asset/liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

#### (16) Translation of Foreign Currencies

Receivables and payables denominated in foreign currencies are translated into Japanese yen at year-end rates.

Assets and liabilities of foreign subsidiaries are translated into Japanese yen at year-end rates. Net assets are translated into Japanese yen at historical rates. Income and expenses are translated into Japanese yen at average rates for the year. The translation differences arising from the use of different rates are recognized in non - controlling interests and as foreign currency translation adjustments in net assets.

#### (17) Derivative Transactions and Hedge Accounting

The Companies state derivative financial instruments at fair value at the end of the fiscal year and recognize changes in the fair value as gain or loss unless the derivative financial instruments are used for hedging purposes. If derivative financial instruments are used as hedges and meet certain hedging criteria, the Companies principally defer recognition of gain or loss resulting from changes in the fair value of the derivative financial instruments until the related loss or gain on the hedged items is recognized. However, in cases in which forward foreign currency exchange contracts and interest rate swap contracts are used as hedges and meet certain hedging criteria, forward foreign currency exchange contracts, interest rate swap contracts and the hedged items are accounted by the exceptional method as follows:

If a forward foreign currency exchange contract or a currency swap contract is executed to hedge an existing foreign currency receivable or payable, the difference, if any, between the Japanese yen amount of the hedged foreign currency receivable or payable, translated using the spot rate at the inception date of the contract and the book value of the receivable or payable is recognized in the income statement in the period which includes the inception date.

If a forward foreign currency exchange contract is executed to hedge a future transaction denominated in a foreign currency, the future transaction will be recorded using the contracted forward rate, and no gain or loss on the forward foreign currency exchange contract will be recognized.

Also, if interest rate swap contracts are used as hedges and meet certain hedging criteria, the net amount to be paid or received under the interest rate swap contract is added to or deducted from the interest on the assets or liabilities for which the swap contract was executed.

#### (18) Profit Per Share

The computation of profit per share of capital stock shown on the consolidated statements of income is based on the weighted average number of shares outstanding during the fiscal year. Diluted net income per share of capital stock for the years ended March 31, 2015 and 2016 was not shown since there were no outstanding convertible bonds or other capital stock equivalents.

#### 3. Changes in Accounting Policies, etc.

#### <Changes in Accounting Policies>

The Company and its domestic subsidiaries adopted "Revised Accounting Standard for Business Combinations" (ASBJ Statement No.21, September 13, 2013 (hereinafter, "Statement No.21")), "Revised Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No.22, September 13, 2013 (hereinafter, "Statement No.22")) and "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No.7, September 13, 2013 (hereinafter, "Statement No.7")) (together, the "Business Combination Accounting Standards"), from the current fiscal year. As a result, the Company changed its accounting policies to recognize in capital surplus the differences arising from the changes in the Company's ownership interest of subsidiaries over which the Company continues to maintain control and to record acquisition related costs as expenses in the fiscal year in which the costs are incurred. In addition, the Company changed its accounting policy for the reallocation of acquisition costs due to the completion following provisional accounting to reflect such reallocation in the consolidated financial statements for the fiscal year in which the business combination took place. The Company also changed the presentation of net income and the term "non-controlling interests" is used instead of "minority interests". Certain amounts in the prior year comparative information were reclassified to conform to such changes in the current year presentation.

With regard to the application of the Business Combination Accounting Standards, the Company followed the provisional treatments in article 58-2 (4) of Statement No.21, article 44-5 (4) of Statement No.22 and article 57-4 (4) of Statement No.7 with application from the beginning of the current fiscal year prospectively.

As a result, capital surplus as of the end of the current fiscal year decreased by ¥173 million (\$1,535 thousand).

In the consolidated statement of cash flows, cash flows from acquisition or disposal of shares of subsidiaries with no changes in the scope of consolidation are included in "Cash flows from

#### 4. Cash and Cash Equivalents

The relationship between the closing balance of cash and cash equivalents on the consolidated statements of cash flows and the amount of cash and deposits on the consolidated balance sheets was as follows:

|   |          | Millions of Yen | Thousands of U.S. Dollars |
|---|----------|-----------------|---------------------------|
|   | 2015     | 2016            | 2016                      |
| Cash and deposits on the consolidated balance sheet:  | ¥147,426 | ¥209,982        | \$1,863,525               |
| Time deposits with more than 3 months to maturity   | (4,633)  | (614)           | (5,449)                   |
| Short-term investments with a<br>original maturity of threemon<br>or less, presentingnegligible r<br>of change in value and includ<br>in current assets |          | _               | _                         |
| Cash and cash equivalents on the consolidated statements  | 6        |                 |                           |
| of cash flows   | ¥162,793 | ¥209,367        | \$1,858,067               |
| of cash flows   | ¥162,793 | ¥209,367        | \$1,858,067               |

financing activities" and cash flows from acquisition related costs for shares of subsidiaries with changes in the scope of consolidation or costs related to acquisition or disposal of shares of subsidiaries with no changes in the scope of consolidation are included in "Cash flows from operating activities"

Capital surplus as of the end of the current fiscal year in the consolidated statement of changes in net assets decreased by ¥173 million (\$1,535 thousand).

As a result, the net assets per share as of the end of the current fiscal year decreased by ¥0.08.

#### <Unadopted Accounting Standards>

'Revised Implementation Guidance on Recoverability of Deferred Tax Assets" (ASBJ Guidance No. 26, March 28, 2016 (hereinafter, 'Guidance No.26")

#### (1) Overview

Following the framework in Auditing Committee Report No. 66 "Audit Treatment regarding the Judgment of Recoverability of Deferred Tax Assets", which prescribes estimation of deferred tax assets according to the classification of the entity by one of five types, ①Treatment for an entity that does not meet any of the deductible temporary differences which an entity classified as type 2 is unable to schedule @Treatment for the period which an entity classified as type 3 is able to reasonably estimate with respect to future taxable income before consideration of taxable or deductible temporary differences that exist at the end of the current fiscal year and ⑤Treatment when an entity classified as type 4 also meets the criteria for types 2 or 3 were changed as necessary.

#### (2) Effective date

Effective from the beginning of the fiscal year ending March 31, 2017 (3) Effects of application of the Guidance

The Company and its consolidated domestic subsidiaries are currently in the process of determining the effects of the guidance on the consolidated financial statements.

#### 5. Inventories

Inventories at March 31, 2015 and 2016 consisted of the following:

|                                    |          | Millions of Yen | Thousands of<br>U.S. Dollars |
|------------------------------------|----------|-----------------|------------------------------|
|                                    | 2015     | 2016            | 2016                         |
| Merchandises and finished products | ¥ 21,290 | ¥24,989         | \$221,769                    |
| Work-in-process                    | 8,810    | 9,313           | 82,649                       |
| Raw materials and supplies         | 73,318   | 45,479          | 403,611                      |
| Total                              | ¥103,420 | ¥79,782         | \$708,040                    |

#### 6. Financial Instruments

Book value, fair value and any difference between book value and fair value as of March 31, 2015 are set forth in the table below. Financial instruments for which it was extremely difficult to determine the fair value are not included in the table.

|   |    |           |   | ٨         | Λillior | ns of Yen |
|---|----|-----------|---|-----------|---------|-----------|
|   | В  | ook Value | F | air Value | D       | ifference |
| (1) Cash and deposits                             | ¥  | 147,426   | ¥ | 147,426   | ¥       |           |
| (2) Notes and accounts receivable - trac          | de | 187,482   |   | 187,482   |         | _         |
| (3) Marketable securities and investment securiti | es | 119,118   |   | 119,118   |         | _         |
| Total assets                                      | ¥  | 454,027   | ¥ | 454,027   | ¥       |           |
| (1) Notes and accounts payable - trade            | ¥  | 54,610    | ¥ | 54,610    | ¥       | _         |
| (2) Short-term loans payabl                       | le | 26,832    |   | 26,832    |         | _         |
| (3) Bonds payable(*1)                             |    | 272,342   |   | 288,054   |         | 15,712    |
| (4) Long-term loans payable(*                     | 1) | 333,354   |   | 345,565   |         | 12,211    |
| Total liabilities                                 | ¥  | 687,139   | ¥ | 715,063   | ¥       | 27,924    |
| Derivative transactions(*2)                       | ¥  | 3,363     | ¥ | 3,363     | ¥       |           |

<sup>(\*1)</sup> Bonds payable and long-term loans payable include current portions. (\*2) Assets and liabilities arising from derivative transactions were offset and indicated by parentheses ( ) when the amount offset was a liability.

Book value, fair value and any difference between book value and fair value as of March 31, 2016 are set forth in the table below. Financial instruments for which it was extremely difficult to determine the fair value are not included in the table.

|   |                 | Book Value                |                 | Fair Value                |          |        | Diffe | erence             |
|---|-----------------|---------------------------|-----------------|---------------------------|----------|--------|-------|--------------------|
|   | Millions of Yen | Thousands of U.S. Dollars | Millions of Yen | Thousands of U.S. Dollars | Millions | of Yen |       | ands of<br>Dollars |
| (1) Cash and deposits                               | ¥209,982        | \$1,863,525               | ¥209,982        | \$1,863,525               | ¥        | _      | \$    | _                  |
| (2) Notes and accounts receivable - trade           | 167,246         | 1,484,256                 | 167,246         | 1,484,256                 |          | _      |       | _                  |
| (3) Marketable securities and investment securities | 87,908          | 780,156                   | 87,908          | 780,156                   |          | _      |       | _                  |
| Total assets  | ¥465,137        | \$4,127,946               | ¥465,137        | \$4,127,946               | ¥        | _      | \$    | _                  |
| (1) Notes and accounts payable - trade              | ¥ 53,882        | \$ 478,186                | ¥ 53,882        | \$ 478,186                | ¥        | _      | \$    | _                  |
| (2) Short-term loans payable                        | 25,916          | 229,996                   | 25,916          | 229,996                   |          | _      |       | _                  |
| (3) Bonds payable (*1)                              | 220,674         | 1,958,413                 | 239,201         | 2,122,834                 | 18       | 3,527  | 164   | 1,421              |
| (4) Long-term loans payable(*1)                     | 318,852         | 2,829,712                 | 334,807         | 2,971,308                 | 15       | ,955   | 141   | ,595               |
| Total liabilities                                   | ¥619,326        | \$5,496,325               | ¥653,808        | \$5,802,342               | ¥ 34     | ,482   | \$306 | 5,017              |
| Derivative transactions (*2)                        | ¥ (6,665)       | \$ (59,149)               | ¥ (6,665)       | \$ (59,149)               | ¥        | _      | \$    | _                  |

(\*1) Bonds payable and long-term loans payable include current portions.

#### Notes on the methods used to calculate the fair value of financial instruments, securities and derivatives

(1) Cash and deposits and (2) Notes and accounts receivable - trade

The fair value is determined by the book value, which is almost equivalent to the fair value due to the short-term nature of the financial transactions.

(3) Marketable securities and investment securities

The fair value of stock is determined by market prices. The fair value of bonds is derived from market prices or prices presented by the corresponding financial institution. Refer to notes on securities (Note 7) for information about securities classified by the purpose for which they are held.

#### Liabilities

(1) Notes and accounts payable - trade and (2) Short-term loans payable

The fair value is determined by book value, which is almost equivalent to the fair value due to the short-term nature of the financial transactions.

(3) Bonds payable

The fair value of the bonds issued by Osaka Gas and each of its group companies is the market price if available, otherwise, fair value is calculated as the present value, which is the total amount of principal and interest discounted at the rate reflecting the time to maturity of the bonds and the credit risk.

(4) Long-term loans payable

The fair value of long-term loans payable based on fixed interest rates is calculated by discounting the total amount of principal and interest at the estimated interest rate of a new loan which is similar to the long-term loans.

The fair value of long-term loans payable based on floating interest rates is determined by the book value because the market value is deemed similar to

Interest rate swap transactions, which determine the interest rate level of long-term loans based on floating interest rates, are treated as extraordinary account items. The transaction amount is calculated by discounting the sum of principal and interest at the estimated rate of a new loan which is similar to the long-term loans.

#### Derivative transactions

Refer to notes on derivative transactions (Note 16).

Shown in the table below are financial instruments for which it was extremely difficult to determine the fair value.

|                               |          | Millions of Yen | Thousands of<br>U.S. Dollars |
|-------------------------------|----------|-----------------|------------------------------|
| Book Value                    | 2015     | 2016            | 2016                         |
| Affiliated company securities | ¥125,333 | ¥143,557        | \$1,274,023                  |
| Non-listed equity securities  | ¥ 10,027 | ¥ 7,419         | \$ 65,841                    |

The expected redemption amounts of monetary receivables and securities with maturities after the consolidated fiscal year-end were as follows

| with maturities after the consolidated fiscal year-end were as follows. |                  |                   |                   | ivillions of Yen    |
|---|------------------|-------------------|-------------------|---------------------|
| For 2015:   | One Year or Less | One to Five Years | Five to Ten Years | More than Ten Years |
| Cash and deposits   | ¥147,426         | ¥                 | ¥ —               | ¥—                  |
| Notes and accounts receivable - trade                                   | 187,482          | _                 | _                 | _                   |
| Marketable securities and investment securities                         |                  |                   |                   |                     |
| Held-to-maturity debt securities (corporate bonds)                      | 12               | 25                | _                 | _                   |
| Available-for-sale securities with maturities                           |                  |                   |                   |                     |
| (Government bonds and municipal bonds)                                  | 10               | _                 | _                 | 98                  |
| (Negotiable certificates of deposit)                                    | 22,000           | _                 | _                 | _                   |
| (Commercial paper)  | 1,498            | _                 | _                 | _                   |
| (Other)   | _                | 200               | _                 |                     |
| Total   | ¥358,430         | ¥225              | ¥ —               | ¥98                 |

<sup>(\*2)</sup> Assets and liabilities arising from derivative transactions were offset and indicated by parentheses ( ) when the amount offset was a liability.

|  |                  |                   |                   | Millions of Yen     |
|--|------------------|-------------------|-------------------|---------------------|
| For 2016   | One Year or Less | One to Five Years | Five to Ten Years | More than Ten Years |
| Cash and deposits                                  | ¥209,982         | ¥ —               | ¥ —               | ¥—                  |
| Notes and accounts receivable - trade              | 167,246          | _                 | _                 | _                   |
| Marketable securities and investment securities    |                  |                   |                   |                     |
| Held-to-maturity debt securities (corporate bonds) | 12               | 12                | _                 | 180                 |
| Available-for-sale securities with maturities      |                  |                   |                   |                     |
| (Government bonds and municipal bonds)             | _                | _                 | _                 | 98                  |
| (Negotiable certificates of deposit)               | 600              | _                 | _                 | _                   |
| (Commercial paper)                                 | 1,498            | _                 | _                 | _                   |
| (Other)  | _                | 200               | _                 | _                   |
| Total  | ¥379,339         | ¥212              | ¥ —               | ¥278                |

|  |                  |                   | Thousands         | of U.S. Dollars     |
|--|------------------|-------------------|-------------------|---------------------|
| For 2016   | One Year or Less | One to Five Years | Five to Ten Years | More than Ten Years |
| Cash and deposits                                  | \$1,863,525      | \$ —              | \$ —              | \$ —                |
| Notes and accounts receivable - trade              | 1,484,256        | _                 | _                 | _                   |
| Marketable securities and investment securities    |                  |                   |                   |                     |
| Held-to-maturity debt securities (corporate bonds) | 106              | 106               | _                 | 1,597               |
| Available-for-sale securities with maturities      |                  |                   |                   |                     |
| (Government bonds and municipal bonds)             | _                | _                 | _                 | 869                 |
| (Negotiable certificates of deposit)               | 5,324            | _                 | _                 | _                   |
| (Commercial paper)                                 | 13,294           | _                 | _                 | _                   |
| (Other)  | _                | 1,774             | _                 | _                   |
| Total  | \$3,366,515      | \$ 1,881          | \$ —              | \$2,467             |

#### 7. Securities

(1) The following tables summarize acquisition costs and book values (fair values) of available-for-sale securities with available fair value as of March 31, 2015 and 2016.

Securities with available fair value (book value) that exceeded acquisition cost were as follows:

|           |                  |            | Millions of Yen |
|-----------|------------------|------------|-----------------|
|           | Acquisition Cost | Book Value | Difference      |
| For 2015: |                  |            |                 |
| Stocks    | ¥23,959          | ¥95,030    | ¥71,071         |
| Bonds     | 10               | 10         | 0               |
| Total     | ¥23,969          | ¥95,040    | ¥71,071         |
|           |                  |            |                 |

|           |                  |            | Millions of Yen |
|-----------|------------------|------------|-----------------|
|           | Acquisition Cost | Book Value | Difference      |
| For 2016: |                  |            |                 |
| Stocks    | ¥24,399          | ¥85,394    | ¥60,995         |
| Bonds     | _                | _          | _               |
| Total     | ¥24,399          | ¥85,394    | ¥60,995         |
|           |                  |            |                 |

|           |                  | Thousand   | ds of U.S. Dollars |
|-----------|------------------|------------|--------------------|
|           | Acquisition Cost | Book Value | Difference         |
| For 2016: |                  |            |                    |
| Stocks    | \$216,533        | \$757,845  | \$541,311          |
| Bonds     | _                | _          | _                  |
| Total     | \$216,533        | \$757,845  | \$541,311          |

(2) Total sales of available-for-sale securities in the years ended March 31, 2015 and 2016 amounted to ¥14,142 million and ¥908 million (\$8,058 thousand), respectively. The related gains and losses amounted to ¥13,011 million and ¥7 million, respectively, for the year ended March 31, 2015. The related gains and losses amounted to ¥313 million (\$2,777 thousand) and ¥0 million (\$0 thousand), respectively, for the year ended March 31, 2016.

Securities with available fair value (book value) that did not exceed acquisition cost were as follows:

|           |                  |            | Millions of Yen    |
|-----------|------------------|------------|--------------------|
|           | Acquisition Cost | Book Value | Difference         |
| For 2015: |                  |            |                    |
| Stocks    | ¥ 519            | ¥ 480      | ¥(38)              |
| Bonds     | 23,596           | 23,596     | _                  |
| Total     | ¥ 24,116         | ¥24,077    | ¥(38)              |
|           |                  |            | Millions of Yen    |
|           | Acquisition Cost | Book Value | Difference         |
| For 2016: |                  |            |                    |
| Stocks    | ¥ 343            | ¥ 316      | ¥(26)              |
| Bonds     | 2,197            | 2,197      | _                  |
| Total     | ¥ 2,540          | ¥ 2,513    | ¥(26)              |
|           |                  | Thousand   | ds of U.S. Dollars |
|           | Acquisition Cost | Book Value | Difference         |
| For 2016: |                  |            |                    |
| Stocks    | \$ 3,044         | \$ 2,804   | \$(230)            |
| Bonds     | 19,497           | 19,497     | _                  |
| Total     | \$ 22,541        | \$ 22,302  | \$(230)            |

(3) For "Available-for-sale securities," impairment losses of  $\pm 2,323$  million and  $\pm 207$  million ( $\pm 1,837$ thousand) were recorded for the years ended March 31, 2015 and 2016, respectively.

#### 8. Short-Term Loans and Long-Term Debt

Short-term loans consisted of short-term notes payable bearing interest at an annual average rate of 0.4% and 0.7% at March 31, 2015 and 2016, respectively. Long-term debt at March 31, 2015 and 2016 consisted of the following

| Long-term d    | Long-term debt at March 31, 2015 and 2016 consisted of the following: |          | Millions of Yen | U.S. Dollars |
|----------------|---|----------|-----------------|--------------|
|                |   | 2015     | 2016            | 2016         |
|                | Loans principally from banks and insurance companies                  |          |                 |              |
|                | due within one year (Average rate 1.4%)                               | ¥ 23,506 | ¥ 18,263        | \$ 162,078   |
|                | Maturing through 2045 (Average rate 1.3%)                             | 309,848  | 300,588         | 2,667,625    |
|                | Total   | ¥333,354 | ¥318,852        | \$2,829,712  |
| Osaka Gas      | Unsecured bonds   |          |                 |              |
| Osaka Gas      | 3.4% bonds payable due 2017   | 15,700   | 15,700          | 139,332      |
| Osaka Gas      | 1.47% bonds payable due 2022  | 19,989   | 19,990          | 177,405      |
| Osaka Gas      | 1.83% bonds payable due 2020  | 19,995   | 19,996          | 177,458      |
| Osaka Gas      | 1.79% bonds payable due 2020  | 19,991   | 19,992          | 177,422      |
| Osaka Gas      | 2.33% bonds payable due 2026  | 9,995    | 9,995           | 88,702       |
| Osaka Gas      | 1.79% bonds payable due 2016  | 19,997   | 19,998          | 177,476      |
| Osaka Gas      | 2.14% bonds payable due 2019  | 19,997   | _               | _            |
| Osaka Gas      | 1.21% bonds payable due 2015  | 30,000   | _               | _            |
| Osaka Gas      | 1.782% bonds payable due 2018   | 30,000   | 30,000          | 266,240      |
| Osaka Gas      | 1.345% bonds payable due 2021   | 10,000   | 10,000          | 88,746       |
| Osaka Gas      | 1.16% bonds payable due 2021  | 10,000   | 10,000          | 88,746       |
| Osaka Gas      | 0.759% bonds payable due 2022   | 10,000   | 10,000          | 88,746       |
| Osaka Gas      | 0.748% bonds payable due 2023   | 10,000   | 10,000          | 88,746       |
| Osaka Gas      | 1.606% bonds payable due 2034   | 15,000   | 15,000          | 133,120      |
| Osaka Gas      | 1.402% bonds payable due 2034   | 20,000   | 20,000          | 177,493      |
| Osaka Gas      | 1.685% bonds payable due 2045   | 10,000   | 10,000          | 88,746       |
| OGPA Funding,L | LC 7.73% bonds payable due 2015in U.S. dollars                        | 1,675    | _               |              |
|                | Total   | ¥272,342 | ¥220,674        | \$1,958,413  |

The Company entered into debt assumption agreements with banks for 2.9% unsecured bonds due in 2018 in the amount of ¥29,000 million in the fiscal year ended March 31, 2007 and for 2.14% unsecured bonds due in 2019 in the amount of ¥20,000 million in the fiscal year ended March 31, 2016. The Company states obligations to be performed by the banks in the note as contingent liabilities.

The annual maturities of corporate bonds at March 31, 2016 were as follows:

| Years ending March 31,       | Millions of Yen | Thousands of<br>U.S. Dollars |
|------------------------------|-----------------|------------------------------|
| 2017                         | ¥ 35,700        | \$ 316,826                   |
| 2018                         | -               | -                            |
| 2019                         | 30,000          | 266,240                      |
| 2020                         | 20,000          | 177,493                      |
| 2021                         | 30,000          | 266,240                      |
| April 1, 2021 and thereafter | 105,000         | 931,842                      |
| Total                        | ¥220,700        | \$1,958,643                  |

The annual maturities of long-term debt at March 31, 2016 were as follows:

| Millions of Yen | Thousands of<br>U.S. Dollars                                |  |
|-----------------|---|--|
| ¥ 18,263        | \$ 162,078  |  |
| 48,855          | 433,572   |  |
| 36,520          | 324,103   |  |
| 15,975          | 141,773   |  |
| 13,560          | 120,340   |  |
| 185,676         | 1,647,816   |  |
| ¥318,852        | \$2,829,712   |  |
|                 | ¥ 18,263<br>48,855<br>36,520<br>15,975<br>13,560<br>185,676 |  |

Thousands of

Assets pledged as collateral mainly for short-term loans and long-term debt totaling ¥43,868 million and ¥40,055 million (\$355,475 thousand) at March 31, 2015 and 2016, respectively, were as follows:

|                               |   |         | Millions of Yen | Thousands of U.S. Dollars |
|-------------------------------|---|---------|-----------------|---------------------------|
|                               |   | 2015    | 2016            | 2016                      |
| Property, plant and equipment | ¥ | 127,946 | ¥143,458        | \$1,273,145               |
| Investment securities         |   | 14,660  | 2,881           | 25,567                    |
| Cash and deposits             |   | 7,279   | 2,194           | 19,471                    |
| Accounts receivable           |   | 1,596   | 1,493           | 13,249                    |
| Inventories and other         |   | 8,102   | 13,974          | 124,014                   |
| Total                         | ¥ | 159,585 | ¥164,001        | \$1,455,457               |

In addition to the above, the amount of shares of consolidated subsidiaries and others of ¥3,069 million (\$27,236 thousand) which were offset as a result of consolidation have been pledged as collateral.

#### 9. Net Assets

Under Japanese Corporate Law ("the Law"), the entire amount paid for new shares is required to be designated as capital stock. However, a company may, by a resolution of the Board of Directors, designate an amount not exceeding one half of the price of the new shares as additional paid-in capital, which is included in capital surplus.

Under the Law, in cases in which a dividend distribution of surplus is made, the smaller of an amount equal to 10% of the dividend or the excess, if any, of 25% of capital stock over the total of additional paid-in capital and legal earnings reserve must be set aside as additional paid-in capital or legal earnings reserve. Legal earnings reserve is included in retained earnings in the accompanying consolidated balance sheets.

Additional paid-in capital and legal earnings reserve may not be distributed as dividends. Under the Law, however, all additional paid-in capital and all legal earnings reserve may be transferred to other capital surplus and retained earnings,

#### 10. Treasury Shares

Changes in treasury shares were as follows: (Thousands of Shares)

|                            |                 | ,        | (THOUSarius Of Stiales) |
|----------------------------|-----------------|----------|-------------------------|
| As of April 1, 2015        | Increase        | Decrease | As of March 31, 2016    |
| 2,532                      | 778             | 54       | 3,256                   |
|                            |                 |          |                         |
| (Overview of reasons for o | change)         |          |                         |
| Overview of reasons for in | ncrease         |          |                         |
| Increase by repurchase     | of fractional s | hares :  | 778 thousand shares     |
| Overview of reasons for d  | ecrease         |          |                         |
| Decrease by disposal of    | fractional sh   | ares     | 54 thousand shares      |

respectively, which are potentially available for dividends.

The maximum amount that the Company can distribute as dividends is calculated based on the non-consolidated financial statements of the Company in accordance with Japanese laws and regulations.

The appropriation of retained earnings of the Company proposed by the Board of Directors and approved at the General Meeting of Shareholders held on June 29, 2016 included cash dividends applicable to the year ended March 31, 2016 and the payment of cash dividends to shareholders of record at March 31, 2016 in the aggregate amount of ¥10,400 million (\$92,296 thousand) or ¥5.0 (\$0.044) per share (ordinary dividend ¥4.5 (\$0.039) and commemorative dividend \$0.5 (\$0.004)). The appropriations have not been accrued in the consolidated financial statements for the year ended March 31, 2016. Such appropriations are recognized in the period in which they are approved by the shareholders.

### 11. Contingent Liabilities

At March 31, 2015 and 2016, the Companies were contingently liable as follows:

|                                 | Millions of Yen |          | Thousands of<br>U.S. Dollars |
|---------------------------------|-----------------|----------|------------------------------|
|                                 | 2015            | 2016     | 2016                         |
| As guarantor of indebtedness of | of:             |          |                              |
| Non-consolidated affiliates     | ¥26,178         | ¥ 24,498 | \$217,412                    |
| Employees                       | 4               | 2        | 17                           |
| Debt assumption agreements      | 29,000          | 49,000   | 434,859                      |
| Total                           | ¥55,183         | ¥ 73,501 | \$652,298                    |

#### 12. Land Revaluation

Pursuant to the Law Concerning Land Revaluation and the Amended Land Revaluation Law, a consolidated subsidiary revalued its land used for business activities on March 31, 2002. The difference between the revalued amount and the book value before the revaluation was recorded in the consolidated balance sheets as "Deferred tax liabilities for land revaluation" in liabilities and "Revaluation reserve for land" in net assets. The

land prices used for the revaluation were based on prices in the official notice published by the Commissioner of the National Tax Agency in accordance with Article 2, Paragraph 4 of the Enforcement Ordinance Concerning Land Revaluation, after making reasonable adjustments. The fair value of the land was ¥1,142 million and ¥646 million (\$5,733 thousand) lower than the revalued book amount at March 31, 2015 and 2016, respectively.

#### 13. Impairment Loss

#### (1) Grouping

①All fixed assets used in processes related to the gas business from production to sales of gas are categorized into one asset group because these assets generate cash flow from the gas business as one asset unit.

②Fixed assets used for businesses other than those described above are generally categorized into groups based on business divisions controlling such fixed assets.

3 Generally, other fixed assets are treated individually.

#### (2) Details of impairment loss

In accordance with the grouping described in (1) above, an impairment loss of ¥2,697 million and ¥14,588 million (\$129,463 thousand) was recognized in the years ended March 31, 2015 and March 31, 2016, respectively. Significant properties included in this loss are listed in the table below.

| For 2015            |                                  |                               | Millions of Yen |
|---------------------|----------------------------------|-------------------------------|-----------------|
| Asset               | Location                         | Туре                          | Impairment Loss |
| Company owned house | Kyotanabe-city, Kyoto Prefecture | Land, etc. (other facilities) | ¥1,577          |

The recoverable value of this asset was assessed based on net sale value. The market price was based on appraisal by a real estate appraiser.

This asset was appropriated for extraordinary loss and recorded as impairment loss due to estimates as idle assets and recognized declining market values at the end of the fiscal year ended March 31, 2015.

| For 2016                  |   |  | Millions of Yen | U.S. Dollars |
|---------------------------|---|--|-----------------|--------------|
| Asset                     | Location                                | Type   | Impairm         | ent Loss     |
|                           | Martan Dravina a of                     | Property, plant and equipment (construction in progress) | ¥ 3,914         | \$ 34,735    |
| Property for business use | Western Province of<br>Papua New Guinea | Intangible assets  | ¥ 3,355         | \$ 29,774    |
|                           | rapua New Guillea                       | Total  | ¥ 7,269         | \$ 64,510    |
|                           | Western Australia                       | Intangible assets  | ¥ 5,538         | \$ 49,148    |

The properties for enterprises in the Western Province of Papua New Guinea were acquired for the purpose of participating in a condensate and gas development business. The Company reassessed the business value, taking into account the effect of dropping crude oil prices and other matters, and accordingly the carrying amount of the assets was reduced to their recoverable amount, and the reduction was recorded as an impairment loss in the extraordinary losses.

The recoverable amount of these assets was measured at net sale value, and the net sale value was assessed by a reasonable estimation with consideration of transaction cases and other matters.

The properties for enterprises in Western Australia were acquired for a project in which natural gas produced in the area were to be purified and liquefied and then sold. The Company reassessed the business value, taking into account the effect of dropping crude oil prices and other matters. Accordingly, the carrying amount of the assets was reduced to their recoverable amount, and the reduction was recorded as an impairment loss in the extraordinary losses.

The recoverable amount of these assets is measured at value in use determined by discounting the future cash flows at 9.9%.

#### 14. Research and Development Expenses

The Companies charge research and development expenses to selling, general and administrative expenses and manufacturing costs as incurred. Research and development expenses amounted to ¥11,434 million and ¥ 11,340 million (\$100,638 thousand) for the years ended March 31, 2015 and 2016, respectively.

#### 15. Leases

As lessee

#### (1) Finance Lease Transactions

Finance leases which commenced before March 31, 2008 and did not transfer ownership of the leased assets to the lessee are not reported herein because their effect was insignificant.

#### (2) Operating Lease Transactions

Obligations under non-cancelable operating leases at March 31, 2015 and 2016 were as follows:

| _                         |              | Millions of Yen | U.S. Dollars |
|---------------------------|--------------|-----------------|--------------|
|                           | 2015         | 2016            | 2016         |
| Payments due within one y | /ear ¥ 1,023 | ¥ 1,105         | \$ 9,806     |
| Payments due over one y   | ear 5,036    | 4,459           | 39,572       |
| Total                     | ¥ 6,060      | ¥ 5,565         | \$ 49,387    |
|                           |              |                 |              |

As lessor

#### **Operating Lease Transactions**

Obligations under non-cancelable operating leases at March 31, 2015 and 2016 were as follows:

|                                 |         | Millions of Yen | Thousands of U.S. Dollars |
|---------------------------------|---------|-----------------|---------------------------|
|                                 | 2015    | 2016            | 2016                      |
| Receivables due within one year | ¥ 1,208 | ¥1,502          | \$ 13,329                 |
| Receivables due over one year   | 3,550   | 2,722           | 24,156                    |
| Total                           | ¥ 4,758 | ¥4,224          | \$ 37,486                 |

### 16. Derivative Transactions

Instruments

Fair value information for derivative transactions to which hedge accounting was not applied in 2015 was as follows:

Grouping

market transactions

| Contract Amounts   |            | Profit or Loss |
|--------------------|------------|----------------|
| More than One Year | Fair Value | from Valuation |

¥ 6,650

Notes:

Туре

Products

transactions of oil prices, etc.

Notes.

1. Fair values are calculated by using prices presented by major financial institutions.

2. Because some derivative transactions stopped satisfying the requirements for the application of hedge accounting, hedge accounting is no longer applied to these transactions.

¥ 18,514

Fair value information for the derivative transactions to which hedge accounting was not applied in 2016 was as follows:

Swap transactions and option Dealings other than

| Т | nousands of U.S Dollars |
|---|-------------------------|
|   | Drofit or Loss          |

¥ 1,530

Thousands of

Millions of Yen

¥ 1,530

| 0.00000  | 6   | . 0.5 0.5 . 0 1.0 1.51                  |                      |                    | mousanus              | OI O.5 DOMAIS         |
|----------|---|---|----------------------|--------------------|-----------------------|-----------------------|
|          |   |   | Contract A           | Amounts            |                       | Profit or Loss        |
| Type     | Instruments   | Grouping                                |                      | More than One Year | Fair Value            | from Valuation        |
| Products | Swap transactions and option transactions of oil prices, etc. | Dealings other than market transactions | ¥ 6,664<br>\$ 59,140 | ¥ 321<br>\$ 2,848  | ¥ (836)<br>\$ (7,419) | ¥ (836)<br>\$ (7,419) |

ioles.

1. Fair values are calculated by using prices presented by major financial institutions.

2. Because some derivative transactions stopped satisfying the requirements for the application of hedge accounting, hedge accounting is no longer applied to these transactions.

Fair value information for derivative transactions to which hedge accounting was applied in 2015 was as follows:

|                    |  |   |   |          | Mi                 | llions of Yen |
|--------------------|--|---|---|----------|--------------------|---------------|
|                    |  |   |   | Contract | Amounts            |               |
| Туре               | Instruments  | Hedge Accounting Method   | Hedged Items  |          | More than One Year | Fair Value    |
| (a) Interest rates | s Interest rate swaps  | Exceptional accounting of interest rate swaps   | Long-term loans payable                               | ¥ 98,942 | ¥ 94,942           | (Notes 2)     |
|                    |  | Principal method of accounting  | Long-term loans payable and bonds payable             | ¥110,479 | ¥106,739           | ¥(1,742)      |
| (b) Currencies     | Forward foreign currency exchange contracts and currency option transactions | Exceptional accounting such as forward foreign currency exchange contracts, etc., or principal method of accounting | Anticipated foreign currency denominated transactions | ¥ 92,107 | ¥ 78,383           | ¥ 4,003       |
| (c) Products       | Swap transactions and option transactions of oil prices, etc.                | Principal method of accounting  | Purchase prices of raw materials, etc.                | ¥ 13,403 | ¥ 6,022            | ¥ (428)       |
| Total              |  |   |   | ¥314,934 | ¥286,089           | ¥ 1,832       |

1. Fair values are calculated by using prices presented by major financial institutions.
2. Fair values for interest rate swaps to which exceptional accounting is applied are included in those of the corresponding long-term loans payable. As such, values are accounted for together with hedged long-term loans payable.

|                    | information for derivationedge accounting was a                              |   | follows   |         |                      |         | Mi<br>Thousands      |         | s of Yen/<br>S Dollars |
|--------------------|--|---|---|---------|----------------------|---------|----------------------|---------|------------------------|
| to willeri         | leage accounting was a   |   | TOTTOWS.  |         | Contract /           | 4mou    | nts                  |         |                        |
| Туре               | Instruments  | Hedge Accounting Method   | Hedged Items  |         |                      | More    | than One Year        | Fa      | ir Value               |
| (a) Interest rates | Interest rate swaps  | Exceptional accounting of interest rate swaps   | Long-term loans payable                               | ¥<br>\$ | 91,208<br>809,442    | ¥<br>\$ | 82,208<br>729,570    |         | (Notes 2)              |
|                    |  | Principal method of accounting  | Long-term loans payable and bonds payable             | ¥<br>\$ | ,                    | ¥<br>\$ | 88,734<br>787,486    |         | (3,373)<br>(29,934)    |
| (b) Currencies     | Forward foreign currency exchange contracts and currency option transactions | Exceptional accounting such as forward foreign currency exchange contracts, etc., or principal method of accounting | Anticipated foreign currency denominated transactions | ¥<br>\$ | 50,980<br>452,431    | ¥<br>\$ | 34,725<br>308,173    | ¥<br>\$ | 935<br>8,297           |
| (c) Products       | Swap transactions and option transactions of oil prices, etc.                | Principal method of accounting  | Purchase prices of raw materials, etc.                | ¥<br>\$ | 18,004<br>159,779    | ¥<br>\$ | 6,763<br>60,019      |         | (3,391)<br>(30,094)    |
| Total              |  |   |   |         | 272,039<br>2,414,261 |         | 212,431<br>1,885,259 |         | (5,828)<br>(51,721)    |

#### Notes:

1. Fair values are calculated by using prices presented by major financial institutions.

2. Fair values for interest rate swaps to which exceptional accounting is applied are included in those of the corresponding long-term loans payable. As such, values are accounted for together with hedged long-term loans payable.

#### 17. Retirement Benefits

#### For 2015 and 2016:

(1) Summary of the adopted retirement benefit scheme The Company and most consolidated subsidiaries provide a lump sum retirement allowance plan, and the Company and some consolidated subsidiaries have adopted a defined-benefit corporate pension plan system or an employee's pension fund system. In addition, the Company has adopted a definedbenefit corporate pension plan system from August 1, 2006. Moreover, the defined contribution plan to which a part of the defined benefit plan shifted has been adopted from January 1, 2005.

The portion about multi-employer pension plans has been included below in the Note 17(2) "Defined benefit plans."

#### (2) Defined benefit plans

②Plan assets

①Retirement benefit obligations

|   |                 | Millions of Yen | U.S. Dollars |
|---|-----------------|-----------------|--------------|
|   | 2015            | 2016            | 2016         |
| Balance at April 1, 2013 and 2014             | ¥276,140        | ¥284,695        | \$2,526,579  |
| Cumulative effects of changes in accounting p | olicies (5,092) | _               | _            |
| Restated balance                              | 271,047         | 284,695         | 2,526,579    |
| Service cost                                  | 7,818           | 8,134           | 72,186       |
| Interest cost                                 | 3,629           | 2,980           | 26,446       |
| Actuarial loss (gain)                         | 16,130          | 29,404          | 260,951      |
| Benefits paid<br>Increase of consolidated     | (13,919)        | (14,269)        | (126,632)    |
| subsidiaries                                  | _               | 3,140           | 27,866       |
| Other   | (11)            | (98)            | (869)        |
| Balance at March 31, 2015 and 201             | 6 ¥284,695      | ¥313,986        | \$2,786,528  |

| (2)Plan assets                        |          | Millions of Yen | Thousands of U.S. Dollars |
|---------------------------------------|----------|-----------------|---------------------------|
|                                       | 2015     | 2016            | 2016                      |
| Balance at April 1, 2013 and 2014     | ¥290,228 | ¥323,547        | \$2,871,379               |
| Expected return on plan asse          | ts 8,921 | 6,979           | 61,936                    |
| Actuarial loss (gain)                 | 32,897   | (2,675)         | (23,739)                  |
| Contributions paid by the employe     | er 4,296 | 3,229           | 28,656                    |
| Benefits paid                         | (12,801) | (13,395)        | (118,876)                 |
| Increase of consolidated subsidiaries | _        | 3,318           | 29,446                    |

Balance at March 31, 2015 and 2016 ¥323,547

(79)

\$2,848,730

¥320,995

#### 3 Reconciliation from retirement benefit obligations and plan assets to net defined benefit liability (asset)

| ·  |           | Millions of Yen |     | ousands of<br>U.S. Dollars |
|--|-----------|-----------------|-----|----------------------------|
|  | 2015      | 2016            |     | 2016                       |
| Funded retirement benefit obligations ¥                                  | 268,165   | ¥ 296,144       | \$2 | 2,628,186                  |
| Plan assets  | (323,547) | (320,995)       | (2  | 2,848,730)                 |
| Unfunded retirement benefit  | (55,381)  | (24,851)        |     | (220,544)                  |
| obligations  | 16,529    | 17,842          |     | 158,342                    |
| Total net defined benefit liability (asset) at March 31, 2015 and 2016   | (38,851)  | (7,008)         |     | (62,193)                   |
| Net defined benefit liability  | 16,484    | 18,145          |     | 161,031                    |
| Net defined benefit asset  | (55,336)  | (25,154)        |     | (223,233)                  |
| Total net defined benefit liability (asset) at March 31, 2015 and 2016 ¥ | (38,851)  | ¥ (7,008)       | \$  | (62,193)                   |

#### 4 Retirement benefit costs

| _  |         | Millions of Yen | Thousands of U.S. Dollars |
|--|---------|-----------------|---------------------------|
|  | 2015    | 2016            | 2016                      |
| Service cost                                   | ¥ 7,818 | ¥ 8,134         | \$ 72,186                 |
| Interest cost                                  | 3,629   | 2,980           | 26,446                    |
| Expected return on plan assets                 | (8,921) | (6,979)         | (61,936)                  |
| Net actuarial loss amortization                | 447     | 676             | 5,999                     |
| Past service costs amortization                | (30)    | (30)            | (266)                     |
| Other  | 14      | 75              | 665                       |
| Total retirement benefit costs for             |         |                 |                           |
| the fiscal year ended  March 31, 2015 and 2016 | ¥ 2,956 | ¥ 4,855         | \$ 43,086                 |

#### **SAdjustments** for retirement benefits

|   |      |        | Million | s of Yen |      | usands of<br>S. Dollars |
|---|------|--------|---------|----------|------|-------------------------|
|   |      | 2015   |         | 2016     |      | 2016                    |
| Past service costs                          | ¥    | 30     | ¥       | 30       | \$   | 266                     |
| Actuarial gains (losses)                    | (17  | 7,214) | (3      | 1,403)   | (2   | 78,691)                 |
| Total balance at<br>March 31, 2015 and 2016 | ¥(17 | 7,183) | ¥(3     | 1,434)   | \$(2 | 78,966)                 |

#### **©**Accumulated adjustments for retirement benefit

|   |           | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------|-----------------|---------------------------|
|   | 2015      | 2016            | 2016                      |
| Unrecognized past service cost              | ¥ (169)   | ¥ (138)         | \$ (1,224)                |
| Unrecognized actuarial gains (losses)       | (8,332)   | 23,070          | 204,739                   |
| Total balance at<br>March 31, 2015 and 2016 | ¥ (8,502) | ¥22,931         | \$203,505                 |

#### Plan assets

Plan assets comprise:

|                   | 2015    | 2016   |
|-------------------|---------|--------|
| Bonds             | 32.4 %  | 26.5 % |
| Stocks            | 35.5 %  | 31.0 % |
| Cash and deposits | 14.3 %  | 24.7 % |
| Other             | 17.8 %  | 17.8 % |
| Total             | 100.0 % | 100.0% |

Note 1: The main assets of "Other" are beneficiary securities in the real estate investment trust fund.

#### Long-term expected rate of return

Current and target asset allocations, historical and expected returns on various categories of plan assets have been considered in determining the long-term expected rate of return.

#### ®Actuarial assumptions

|  | 2015        | 2016        |
|--|-------------|-------------|
| Discount rates                                       | Mainly 1.1% | Mainly 0.4% |
| The rate of long-term expected return on plan assets | Mainly 3.1% | Mainly 2.1% |

#### (3) Defined contribution plan

The contribution required to the defined contribution plan of the Companies was ¥1,027 million and ¥1,167 million (\$10,356 thousand) for the years ended March 31, 2015 and 2016, respectively.

#### (4) Multi-employer pension plans

The contribution required to the employees' pension fund plan of the multi-employer pension plans which was treated with the same accounting method as the defined contribution plan was ¥332 million and ¥187 million (\$1,659 thousand) for the years ended March 31, 2015 and 2016, respectively.

#### 18. Income Taxes

The Company is subject to a number of taxes based on income, which, in the aggregate, indicate a statutory rate in Japan of approximately 30.7% and 28.8% for the years ended March 31, 2015 and 2016, respectively.

The following table summarizes the significant differences between the Company's statutory tax rate and the Companies' effective tax rate for financial statement purposes for the years ended March 31, 2015 and 2016:

|                                      | 2015  | 2016  |
|--------------------------------------|-------|-------|
| Statutory tax rate                   | 30.7% | 28.8% |
| Valuation allowance                  | 6.4   | 3.2   |
| Effect of revised corporate tax rate | 0.5   | 0.3   |
| Other                                | (2.4) | (1.4) |
| Effective tax rate                   | 35.3% | 30.9% |

On March 29, 2016, amendments to the Japanese tax regulations were established on Japanese perliament. Based on the amendments, the statutory income tax rates utilized for the measurement of deferred tax assets and liabilities expected to be settled or realized from April 1, 2016 to March 31, 2018 and on or after April 1, 2018 were changed from 28.8% to 28.2% and 28.0%, respectively, as of March 31, 2016. Due to these changes in statutory income tax rates, net deferred tax assets (after deducting the deferred tax liabilities) decreased by ¥1 million (\$8 thousand) as of March 31, 2016, deferred income tax expense recognized for the fiscal year ended March 31, 2016 increased by ¥340 million (\$3,017 thousand) and accumulated other comprehensive income increased by ¥338 million (\$2,999 thousand).

Significant components of the Companies' deferred tax assets and liabilities as of March 31, 2015 and 2016 were as follows:

|  | Millions of Yen | Thousands of<br>U.S. Dollars |
|--|-----------------|------------------------------|
| 2015   | 2016            | 2016                         |
| Deferred tax assets:   |                 |                              |
| Tax loss carryforwards ¥ 11,422                                  | ¥ 17,840        | \$ 158,324                   |
| Impairment loss 11,814   | 10,762          | 95,509                       |
| Excess depreciation of depreciable assets 5,999                  | 6,006           | 53,301                       |
| Other 27,814   | 34,977          | 310,410                      |
| Subtotal deferred tax assets 57,050                              | 69,586          | 617,554                      |
| Valuation allowance (30,210)                                     | (36,243)        | (321,645)                    |
| Total deferred tax assets ¥ 26,840                               | ¥ 33,343        | \$ 295,908                   |
| Deferred tax liabilities:  |                 |                              |
| Valuation difference on available-for-sale securities ¥ (20,256) | ¥(16,444)       | \$(145,935)                  |
| Net defined benefit asset (15,947)                               | (7,057)         | (62,628)                     |
| Reserve defined under the special taxation measures law (7,740)  | (8,259)         | (73,296)                     |
| Other (2,385)  | (1,139)         | (10,108)                     |
| Total deferred tax liabilities (46,329)                          | (32,900)        | (291,977)                    |
| Net deferred tax assets (liabilities) ¥ (19,489)                 | ¥ 442           | \$ (3,922)                   |

Net deferred tax assets (liabilities) were included in the consolidated balance sheets as follows:

|  |     |         | lions of Yen |          | nousands of<br>U.S. Dollars |          |
|--|-----|---------|--------------|----------|-----------------------------|----------|
|  |     | 2015    |              | 2016     |                             | 2016     |
| Current assets(included in "Other")              | ¥   | 10,870  | ¥            | 12,389   | \$                          | 109,948  |
| Investments and other asse (included in "Other") | ets | 6,635   |              | 9,919    |                             | 88,028   |
| Current liabilities(included in "Othe            | r") | (13)    |              | (2)      |                             | (17)     |
| Non-current liabilities                          | (   | 36,981) |              | (21,864) | (                           | 194,036) |
| Total  | ¥(  | 19,489) | ¥            | 442      | \$                          | (3,922)  |

### 19. Investment and Rental Property

The Company and several of its consolidated subsidiaries own office buildings and other real property for rent (including land) in Osaka Prefecture and other prefectures. In the year ended March 31, 2015, we reported gains of ¥6,359 million from the rent of such real property (recorded mainly as operating income). In the year ended March 31, 2016, we reported gains of ¥6,422 million (\$56,993 thousand) from the rent of such real property (recorded mainly as operating income) and profit on sales of ¥929 million (\$8,244 thousand) (recorded as extraordinary income).

The book value and fair value of real properties for rent in the consolidated balance sheets for the years ended March 31, 2015 and 2016 were as follows:

|   |           | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------|-----------------|---------------------------|
|   | 2015      | 2016            | 2016                      |
| Book Value                                  |           |                 |                           |
| As of April 1, 2014 and 2015                | ¥ 106,027 | ¥ 105,714       | \$ 938,178                |
| Increase (decrease)                         | (313)     | 3,727           | (33,075)                  |
| As of March 31, 2015 and 2010               | 6 105,714 | 109,441         | 971,254                   |
| Fair value as of<br>March 31, 2015 and 2016 | ¥ 163 377 | ¥ 168 107       | \$1,491,897               |
|   | 1 105,577 | 1 100,107       | 4 17 13 1703 7            |

- 1. The book value stated in the consolidated balance sheets was the acquisition costs reduced by accumulated depreciation and accumulated impairment loss
- 2. The main factor contributing to the increase and decrease in the year ended March 31, 2015 was the acquisition of real property of  $\pm 6,362$ million, and the main factors in the year ended March 31, 2016 were the acquisition of real property of ¥7,968 million (\$70,713 thousand) and the sales of ¥2,219 million (\$19,692 thousand).
- 3. The fair values as of end of the fiscal year were based mainly on the Real Estate Appraisal Standards in Japan or similar evaluation methods (including values adjusted using indicators).

#### 20. Segment Information

#### (1) Overview of Reportable Segments

The Company group's two business areas, "Domestic and International Energy Service Businesses" and "Life and Business Solutions," are divided by product and service and organized into the four reporting segments of "Gas Businesses," "LPG, Electricity and Other Energies Businesses," "International Energies Businesses" and "Life and Business Solutions," considering the similarities between products and services and other relevant factors.

The "Gas Businesses" segment includes marketing of gas

and gas equipment, gas piping work and heat supply. The "LPG, Electricity and Other Energies Businesses" segment includes LPG marketing, LNG marketing, industrial gas marketing and electric power supply. The "International Energies Businesses" segment includes overseas energy supply, LNG vessel chartering businesses and oil and natural gas business development and investment. The "Life and Business Solutions" segment includes the real estate development and leasing, IT services, marketing of fine materials and carbon material products.

#### (2) Methods used to calculate sales, income (loss), assets, liabilities and other items by reportable segment

The methods used to account for sales, income (loss), assets, liabilities and other items by reportable segment are consistent with the accounting principles described in Note 2, "Significant Accounting Policies." The pricing of intergroup transactions is based on values arising under arms-length market transactions.

#### (3) Sales, income (loss), assets, liabilities and other items by reportable segment

| (3) Sates, meeme (1833), 6                         | ,          |  |                           |                             | 8          |                         | Millions of Yen          |
|--|------------|--|---------------------------|-----------------------------|------------|-------------------------|--------------------------|
| For 2015:  | Gas        | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Total      | Adjustments<br>(Note 1) | Consolidated<br>(Note 2) |
| Net sales  |            |  |                           |                             |            |                         |                          |
| Outside customers                                  | ¥1,114,034 | ¥ 240,980                              | ¥ 12,565                  | ¥160,583                    | ¥1,528,164 | ¥ —                     | ¥1,528,164               |
| Inside group                                       | 22,941     | 2,765                                  | 1,148                     | 46,937                      | 73,793     | (73,793)                |                          |
| Total  | 1,136,975  | 243,746                                | 13,714                    | 207,521                     | 1,601,957  | (73,793)                | 1,528,164                |
| Segment income                                     |            |  |                           |                             |            |                         |                          |
| Operating income (loss)                            | ¥ 50,542   | ¥ 42,267                               | ¥ (6,250)                 | ¥ 16,284                    | ¥ 102,843  | ¥ 2,221                 | ¥ 105,065                |
| Equity in earnings (loss) of affiliates            | (248)      | (570)                                  | 7,511                     | 297                         | 6,990      | _                       | 6,990                    |
| Total  | 50,293     | 41,697                                 | 1,261                     | 16,581                      | 109,834    | 2,221                   | 112,055                  |
| Segment assets                                     | ¥ 818,202  | ¥ 177,652                              | ¥368,002                  | ¥394,950                    | ¥1,758,807 | ¥103,393                | ¥1,862,201               |
| Depreciation                                       | 57,143     | 11,508                                 | 6,247                     | 11,098                      | 85,999     | (788)                   | 85,210                   |
| Amortization of goodwill                           | _          | 235                                    | 333                       | 2,005                       | 2,575      | _                       | 2,575                    |
| Investment in affiliates reported by equity method | _          | 5,845                                  | 76,380                    | 8,509                       | 90,735     | _                       | 90,735                   |
| Increase in tangible and intangible fixed assets   | 49,222     | 15,326                                 | 38,525                    | 17,205                      | 120,279    | (881)                   | 119,398                  |

|   |           |  |                           |                             |            |                         | Millions of Yen          |
|---|-----------|--|---------------------------|-----------------------------|------------|-------------------------|--------------------------|
| For 2016:   | Gas       | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Total      | Adjustments<br>(Note 1) | Consolidated<br>(Note 2) |
| Net sales   |           |  |                           |                             |            |                         |                          |
| Outside customers   | ¥ 931,437 | ¥204,428                               | ¥ 16,796                  | ¥ 169,349                   | ¥1,322,012 | ¥ —                     | ¥1,322,012               |
| Inside group  | 17,064    | 2,004                                  | 1,905                     | 52,352                      | 73,326     | (73,326)                | _                        |
| _ Total   | 948,501   | 206,433                                | 18,701                    | 221,702                     | 1,395,339  | (73,326)                | 1,322,012                |
| Segment income  |           |  |                           |                             |            |                         |                          |
| Operating income (loss)   | ¥ 95,679  | ¥ 29,757                               | ¥ 4,316                   | ¥ 17,918                    | ¥ 147,672  | ¥ (997)                 | ¥ 146,674                |
| Equity in earnings (loss) of affiliates                                     | 44        | (904)                                  | (4,594)                   | 916                         | (4,538)    | _                       | (4,538)                  |
| Total   | 95,724    | 28,852                                 | (277)                     | 18,834                      | 143,133    | (997)                   | 142,136                  |
| Segment assets  | ¥ 772,825 | ¥172,223                               | ¥401,590                  | ¥ 411,459                   | ¥1,758,098 | ¥ 71,657                | ¥1,829,756               |
| Depreciation  | 56,396    | 10,042                                 | 6,662                     | 11,886                      | 84,986     | (865)                   | 84,121                   |
| Amortization of goodwill  | _         | 197                                    | 510                       | 1,917                       | 2,625      | _                       | 2,625                    |
| Investment in affiliates reported by equity method Increase in tangible and | _         | 4,698                                  | 98,314                    | 6,983                       | 109,997    | _                       | 109,997                  |
| intangible fixed assets   | 60,194    | 15,369                                 | 20,714                    | 19,934                      | 116,213    | (1,794)                 | 114,418                  |

|  |              |  |                           |                            |              |                         | Thousands of U.S. Dollars |
|--|--------------|--|---------------------------|----------------------------|--------------|-------------------------|---------------------------|
| For 2016:  | Gas          | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Busines<br>Solution | s<br>Total   | Adjustments<br>(Note 1) | Consolidated (Note 2)     |
| Net sales  |              |  |                           |                            |              |                         |                           |
| Outside customers                                  | \$ 8,266,214 | \$1,814,235                            | \$ 149,059                | \$1,502,919                | \$11,732,445 | \$ —                    | \$11,732,445              |
| Inside group                                       | 151,437      | 17,784                                 | 16,906                    | 464,607                    | 650,745      | (650,745)               | _                         |
| Total  | 8,417,651    | 1,832,028                              | 165,965                   | 1,967,536                  | 12,383,200   | (650,745)               | 11,732,445                |
| Segment income                                     |              |  |                           |                            |              |                         |                           |
| Operating income (loss)                            | \$ 849,121   | \$ 264,084                             | \$ 38,303                 | \$ 159,016                 | \$ 1,310,543 | \$ (8,848)              | \$ 1,301,686              |
| Equity in earnings (loss) of affiliates            | 390          | (8,022)                                | (40,770)                  | 8,129                      | (40,273)     | _                       | (40,273)                  |
| Total  | 849,520      | 256,052                                | (2,458)                   | 167,145                    | 1,270,260    | (8,848)                 | 1,261,412                 |
| Segment assets                                     | \$ 6,858,581 | \$1,528,425                            | \$3,563,986               | \$3,651,570                | \$15,602,573 | \$ 635,933              | \$16,238,516              |
| Depreciation                                       | 500,496      | 89,119                                 | 59,123                    | 105,484                    | 754,224      | (7,676)                 | 746,547                   |
| Amortization of goodwill                           | _            | 1,748                                  | 4,526                     | 17,012                     | 23,296       | _                       | 23,296                    |
| Investment in affiliates reported by equity method | _            | 41,693                                 | 872,506                   | 61,971                     | 976,189      | _                       | 976,189                   |
| Increase in tangible and intangible fixed assets   | 534,203      | 136,395                                | 183,830                   | 176,908                    | 1,031,354    | (15,921)                | 1,015,424                 |

Note 1. Adjustments are as follows:

- (1)Å major adjustment in segment income is the elimination of intersegment transactions.
- (2)A major adjustment in segment assets is for investment securities possessed by the Company.

  2.Segment income (loss) is adjusted by adding or subtracting equity in earnings (loss) of affiliates to or from operating income (loss).

#### (4) Information about impairment loss for non-current assets by reportable segment

|                 |    |       |  |                           |                             |           |                          | Millions of Yen           |
|-----------------|----|-------|--|---------------------------|-----------------------------|-----------|--------------------------|---------------------------|
| For 2015:       |    | Gas   | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Impairment loss | ¥  | 2,278 | ¥ 203                                  | ¥ —                       | ¥ 216                       | ¥ 2,697   | ¥ —                      | ¥ 2,697                   |
|                 |    |       |  |                           |                             |           |                          | Millions of Yen           |
| For 2016:       |    | Gas   | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Impairment loss | ¥  | _     | ¥ 81                                   | ¥ 12,807                  | ¥ 1,698                     | ¥ 14,588  | ¥ —                      | ¥ 14,588                  |
|                 |    |       |  |                           |                             |           |                          | Thousands of U.S. Dollars |
| For 2016:       |    | Gas   | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Impairment loss | \$ | _     | \$ 718                                 | \$ 113,658                | \$15,069                    | \$129,463 | \$ —                     | \$129,463                 |

### (5) Information about amount depreciated and the undepreciated balance of goodwill by reportable segment

|  |      |  |                           |                             |           |                          | Millions of Yen           |
|--|------|--|---------------------------|-----------------------------|-----------|--------------------------|---------------------------|
| For 2015:                                | Gas  | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Amount depreciated in 2015               | ¥ —  | ¥ 235                                  | ¥ 333                     | ¥ 2,005                     | ¥ 2,575   | ¥ —                      | ¥ 2,575                   |
| Undepreciated balance at fiscal year end |      | 1,116                                  | 2,038                     | 18,029                      | 21,183    |                          | 21,183                    |
|  |      |  |                           |                             |           |                          | Millions of Yen           |
| For 2016:                                | Gas  | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Amount depreciated in 2016               | ¥ —  | ¥ 197                                  | ¥ 510                     | ¥ 1,917                     | ¥ 2,625   | ¥ —                      | ¥ 2,625                   |
| Undepreciated balance at fiscal year end | _    | 919                                    | 1,530                     | 15,172                      | 17,622    | _                        | 17,622                    |
|  |      |  |                           |                             |           |                          | Thousands of U.S. Dollars |
| For 2016:                                | Gas  | LPG, Electricity and<br>Other Energies | International<br>Energies | Life & Business<br>Solution | Subtotal  | Elimination or corporate | Total                     |
| Amount depreciated in 2016               | \$ — | \$1,748                                | \$ 4,526                  | \$ 17,012                   | \$ 23,296 | \$ <b>—</b>              | \$ 23,296                 |
| Undepreciated balance at fiscal year end | _    | 8,155                                  | 13,578                    | 134,646                     | 156,389   | _                        | 156,389                   |

## 21. Consolidated Statements of Comprehensive Income

For 2015 and 2016:

Amounts reclassified to net income (loss) in the current period that were recognized in other comprehensive income in the current or previous periods and the tax effects for each component of other comprehensive income were as follows:

|  |          | Thousands of<br>U. S. Dollars |             |
|--|----------|-------------------------------|-------------|
|  | 2015     | Millions of Yen               | 2016        |
| Valuation difference on available-for-sale securities                              |          |                               |             |
| Incurred in the fiscal year  | ¥ 22,105 | ¥ (10,548)                    | \$(93,610)  |
| Reclassification adjustments   | (745)    | (0)                           | (0)         |
| Before tax effect adjustments  | 21,359   | (10,548)                      | (93,610)    |
| Tax effect   | (5,314)  | 3,812                         | 33,830      |
| Valuation difference on available-for-sale securities                              | 16,045   | (6,736)                       | (59,779)    |
| Deferred gains and losses on hedges  |          |                               |             |
| Incurred in the fiscal year  | (4,451)  | (6,528)                       | (57,933)    |
| Reclassification adjustments   | 467      | 1,020                         | 9,052       |
| Before tax effect adjustments  | (3,984)  | (5,508)                       | (48,881)    |
| Tax effect   | 751      | 1,581                         | 14,030      |
| Deferred gains and losses on hedges  | (3,232)  | (3,926)                       | (34,842)    |
| Foreign currency translation adjustments   | 5        |                               |             |
| Incurred in the fiscal year  | 10,241   | (4,078)                       | (36,190)    |
| Reclassification adjustments   | _        |                               |             |
| Before tax effect adjustments  | 10,241   | (4,078)                       | (36,190)    |
| Tax effect   |          |                               |             |
| Foreign currency translation adjustments   | 10,241   | (4,078)                       | (36,190)    |
| Adjustments for retirement benefit   |          |                               |             |
| Incurred in the fiscal year  | 16,771   | (32,075)                      | (284,655)   |
| Reclassification adjustments   | 412      | 641                           | 5,688       |
| Before tax effect adjustments  | 17,183   | (31,434)                      | (278,966)   |
| Tax effect   | (5,165)  | 8,905                         | 79,029      |
| Adjustments for retirement benefits  | 12,018   | (22,528)                      | (199,929)   |
| Share of other comprehensive income of affiliate accounted for using equity method |          |                               |             |
| Incurred in the fiscal year  | (10,431) | (11,418)                      | (101,331)   |
| Reclassification adjustments   | 2,823    | 1,995                         | 17,705      |
| Share of other comprehensive income of affiliate accounted for using equity method | (7, 600) | (0.422)                       | (02.647)    |
|  | (7,608)  | (9,422)                       | (83,617)    |
| Total other comprehensive income   | ¥ 27,464 | ¥(46,692)                     | \$(414,376) |

## Independent Auditor's Report

To the Board of Directors of Osaka Gas Co., Ltd.:

We have audited the accompanying consolidated financial statements of Osaka Gas Co., Ltd. and its consolidated subsidiaries, which comprise the consolidated balance sheets as of March 31, 2016 and 2015, and the consolidated statements of income, statements of comprehensive income, statements of changes in net assets and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, while the objective of the financial statement audit is not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Osaka Gas Co., Ltd. and its consolidated subsidiaries as of March 31, 2016 and 2015, and their financial performance and cash flows for the years then ended in accordance with accounting principles generally accepted in Japan.

#### **Convenience Translation**

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended March 31, 2016 are presented solely for convenience. Our audit also included the translation of yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made on the basis described in Note 1 to the consolidated financial statements.

KPMG AZSA LLC

July 20, 2016 Osaka, Japan