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Securities code: 4449
March 7, 2022

To Shareholders with Voting Rights:

Mutsumi Ota
Representative Director and CEO
giftee Inc.
2-10-2 Higashigotanda,
Shinagawa-ku, Tokyo, Japan

**NOTICE OF
THE 12th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 12th Ordinary General Meeting of Shareholders of giftee Inc. (the “Company”) will be held as described below.

From the viewpoint of preventing the spread of COVID-19 infection, shareholders are kindly asked to exercise their voting rights in advance, and refrain from attending the meeting in person regardless of their health conditions.

You can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 6:30 p.m., Tuesday, March 22, 2022 (Japan time).

You can observe the meeting through the livestream video. For details, please refer to the attached “Guidance for the Livestream Video for Shareholders and Questions in Advance.”

- 1. Date and Time:** Wednesday, March 23, 2022 at 1:00 p.m. Japan time
(The reception starts at 12:30 p.m. Japan time)
- 2. Place:** 3rd Floor, Osaki Bright Core, Osaki Bright Core Hall
5-5-15 Kitashinagawa, Shinagawa-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 12th Fiscal Year (January 1, 2021 - December 31, 2021) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 12th Fiscal Year (January 1, 2021 - December 31, 2021)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of One (1) Director

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- Of the documents that should be provided in this Notice, “Matters Regarding the Company’s Share Acquisition Rights,” “Matters Regarding Accounting Auditors” and “Structure and Policy of the Company” in the Business Report, the “Consolidated Statement of Changes in Equity” and the “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, the “Non-consolidated Statement of Changes in Equity” and the “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements (all available only in Japanese) are not included in the documents attached to this Notice because they are posted on the Company’s website (<https://giftee.co.jp/ir>) pursuant to laws and regulations as well as the provision of Article 14 of the Company's Articles of Incorporation. The Consolidated Financial Statements and the Non-consolidated Financial Statements in the documents attached to this Notice constitute a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor for preparing the accounting auditor’s report.
 - In the event any revision is required with respect to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, the revision will be posted on the Company’s website (<https://giftee.co.jp/ir>) (Available only in Japanese) on the internet.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

The system for the electronic provision of documents for general meetings of shareholders stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, and accordingly, the Articles of Incorporation of the Company will be amended to newly establish a provision to the effect that information contained in the reference documents for general meetings of shareholders, etc. shall be provided electronically, and a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it. The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. of the current Articles of Incorporation will become unnecessary and will therefore be deleted. In line with these establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 14 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ministry of Justice Order.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="831 219 1321 250"><u>(Measures for Electronic Provision, Etc.)</u></p> <p data-bbox="831 257 1406 490"><u>Article 14 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p data-bbox="935 499 1406 853"><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
(Newly established)	<p data-bbox="831 866 1161 898"><u>(Supplementary provisions)</u></p> <p data-bbox="855 904 1406 1301"><u>1. The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before the amendment and the newly established Article 14 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after the amendment shall come into effect on September 1, 2022.</u></p> <p data-bbox="855 1308 1406 1704"><u>2. Notwithstanding the provisions of the preceding paragraph, Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before the amendment shall remain in force with respect to a general meeting of shareholders to be held on a date to the end of February 2023.</u></p> <p data-bbox="855 1711 1406 1939"><u>3. These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of One (1) Director

To further strengthen the management structure, the Company proposes to increase the number of directors and newly elect one (1) external director. The number of the current directors is six (6). The term of office of the director elected by this proposal will be until the expiration of the term of office of the other current directors pursuant to the provisions of the Articles of Incorporation of the Company. The name and career summary of the candidate for director are as follows.

The Company has designated candidates for director at the meeting of the Board of Directors through the deliberation of the “Nomination Committee” as a voluntary system, which is made up of independent directors and chaired by an external director who is an independent director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Miwako Iyoku (October 11, 1964)	April 1987 Joined Nippon Telegraph and Telephone Corporation (“NTT”) July 1999 Joined NTT Communications Corporation (company split-up) September 2003 Joined Nippon Telegraph and Telephone Corporation (Holding Company) June 2010 External Director, PDC Co., LTD. July 2012 Joined NTT DOCOMO, Inc. August 2015 President and Representative Director, DOCOMO gacco, Inc. July 2017 Representative Director and Executive Vice President, Tower Records Japan Inc. January 2020 Joined TEPCO Ventures, Inc. Director, TEPCO Life Service, inc. June 2020 External Director, TOMY COMPANY, LTD. (current position) External Director, Yamano Holdings Corporation (current position) December 2020 External Director, GAKKEN HOLDINGS CO., LTD. (current position) [Significant concurrent positions] Not applicable	—
<p>[Reasons for nomination as candidate for external director and expected roles]</p> <p>Ms. Miwako Iyoku worked for Nippon Telegraph and Telephone Corporation for many years as an in-house entrepreneur, setting up businesses and services and contributing to DX in the fields of music, video and education. She also served as the Representative Director and Executive Vice President of Tower Records Japan, where she was instrumental in launching businesses and promoting DX.</p> <p>The Company proposes to nominate her as the candidate for external director, believing that she will be able to supervise the Company's management and provide useful advice based on her extensive experience and broad insight.</p> <p>If her appointment is approved, she will be the first female director of the Company, and we believe that she will contribute to the further promotion of our diversity.</p>			

- Notes:
1. Ms. Miwako Iyoku is the candidate for external director. There are no special interests between her and the Company.
 2. The Company has registered Ms. Miwako Iyoku as independent director pursuant to the rules of the Tokyo Stock Exchange. In the event that this proposal is approved as originally proposed, the Company will continue her registration as independent director.
 3. In the event that this proposal is approved and resolved, and Ms. Miwako Iyoku is elected as external director, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages as stipulated in Article 423, Paragraph 1 of said Act. The limit of liability for damages under the agreement shall be the amount set forth in laws and regulations.
 4. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the directors, auditors and management staff of the Company and its subsidiaries as the insured. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. In the event that Ms. Miwako Iyoku is elected and assumes office as director, she shall be included in the insured under the insurance policy.

However, in order to prevent the insureds from impairing the properness of execution of their duties, the policy does include certain exemption clauses, such as acts committed with the knowledge that they violate laws and regulations. The insurance premiums are fully borne by the Company, and therefore, the insured does not bear the actual premiums.

[Reference] Skill Matrix

In case the election of the candidate described in this Notice is approved as originally proposed, skill matrix of the Board of Directors will be as follows.

Name (Date of birth)	Position	Committee *: Chairperson		Assigned area								
		Nomina tion	Compen sation	Corporate management	Engineering, IT	Global	Sales, marketing	Finance, M&A	Financial, accounting	Personnel, labor, human resource development	Legal affairs, risk management, governance	Sustainability
Mutsumi Ota (December 29, 1984)	Representative Director and CEO			●	●	●	●					●
Tatsuya Suzuki (July 24, 1985)	Representative Director and COO			●	●		●	●		●		
Fumitaka Yanase (September 11, 1980)	Director and CTO			●	●	●				●		
Yoshikazu Fujita (May 10, 1986)	Director and CFO			●	●			●	●	●	●	●
Kenichiro Senoh (January 1, 1954)	External Director	◎	◎	●	●		●			●	●	●
Shin Nakajima (May 9, 1979)	External Director	○	○	●	●		●	●		●		●
Miwako Iyoku (October 11, 1964)	External Director			●	●		●	●		●		
Taizo Kugi (July 4, 1964)	Full-time Auditor	○	○	●	●		●	●	●	●	●	
Yoshihiro Akimoto (December 30, 1972)	External Auditor										●	
Kazuhiro Ueno (March 8, 1977)	External Auditor			●					●			

Supplemental explanation concerning the partial amendments to the Articles of Incorporation

The system for the electronic provision of documents for general meetings of shareholders will be enforced on September 1, 2022.

Accordingly, from the next general meeting of shareholders (held in and after March, 2023) onward, the reference documents for the general meeting of shareholders will be posted on the Company's website, etc., and the convocation notice with simple information including notices for the disclosure on the website and its URL etc. will be sent to shareholders.

From the next meeting onward, shareholders who prefer to receive the paper copy of the reference documents may take the procedure to request for the issuance of the paper copy.

For the outline of the system for the electronic provision of documents for general meetings of shareholders and details of the procedure to request for the issuance of the paper copy, please direct the inquiries to a securities firm with which you open an account, or refer to the enclosed leaflet or the following relevant website of Mitsubishi UFJ Trust and Banking Corporation.

<https://www.tr.mufg.jp/daikou/denshi.html>