January 28, 2026

Company name: GIFT HOLDINGS INC.

Name of representative: Sho Tagawa, President & Representative Director

(Securities code:9279,

Tokyo Stock Exchange Prime Marke)

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Administration Division

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Notice Concerning the Issuance of New Shares as Restricted Stock Compensation

GIFT HOLDINGS INC. (the "Company") hereby announces that, at a meeting of the Board of Directors held on January 28, 2026 (the "Resolution Date"), it resolved to issue new shares of common stock (the "New Share Issuance") as described below.

1.Overview of issuance

(1)	Due date of payment	February 26, 2026
(2)	Class and number of shares to be issued	The Company's common stock: 26,770 shares
(3)	Amount to be paid in per share	3,780 yen per share
(4)	Total amount of issuance	101,190,600 yen
(5)	Scheduled allottee	Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members): 4 individuals, 26,453 shares Executive Officer: 1 individual, 317 shares

2.Purpose and reason for issuance

At a meeting of the Board of Directors held on December 13, 2019, the Company resolved to introduce a restricted stock compensation plan (the "Plan") for its Directors (excluding Outside Directors and Directors serving as Audit and Supervisory Committee Members; hereinafter referred to as the "Eligible Persons") with the objective of providing medium- to long-term incentives and sharing shareholder value.

At the 10th Ordinary General Meeting of Shareholders held on January 30, 2020, shareholders approved the granting of monetary compensation claims of up to 100,000 thousand yen per year to the Eligible Persons as consideration for restricted stock compensation, and approved that the transfer restriction period shall be a period determined by the Board of Directors within a range of three (3) to thirty (30) years.

[Outline of the Plan]

Under the Plan, the Eligible Persons shall contribute all monetary compensation claims granted by the Company as assets contributed in kind and shall receive the issuance or disposition of the Company's common stock. The total number of shares of common stock to be issued or disposed of by the Company to the Eligible Persons under the Plan shall not exceed 50,000 shares per year, and the issue price per share shall 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 immediately preceding the date of the relevant Board resolution, within a range that is not particularly favorable to the Eligible Persons.

In issuing or disposing of shares of common stock under the Plan, the Company shall enter into a restricted stock allotment agreement with each Eligible Person. Such agreement shall include provisions that (i) prohibit transfer, pledge, or any other disposition of the allotted shares for a certain period, and (ii) allow the Company to acquire the allotted shares without consideration upon the occurrence of certain events.

At a meeting of the Board of Directors held on the Resolution Date, the Company also resolved to introduce a restricted stock compensation plan for its Executive Officer that is separate from the Plan

for Directors. This plan differs from the Plan for Directors in terms of the maximum number of shares to be issued or disposed of.

In this New Share Issuance, taking into consideration the purpose of the restricted stock compensation plan for Directors, the Company's business conditions, the scope of responsibilities of each Eligible Person, and other relevant circumstances, and with the aim of further enhancing motivation, the Company has decided to grant total monetary compensation claims of 99,992,340 yen and 26,453 shares of common stock. In order to achieve medium- to long-term sharing of shareholder value, the transfer restriction period has been set at thirty (30) years.

With respect to the restricted stock compensation granted to the Executive Officer, based on the restricted stock compensation plan for Executive Officers and after taking into consideration the purpose of such plan, the Company's business conditions, and the scope of responsibilities of the relevant Executive Officer, the Company has decided to grant monetary compensation claims of 1,198,260 yen and 317 shares of common stock to one (1) Executive Officer.

In the New Share Issuance, based on the restricted stock compensation plans for Directors and the Executive Officer, the four (4) Directors and one (1) Executive Officer scheduled to receive the allotment shall contribute all of their monetary compensation claims to the Company as assets contributed in kind and shall receive the issuance of the Company's common stock (the "Allotted Shares"). The outline of the restricted stock allotment agreement to be entered into between the Company and each allottee is set forth in Section 3 below.

3.Outline of the Restricted Stock Allotment Agreement

The terms of the restricted stock allotment agreement described below shall be common to both the Directors and the Executive Officer who receive the allotment under the New Share Issuance, and the same conditions shall apply to both. For the avoidance of doubt, the Company's Executive Officers are employees of the Company.

(1) Transfer Restriction Period

From February 26, 2026 to February 25, 2056.

(2) Conditions for Release of Transfer Restrictions

If the Eligible Director continuously holds the position of Director, Auditor, or employee of the Company or its subsidiaries during the transfer restriction period, the transfer restrictions on all of the Allotted Shares shall be lifted upon expiration of the transfer restriction period.

(3) Treatment in the Event of Retirement During the Transfer Restriction Period

(i) Timing of Release of Transfer Restrictions

If the Eligible Director retires due to expiration of term of office, mandatory retirement, or other justifiable reason (excluding retirement due to death), the transfer restrictions shall be lifted immediately after such retirement. In the event of retirement due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors.

(ii) Number of Shares Subject to Release of Transfer Restrictions

The number of Allotted Shares for which the transfer restrictions shall be lifted shall be the number obtained by multiplying the number of Allotted Shares held at the time of such retirement by a fraction obtained by dividing the number of months of service from the month including the Resolution Date to the month including the date of such retirement by twelve (12). If such fraction exceeds one (1), it shall be deemed to be one (1). Any fractional share shall be rounded down.

(4) Acquisition by the Company without Consideration

At the expiration of the transfer restriction period or at the time of release of the transfer restrictions pursuant to (3) above, the Company shall automatically acquire without consideration any Allotted Shares for which the transfer restrictions have not been lifted.

(5) Management of Shares

During the transfer restriction period, the Allotted Shares shall be managed in a dedicated account opened by each allottee at Nomura Securities Co., Ltd., and shall not be subject to transfer, pledge, or any other disposition.

(6) Treatment in the Event of Organizational Restructuring

If, during the transfer restriction period, a merger agreement under which the Company becomes a dissolving company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan, or any other organizational restructuring is approved by the shareholders' meeting of the Company (or by the Board of Directors where shareholder approval is not required), the transfer restrictions shall be lifted immediately prior to the close of business on the business day immediately preceding the effective date of such restructuring, with respect to the number of shares calculated on a pro-rata basis using the number of months from the month including the

Resolution Date to the month including the date of such approval. Any fractional share shall be rounded down, and the Company shall acquire any remaining restricted shares without consideration.

4.Basis for Calculation of the Issue Price and Specific Details

The New Share Issuance shall be carried out using the monetary compensation claims granted as restricted stock compensation for the Company's 17th fiscal year under the Plan as assets contributed in kind. The issue price has been set at 3,780 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on January 27, 2026, the business day immediately preceding the Resolution Date. This price represents the market price immediately prior to the Board resolution and is considered reasonable and not particularly favorable.

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