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Securities Code: 9279

Date of sending by postal mail: January 15, 2024

Start date of measures for electronic provision: January 5, 2024

To our shareholders:

Sho Tagawa,
President & Representative Director
GIFT HOLDINGS INC.
1-23-19 Morino, Machida-shi, Tokyo

Notice of the 14th Ordinary General Meeting of Shareholders

We are pleased to announce the 14th Ordinary General Meeting of Shareholders of GIFT HOLDINGS INC. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information on each of the websites. Please access the following websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.gift-group.co.jp/ir/library/05> (in Japanese)

From the above website, select “Fiscal Year Ended October 31, 2023.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the TSE website by using the internet address shown above, enter “GIFT HOLDINGS” in “Issue name (company name)” or the Company’s securities code “9279” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Documents for public inspection/PR information,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”

Instead of attending the meeting in person, you can exercise your voting rights in writing (by mail) or via the internet, etc. Please examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:30 p.m. on Monday, January 29, 2024 (JST).

You will be able to watch the meeting via internet-based livestreaming. For details, please refer to “Information on Livestreaming for Shareholders and How to Ask Questions” (available in Japanese only).

1. Date and Time: Tuesday, January 30, 2024, at 2:00 p.m. (JST) (Reception starts at 1:30 p.m.)
(Please note that the time of the meeting is different from the previous meeting.)

2. Venue: “Keyaki,” Machida City Cultural Exchange Center, 5th floor
4-1-14 Haramachida, Machida-shi, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report, the Consolidated Financial Statements for the 14th fiscal year (from November 1, 2022 to October 31, 2023), and the Audit Report on the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 14th fiscal year (from November 1, 2022 to October 31, 2023)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Amendment to the Articles of Incorporation

Proposal No. 3: Election of Seven Directors/Members of Board (Excluding Directors/Members of Board Who Are Audit and Supervisory Committee Members)

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- ⊙ For those attending the meeting on the day, please submit the voting form at the reception desk.
- ⊙ Please note that no souvenirs are provided to shareholders attending the meeting. We would appreciate your understanding.
- ⊙ If revisions to the items subject to measures for electronic provision are required, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s website and the TSE website mentioned above.
- ⊙ In accordance with the amended Companies Act, in principle you are to confirm the items subject to measures for electronic provision by accessing each of the aforementioned websites, and we have decided to deliver the paper-based documents only to shareholders who requested the delivery of paper-based documents by the record date. For this general meeting of shareholders, however, the paper-based documents stating items subject to measures for electronic provision will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.  
Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation, the following items are not provided in the paper-based documents delivered.
  - (i) “System to Ensure the Properness of Operations and Its Operational Status,” “Basic Policy on Control of the Company” and “Policy on Decisions on Dividends and Other Appropriation of Surplus” in the Business Report (available in Japanese only)
  - (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements (available in Japanese only)
  - (iii) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements (available in Japanese only)Consequently, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements stated in the documents consist of parts of the documents that were audited by Financial Auditor and the Audit and Supervisory Committee in preparing their respective audit reports.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

The Company considers the return of profit to shareholders as one of the key management issues, and has a basic policy of implementing a stable dividend policy while taking into consideration the enhancement of internal reserves necessary for strengthening the financial structure and proactive business development.

Based on this policy, the Company aims to maintain a consolidated dividend payout ratio of 20% for dividends of surplus, and strives to ensure that they are paid out on a continuous and stable basis.

In addition, the Company will use internal reserves as a medium- to long-term business resource for the purpose of continuous business expansion under the rapidly changing business environment going forward.

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the current fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property to shareholders and aggregate amount thereof  
¥9 per common share of the Company  
Total payment: ¥179,495,838  
(Note) On August 1, 2023, the Company conducted a 2-for-1 share split of its common shares. The interim dividend (¥15 per share) paid to shareholders with the record date of April 30, 2023 is equivalent to ¥7.50 on a dividend per share basis after the aforementioned share split. Including the year-end dividend, the annual dividend for the fiscal year will be ¥16.50 per share.
- (3) Effective date of dividends of surplus  
January 31, 2024

**Proposal No. 2:** Amendment to the Articles of Incorporation

1. Reasons for the proposal

(1) Addition to the purpose of business

The Company proposes to make additions to the purpose of business in Article 2 (Purpose) of the current Articles of Incorporation to clarify the content of business and respond to the expansion and diversification of business going forward in response to the current circumstances of the Company’s business. The amendment to the Articles of Incorporation shall take effect at the conclusion of this meeting.

(2) Change of the location of the head office

As part of the relocation of the head office, carried to prepare for an increase in personnel accompanying business growth as well as to improve the work environment, the Company shall change the location of the head office from Machida-shi, Tokyo to Shibuya-ku, Tokyo in Article 3 (Location of the Head Office) of the current Articles of Incorporation. The amendment to the Articles of Incorporation shall take effect on the date of the change of the location of head office, which is to be determined at the Board of Directors meeting to be held by May 31, 2024.

2. Details of amendment

Details of the amendment are as follows.

(Underlined parts are amended.)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Proposed amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;">Chapter I<br/>General Provisions</p> <p>Article 2. (Purpose)</p> <p style="text-align: center;">(Text omitted)</p> <p>1. – 9. (Text omitted)</p> <p style="text-align: center;">(Newly established)</p> <p><u>10.</u> All businesses that are incidental to those mentioned in the preceding items</p> <p>Article 3. (Location of the Head Office)</p> <p>The head office of the Company shall be located at <u>Machida-shi</u>, Tokyo, Japan.</p> <p>Supplementary Provisions</p> <p style="text-align: center;">(Newly established)</p> | <p style="text-align: center;">Chapter I<br/>General Provisions</p> <p>Article 2. (Purpose)</p> <p style="text-align: center;">(Unchanged)</p> <p>1. – 9. (Unchanged)</p> <p><u>10. Management of stores, etc. through a franchise chain system</u></p> <p><u>11.</u> All businesses that are incidental to those mentioned in the preceding items</p> <p>Article 3. (Location of the Head Office)</p> <p>The head office of the Company shall be located at <u>Shibuya-ku</u>, Tokyo, Japan.</p> <p>Supplementary Provisions</p> <p><u>Article 2.</u></p> <p><u>The amendment to Article 3 (Location of the Head Office) of the Articles of Incorporation shall take effect on the date of the relocation of the head office to be determined at the Board of Directors meeting to be held by May 31, 2024. The provision of this Article shall be deleted after the effective date of said amendment.</u></p> |

**Proposal No. 3:** Election of Seven Directors/Members of Board (Excluding Directors/Members of Board Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors/Members of Board (excluding, however, Directors/Members of Board who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of seven Directors/Members of Board.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Director/Member of Board are eligible.

The candidates for Director/Member of Board are as follows:

| Candidate No. | Name<br>(Date of birth)                                    | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Number of the Company's shares owned |
|---------------|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1             | [Reelection]<br>[Male]<br>Sho Tagawa<br>(November 8, 1982) | Nov. 2001<br>July 2005<br>Jan. 2008<br>Dec. 2009<br><br>Jan. 2010<br>Mar. 2015<br>May 2021<br>Feb. 2023                                                                                                                                                                                                                                                                                                                                                                                                                           | Joined Hiroki Advance, Ltd.<br>Store Manager of Main Store<br>Founded MACHIDA SHOTEN<br>Established MACHIDA SHOTEN K.K.<br>(currently the Company)<br>President & Representative Director of the Company (current position)<br>Established FINAL THREE FEET K.K.<br>President and Representative Director<br>Established SHI-TEN-NOH K.K.<br>President and Representative Director<br>Representative Director of GIFT JAPAN K.K.<br>(currently GIFT INC.) (current position)<br>Chief Director of Development Division of the Company (current position) | 488,000 shares                       |
|               |                                                            | [Significant concurrent positions outside the Company]<br>Representative Director of GROWING INC.<br>Representative Director of GIFT INC.                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                      |
|               |                                                            | [Reasons for nomination as candidate for Director/Member of Board]<br>Sho Tagawa is the founder of the Company, and has a wealth of experience, achievements and insight as a corporate manager. He is qualified to lead the growth and development of the Company, and he is expected to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                      |

| Candidate No. | Name<br>(Date of birth)                                       | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Number of the Company's shares owned |
|---------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 2             | [Reelection]<br>[Male]<br>Tatsuya Sasajima<br>(July 17, 1974) | Dec. 1994<br>Jan. 1996<br>July 1997<br>Aug. 2000<br>Feb. 2005<br><br>Jan. 2006<br><br>Sept. 2008<br>Jan. 2011<br><br>Jan. 2016<br><br>Mar. 2016<br>June 2016<br>Aug. 2021<br><br>Nov. 2022                                                                                                                                                                                                                                                                                                                                                                         | Joined Utopia, Ltd.<br>Joined Ishikawa Shoji, Ltd.<br>Joined Eight Corporation<br>Joined Hiroki Advance, Ltd.<br>Manager of Store Development and Manager Supervising Directly Operated Stores<br>Manager Supervising Franchise Chain Business Division and Manager Supervising Directly Operated Stores<br>Joined Sony Life Insurance Co., Ltd.<br>Joined FINAL THREE FEET K.K. Director<br>Executive Vice President of the Company (current position)<br>Representative Director of FINAL THREE FEET K.K.<br>Director of GIFT USA INC. (current position)<br>Representative Director of SHI-TEN-NOH K.K.<br>Chief Director of Produced Store Business Division of GIFT JAPAN K.K. (currently GIFT INC.) (current position)<br>Director of GIFT SOUTHEAST ASIA (THAILAND) CO.,LTD (current position) | 1,252,000 shares                     |
|               |                                                               | [Significant concurrent positions outside the Company]<br>Director of GIFT USA INC.<br>Director of GIFT SOUTHEAST ASIA (THAILAND) CO.,LTD                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                      |
|               |                                                               | [Reasons for nomination as candidate for Director/Member of Board]<br>Tatsuya Sasajima has been involved in the produced store business and overseas business of the Company for many years, and has a wealth of experience and extensive insight in these areas. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                      |

| Candidate No. | Name<br>(Date of birth)                                       | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                               | Number of the Company's shares owned |
|---------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 3             | [Reelection]<br>[Male]<br>Seiji Fujii<br>(September 22, 1980) | Apr. 2001                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Joined Daido-Kigyo Co., Ltd.                                                                                                                  | 100,060 shares                       |
|               |                                                               | Apr. 2005                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Joined Ryowa Co., Ltd.                                                                                                                        |                                      |
|               |                                                               | Sept. 2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Joined MACHIDA SHOTEN K.K. (currently the Company)                                                                                            |                                      |
|               |                                                               | Jan. 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Store Manager of Tsunashima Shoten of the Company                                                                                             |                                      |
|               |                                                               | Jan. 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Director/Member of Board                                                                                                                      |                                      |
|               |                                                               | Jan. 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Director                                                                                                                     |                                      |
|               |                                                               | Mar. 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Director of SHI-TEN-NOH K.K.                                                                                                                  |                                      |
|               |                                                               | June 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Director and Chief Director of Company-owned store Business Division of the Company                                          |                                      |
|               |                                                               | Aug. 2019                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Representative Director of Ramen TENKA K.K. (current position)                                                                                |                                      |
|               |                                                               | Apr. 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Representative Director of Amazing K.K. (current position)                                                                                    |                                      |
|               |                                                               | Aug. 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Director and Chief Director of Business Support Division of the Company                                                      |                                      |
|               |                                                               | Nov. 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Senior Executive Director and Chief Director of Company-owned store Operation Division of the Company (current position)                      |                                      |
|               |                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Chief Director of Directly Operated Store Business Department and Chief Director of Overseas Sales Department of GIFT INC. (current position) |                                      |
|               |                                                               | Feb. 2023                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Representative Director of Craft K.K. (current position)                                                                                      |                                      |
|               |                                                               | [Significant concurrent positions outside the Company]<br>Representative Director of Ramen TENKA K.K.<br>Representative Director of Amazing K.K.<br>Representative Director of Craft K.K.                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                               |                                      |
|               |                                                               | [Reasons for nomination as candidate for Director/Member of Board]<br>Seiji Fujii has been involved in the Company-owned store business of the Company for many years, and has a wealth of experience and extensive insight in this area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board. |                                                                                                                                               |                                      |

| Candidate No. | Name<br>(Date of birth)                                         | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                    | Number of the Company's shares owned |
|---------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 4             | [Reelection]<br>[Male]<br>Norihiko Suehiro<br>(October 4, 1960) | Apr. 1984                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined Seiko Instruments & Electronics Ltd. (currently Seiko Instruments Inc.)                                                                     | 184,222 shares                       |
|               |                                                                 | Oct. 1993                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined KYOWA ENGINEERING CONSULTANTS Co., Ltd.<br>Executive Officer and Chief Director of Business Management Office                               |                                      |
|               |                                                                 | June 2003                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined FINE DEVICE CO., LTD<br>Director and CFO                                                                                                    |                                      |
|               |                                                                 | Oct. 2005                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined Nippon Manufacturing Service Corporation (currently nms Holdings Corporation)<br>Managing Director and Chief Director of Corporate Division |                                      |
|               |                                                                 | Aug. 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined Jibannet Holdings Co., Ltd.<br>CFO, Executive Officer and Chief Director of Administration Division                                         |                                      |
|               |                                                                 | Jan. 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Joined the Company<br>Chief Director, Administration Division                                                                                      |                                      |
|               |                                                                 | Sept. 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Director/Member of Board and Chief Director, Administration Division                                                                               |                                      |
|               |                                                                 | Feb. 2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Executive Director and Chief Director, Administration Division (current position)                                                                  |                                      |
|               |                                                                 | June 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Representative Director of GIFT DIVERSITY SOLUTION INC. (current position)                                                                         |                                      |
|               |                                                                 | [Significant concurrent positions outside the Company]<br>Representative Director of GIFT DIVERSITY SOLUTION INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                    |                                      |
|               |                                                                 | [Reasons for nomination as candidate for Director/Member of Board]<br>Norihiko Suehiro has overseen the Accounting and Finance Department and the Human Resources and General Affairs Department of the Company, and has a wealth of experience and extensive insight in the finance area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board. |                                                                                                                                                    |                                      |



| Candidate No. | Name<br>(Date of birth)                                          | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of the Company's shares owned |
|---------------|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 5             | [Reelection]<br>[Male]<br>Masanori Enoki<br>(September 10, 1981) | Dec. 2005<br>Apr. 2010<br>Mar. 2013<br>Oct. 2013<br>Apr. 2016<br>Jan. 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)<br>Registered as certified public accountant<br>Partner of Hinode Audit Corporation (currently Keyaki Audit Corporation)<br>Established NIHONBASHI ACCOUNTING CONSULTING FIRM, Partner<br>Joined the Company<br>Chief Director of Corporate Planning Department and Chief Director of Accounting Department, Administration Division<br>Director/Member of Board and Chief Director of Corporate Planning Office (current position)                                                                                                                                            | 63,564 shares                        |
|               |                                                                  | [Reasons for nomination as candidate for Director/Member of Board]<br>Masanori Enoki has overseen the Corporate Planning Department of the Company, and has expert knowledge, experience, etc. gained as a certified public accountant. He is expected to utilize this knowledge and experience to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                      |
| 6             | [Reelection]<br>[Male]<br>Mitsuo Terada<br>(August 19, 1971)     | Apr. 1990<br>Dec. 1990<br>June 2009<br>Dec. 2018<br>Jan. 2019<br>Apr. 2019<br>Aug. 2019<br>Nov. 2020<br>July 2022<br>Feb. 2023                                                                                                                                                                                                                                                                                                                                                                                                             | Joined HOTEL PACIFIC TOKYO, Ltd.<br>Joined ARIAKEJAPAN Co., Ltd.<br>Chief Director of Development Division<br>Joined the Company<br>Chief Director of Development Division<br>Director/Member of Board<br>Director/Member of Board and Chief Director of Product Development Division<br>Representative Director of KIK FOODS K.K. (currently GIFT FOODS MATERIAL K.K.) (current position)<br>Director/Member of Board and Chief Director of Product Division of the Company<br>Director/Member of Board and Chief Director of Product Development Division<br>Director/Member of Board and Chief Director of Manufacturing Division (current position) | 4,338 shares                         |
|               |                                                                  | [Significant concurrent positions outside the Company]<br>Representative Director of GIFT FOODS MATERIAL K.K.                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                      |
|               |                                                                  | [Reasons for nomination as candidate for Director/Member of Board]<br>Mitsuo Terada has overseen the Manufacturing Department of the Company, and has a wealth of experience and extensive insight in this area. He is expected to utilize this experience and insight to adequately fulfill his role as a Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for Director/Member of Board.                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                      |

| Candidate No. | Name<br>(Date of birth)                                                                   | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of the Company's shares owned |
|---------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 7             | [Reelection]<br>[Outside]<br>[Independent]<br>[Male]<br>Toshiyuki Hara<br>(July 13, 1958) | Apr. 1984<br>Feb. 1999<br>June 1999<br>Oct. 2002<br>June 2009<br>July 2017<br>Oct. 2019<br>Jan. 2023                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Joined Prima Meat Packers, Ltd.<br>Joined Zensho Co., Ltd. (currently Zensho Holdings Co., Ltd.)<br>Director and Chief Director of Product Department<br>Director and Chief Director of Group MD Division<br>Managing Executive Director<br>President and Representative Director of Meisui Bijin Factory Co., Ltd.<br>Advisor to WATAMI CO., LTD. (current position)<br>Outside Director/Member of Board of the Company (current position) | 80,000 shares                        |
|               |                                                                                           | [Significant concurrent positions outside the Company]<br>Advisor to WATAMI CO., LTD.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |
|               |                                                                                           | [Reasons for nomination as candidate for outside Director/Member of Board and overview of expected roles]<br>Toshiyuki Hara has a proven track record as an executive manager in several companies and a wealth of experience and extensive insight in the areas of product development, commercial logistics, and manufacturing. He is expected to utilize this experience and insight to adequately fulfill his role as an outside Director/Member of Board in decisions on important matters and supervision of business execution of the Company. Therefore, the Company has nominated him as a candidate for outside Director/Member of Board. |                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Toshiyuki Hara is a candidate for outside Director/Member of Board.
  3. Toshiyuki Hara is currently an outside Director/Member of Board of the Company, and at the conclusion of this meeting, his tenure will have been one year.
  4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Toshiyuki Hara to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under said agreement shall be the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, and if his reelection is approved, the Company intends to continue said agreement.
  5. The Company has submitted notification to the Tokyo Stock Exchange that Toshiyuki Hara has been designated as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his designation as an independent officer to continue.
  6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The content of the policy is summarized in the Business Report (available in Japanese only). If the election of each of the candidates for Director/Member of Board is approved at this meeting, they will continue to be included in the policy as the insureds. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

**Reference Skill Matrix of the Board of Directors After the General Meeting of Shareholders (Planned)**

In the event that all of the candidates listed in this notice are elected as originally proposed, the skill matrix of the Board of Directors will be as shown below.

| Name                             | Sho Tagawa                                                         | Tatsuya Sasajima                     | Seiji Fujii                               | Norihiko Suehiro                        | Masanori Enoki                              | Mitsuo Terada                            | Toshiyuki Hara           | Yuka Katsuki                                                              | Yukinori Hanafusa                                                         | Yoshio Fuse                                                               |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------|-------------------------------------------|-----------------------------------------|---------------------------------------------|------------------------------------------|--------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Attribute                        | Inside                                                             | Inside                               | Inside                                    | Inside                                  | Inside                                      | Inside                                   | Independent Outside      | Independent Outside                                                       | Independent Outside                                                       | Independent Outside                                                       |
| Gender                           | Male                                                               | Male                                 | Male                                      | Male                                    | Male                                        | Male                                     | Male                     | Female                                                                    | Male                                                                      | Male                                                                      |
| Title/Status                     | President & Representative Director                                | Executive Vice President             | Senior Executive Director                 | Executive Director                      | Director/Member of Board                    | Director/Member of Board                 | Director/Member of Board | Director/Member of Board who is an Audit and Supervisory Committee Member | Director/Member of Board who is an Audit and Supervisory Committee Member | Director/Member of Board who is an Audit and Supervisory Committee Member |
| Principal area of responsibility | In charge of management                                            | In charge of produced store business | In charge of Company-owned store business | Chief Director, Administration Division | Chief Director of Corporate Planning Office | Chief Director of Manufacturing Division | -                        | Audit and Supervisory Committee Member                                    | Specified Audit and Supervisory Committee Member                          | Audit and Supervisory Committee Member                                    |
|                                  | GIFT INC. Member of Nomination and Remuneration Advisory Committee | GIFT USA INC.                        | Ramen TENKA K.K.                          | GIFT DIVERSITY SOLUTION INC.            | -                                           | GIFT FOODS MATERIAL K.K.                 | -                        | Member of Nomination and Remuneration Advisory Committee                  | Member of Nomination and Remuneration Advisory Committee                  | Member of Nomination and Remuneration Advisory Committee                  |
| General fields                   | Corporate management                                               | ○                                    | ○                                         | ○                                       | ○                                           | ○                                        | ○                        | ○                                                                         | ○                                                                         | ○                                                                         |
|                                  | Finance/Accounting                                                 |                                      |                                           |                                         | ○                                           | ○                                        |                          | ○                                                                         | ○                                                                         | ○                                                                         |
|                                  | Legal/Governance                                                   |                                      |                                           |                                         | ○                                           | ○                                        |                          | ○                                                                         | ○                                                                         | ○                                                                         |
|                                  | HR/Labor                                                           |                                      |                                           | ○                                       | ○                                           |                                          |                          | ○                                                                         |                                                                           | ○                                                                         |
|                                  | MA/Monetary/IR                                                     | ○                                    |                                           |                                         | ○                                           | ○                                        |                          | ○                                                                         | ○                                                                         |                                                                           |
|                                  | Global                                                             |                                      | ○                                         |                                         | ○                                           | ○                                        |                          | ○                                                                         |                                                                           |                                                                           |
|                                  | IT/DX                                                              |                                      |                                           |                                         |                                             | ○                                        |                          |                                                                           | ○                                                                         |                                                                           |
|                                  | ESG                                                                |                                      |                                           |                                         | ○                                           | ○                                        | ○                        |                                                                           | ○                                                                         | ○                                                                         |
| Business fields                  | Product development/Business type development                      | ○                                    | ○                                         | ○                                       |                                             |                                          | ○                        | ○                                                                         |                                                                           | ○                                                                         |
|                                  | Location development                                               | ○                                    | ○                                         | ○                                       |                                             |                                          |                          |                                                                           |                                                                           |                                                                           |
|                                  | Store operation                                                    | ○                                    | ○                                         | ○                                       |                                             |                                          | ○                        | ○                                                                         |                                                                           | ○                                                                         |
|                                  | Manufacturing/Quality control                                      |                                      |                                           |                                         |                                             |                                          | ○                        | ○                                                                         |                                                                           |                                                                           |