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April 2, 2025

Notice Regarding Issuance of New Shares as Restricted Stock Compensation

GIFT HOLDING INC. (the “Company”) hereby announces that at the Board of Directors meeting held on April 2, 2025 (the “Resolution Date”), it resolved to issue new shares (the “Share Issuance”) as described below.

1. Overview of the Share Issuance

(1)	Date of Payment	May 23, 2025
(2)	Type and Number of Shares to Be Issued	5,100 shares of common stock of the Company
(3)	Issue Price	2,780 yen per share
(4)	Total Value of Shares to be Issued	14,178,000 yen
(5)	Recipients of shares to be allotted, number of the recipients and number of shares to be allotted	51 new employees who joined the Company on April 1, 2025 (5,100 shares in total)

2. Purpose and Reason for the Share Issuance

At the Board of Directors meeting held on May 17, 2023, the Company resolved to implement a policy to grant restricted stock to new graduate employees joining the Company each April. The program serves as both an incentive to encourage medium- to long-term contribution to the Company and a celebratory bonus upon joining the Company. In accordance with this policy, the Board of Directors resolved on April 2, 2025, to grant restricted stock compensation to eligible employees as in exchange for the in-kind contribution.

Overview of the Program

Each eligible employee will contribute in kind the full amount of the monetary compensation claims granted by the Company and, in exchange, will receive newly issued or disposed common shares of the Company. The per-share payment amount will be determined by the Board of Directors based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day prior to each Board resolution (or the most recent trading day in case no trade occurred), ensuring that the price is not particularly advantageous to the recipients.

Furthermore, a restricted stock allocation agreement will be executed between the Company and each eligible employee. The agreement will include, among others, the following:

- (i) A prohibition on transferring, pledging, or otherwise disposing of the allotted shares during a certain period
- (ii) Provisions for the Company to acquire the allotted shares without compensation under certain

circumstances

Considering the purpose of the program, the Company's business conditions, the scope of each employee's responsibilities, and other factors, the Company has decided to grant a total monetary compensation claim of 14,178,000 yen (the "Compensation Claim") and 5,100 shares of common stock. The restricted period is set at three years to reflect the program's intent to foster loyalty and encourage medium- to long-term commitment to the Company's development. Under this Share Issuance, 51 employees (the "Allottees") will contribute the full amount of the Compensation Claim as contribution in kind and receive common shares of the Company (the "Allocated Shares"). The key terms of the restricted stock allocation agreement (the "Allocation Agreement") are as follows:

3. Overview of the Allocation Agreement

(1) Restriction Period: From May 23, 2025 to May 22, 2028

(2) Condition for Lifting Restrictions:

All restrictions will be lifted at the end of the restriction period, provided that the employee has continuously served as a director, auditor, or employee of the Company or its subsidiaries during the period.

(3) Treatment During Restriction Period:

The Allottees must maintain their status as a director, auditor, or employee of the Company or its subsidiaries throughout the restriction period. No restrictions shall be lifted for any reason during this time.

(4) Acquisition Without Compensation by the Company:

At the end of the restriction period or upon the time when restrictions are to be lifted as defined above, the Company shall automatically acquire without compensation all Allocated Shares for which restrictions have not been lifted.

(5) Management of Shares:

Allocated Shares shall be managed in dedicated accounts opened at Nomura Securities Co., Ltd. to prevent any transfer, pledge, or other disposition during the restriction period. The Company has entered into an agreement with Nomura Securities to ensure enforcement of such restrictions. The Allottees shall be deemed to have consented to the content of such account management.

(6) Treatment in Case of Reorganization:

In the event that, during the restriction period, a merger agreement where the Company becomes the absorbed company, a share exchange agreement or plan where the Company becomes a wholly owned subsidiary, or other organizational restructuring (collectively, "Reorganization Events") is approved at a shareholders meeting of the Company (or at the Board meeting, if shareholder approval is not required), the Board of Directors may, by resolution, lift restrictions on a number of Allocated Shares calculated as the number of months from the month including the Resolution Date to the month including the approval date, divided by 36 (capped at 1), multiplied by the number of Allocated Shares held. Any fractional shares will be rounded down. Immediately after such lifting of restrictions, the Company shall automatically acquire without compensation all remaining Allocated Shares that are still subject to restrictions.

4. Basis for Determination of Issue Price

The purpose of this Share Issuance is to incentivize new employees to contribute to the Company's long-term growth and to serve as a joining bonus. To eliminate arbitrariness, the issue price is set at 2,780 yen per share, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on April 1, 2025 (the business day prior to the Resolution Date). This price reflects the most recent market value and is considered reasonable and not particularly advantageous to the recipients.