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Securities code: 4449

March 11, 2025

(Start date of measures for electronic provision: March 5, 2025)

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 15th 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 15th Ordinary General Meeting of Shareholders of giftee Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically. Matters to be provided electronically (available in Japanese only) are posted in the “Notice of the 15th Ordinary General Meeting of Shareholders” and the “15th Ordinary General Meeting of Shareholders: Other Matters Subject to Electronic Provision Measures (Matters Excluded from Paper-Based Documents Delivered Upon Request)” on the following websites on the internet.

The Company’s website

<https://en.giftee.co.jp/ir/stock/info/shareholdermeeting>

In addition to the above, information is also posted on the following website on the internet.

Tokyo Stock Exchange service website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please go to the above website, enter either the Company’s name or securities code and click on the Search button, and select “Basic information,” followed by “Documents for public inspection/PR information” in order to view the information provided.

If you are not attending the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically, 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., Wednesday, March 26, 2025 (Japan time).

You can observe the meeting through the live stream. For details, please refer to the “Guidance for the Livestream Video for Shareholders and Questions in Advance” (available only in Japanese).

- 1. Date and Time:** Thursday, March 27, 2025 at 1:00 p.m. Japan time
(The reception starts at 12:30 p.m. Japan time)
- 2. Place:** Conference Room, 3rd Floor, Tower Building, Shinagawa Season Terrace
1-2-70 Konan, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 15th Fiscal Year (January 1, 2024 - December 31, 2024) 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 15th Fiscal Year (January 1, 2024 - December 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Directors

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- Please submit your Voting Rights Exercise Form at the reception desk when attending the meeting.
- In the event that there is no indication of approval or disapproval for a particular proposal on the Voting Rights Exercise Form, this shall be deemed as a vote of approval for the proposal.
- Following the amendment of the Companies Act, the Company has adopted measures for electronic provision, where shareholders access "Shareholders Meeting" in "IR Information" on the Company's website or the Tokyo Stock Exchange website to find matters to be provided electronically. The Company has therefore sent a document containing the URLs of the websites where matters to be provided electronically are posted and other relevant information to shareholders who have not requested paper-based documents.
- The Company sends documents containing matters to be provided electronically to shareholders who have requested paper-based documents. The following matters, however, are excluded from the documents sent, pursuant to laws and regulations and the provision of Article 14 of the Company's Articles of Incorporation:
- (1) "Matters Regarding the Company's Share Acquisition Rights," "Matters Regarding Accounting Auditors," and "Structure and Policy of the Company" in the Business Report
 - (2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements in the documents sent therefore constitute a part of the documents audited by the Accounting Auditor for the preparation of the accounting audit report and by the Board of Auditors for the preparation of the audit report.
- In the event of any revision to the matters to be provided electronically, the revision will be announced on each of the designated websites that have posted the pertinent information.

Notice of Live Streaming of the General Meeting of Shareholders and Acceptance of Questions in Advance

The Company will conduct a live streaming of the General Meeting of Shareholders for shareholders who are unable to attend the meeting on-site so that the shareholders can view the meeting from the comfort of their homes.

1. Date and Time

Thursday, March 27, 2025, from 1:00 p.m. Japan time



2. How to Access

Access to <https://web.sharelv.app/login/siftee20250327>

After accessing the above site, the authentication window will be displayed.

Please enter the information below to access the site.

<Shareholder number, postal code, number of shares held>

3. How to submit questions in advance

Please access and log in according to "2. How to Access" and click the "Question" button at the bottom of the video distribution screen.

[Submitting Period] From Tuesday, March 11, 2025, to Wednesday, March 26, 2025, at 6:30 p.m. Japan time

If you have any questions about the live streaming, please refer to the following FAQ site.

<https://sharelv.zendesk.com/hc/ja/sections/360009585533> (Japanese only)

Notes

- The live streaming will be available only in Japanese and is for viewing only.
- Please note that we may not be able to answer all questions received in advance.
- Please note that we will not be able to support connection problems, delays, or audio problems due to issues with the viewer's environment or other reasons.
- The shareholder will bear the internet fees for viewing the meeting.
- It is prohibited to provide video or audio data to a third party, show it publicly, reprint or reproduce it, or tell a third party how to log in to the site.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers returning profits to shareholders as an important issue in management. In its formative years, the Company achieved steady growth by making investments to expand the business while enhancing internal reserves. As a result, net sales and profits have increased significantly since listing. With the achievement of a net sales CAGR of as high as approximately 40%, the Company has transitioned to a phase where it yields stable profits.

Given the foundation for business growth described above, the Company has judged that it is ready to provide stable and continuous returns to shareholders while continuing to make investments for growth. The Company has therefore decided to pay out dividends for the first time.

The basic policy for dividend payment is to pay out progressive dividends with an eye on a payout ratio of 30%*, as well as to aim to increase dividends in accordance with profit growth.

Based on the above policy, the Company proposes to pay out the first year-end dividend as follows.

- (1) Type of dividend property
Cash
- (2) Matters concerning allocation of dividend property to shareholders and total amount thereof
10 yen per common share of the Company
Total amount of dividends: 296,364,020 yen
- (3) Effective date of distribution of dividends of surplus
March 28, 2025

*Dividend payout ratio is calculated based on not only profit attributable to owners of parent but also Non-GAAP net profit adjusted for impairment losses and other temporary profits and losses.

Proposal 2: Election of Seven (7) Directors

The terms of office for all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	(Reappointment) Mutsumi Ota (December 29, 1984)	August 2007	Joined Accenture Technology Solutions Ltd (current Accenture Japan Ltd)	5,212,200
		August 2010	Established the Company and became Representative Director and CEO (current position)	
		September 2018	Representative Director, GIFTEE MALAYSIA SDN. BHD. (current position)	
		March 2021	Director, SOW EXPERIENCE Inc. (current position)	
		May 2021	Chairman, Giftee Mekong Company Ltd. (current position)	
		June 2022	President Director, PT giftee International Indonesia (current position)	
		November 2024	Director, YouGotaGift.com Ltd.(current position)	
		[Reasons for nomination as candidate for director and expected roles] Mr. Mutsumi Ota has taken the lead in the management of the Company as Representative Director and CEO since its establishment in 2010, and contributed to the sustainable growth and corporate value enhancement of the Company. He has demonstrated outstanding leadership as a founding executive and led the expansion of the business and the strengthening of the business base. The Company proposes to reappoint him as an internal director, expecting that he will continue to contribute to the further growth of the Group and the enhancement of its corporate value.		
2	(Reappointment) Tatsuya Suzuki (July 24, 1985)	April 2008	Joined Inspire Corporation	1,389,200
		May 2011	Director, WACUL, INC.	
		April 2013	Director and COO, the Company	
		March 2020	Representative Director and COO, the Company (current position)	
		March 2021	Director, SOW EXPERIENCE Inc.	
		October 2022	Director, paintory Inc. (current position)	
		February 2023	Director, Brewtope Inc. (former meuron Inc.)	
		[Reasons for nomination as candidate for director and expected roles] Mr. Tatsuya Suzuki has taken the lead in the management of the Company since his appointment in 2013, as Director and COO, and as Representative Director (co-Representative) since 2020, and contributed to the sustainable growth and corporate value enhancement of the Company. Taking advantage of extensive experience and outstanding insight concerning new business development and management strategy, he has led the creation of new businesses and M&A and drove forward the expansion of the business and the strengthening of the business base. The Company proposes to reappoint him as an internal director, expecting that he will continue to contribute to the further growth of the Group and the enhancement of its corporate value.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	(Reappointment) Fumitaka Yanase (September 11, 1980)	August 2007	Joined Accenture Technology Solutions Ltd (current Accenture Japan Ltd)	1,358,200
		March 2011	Director and CTO, the Company (current position)	
		June 2023	CEO, GIFTEE TECH VIETNAM COMPANY LIMITED (current position)	
	[Reasons for nomination as candidate for director and expected roles] Mr. Fumitaka Yanase has taken the lead in product development, as well as driven forward the construction of development systems and the maintenance and strengthening of security systems, since the Company's foundation in 2010 as Director and CTO, and contributed to the sustainable growth and corporate value enhancement of the Company. He has taken charge of formulating and implementing technical strategies, as well as establishing the structure for such initiatives, and enabled the Company to enhance its technical competitiveness. The Company proposes to reappoint him as an internal director, expecting that he will continue to contribute to the further growth of the Group and the enhancement of its corporate value.			
4	(Reappointment) Yoshikazu Fujita (May 10, 1986)	April 2009	Joined Nomura Securities Co., Ltd.	507,200
		August 2013	Joined ORIX Corporation	
		February 2017	Director and CFO, the Company (current position)	
		October 2022	Director, paintory Inc. (current position)	
		October 2024	Director, Brewtope Inc. (former meuron Inc.) (current position)	
	[Reasons for nomination as candidate for director and expected roles] Mr. Yoshikazu Fujita has spearheaded the formulation of capital policy and the strengthening of a corporate structure in line with corporate growth, and has supported the sustainable growth of the Company since his appointment in 2017 as Director and CFO. He has taken charge of formulating and implementing financial strategies, and contributed to the enhancement of capital efficiency and the strengthening of the financial base. The Company proposes to reappoint him as an internal director, expecting that he will continue to contribute to the further growth of the Group and the enhancement of its corporate value by taking advantage of extensive experience and insight concerning finance, investment, financial strategy, and governance.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	(Reappointment/ External) Kenichiro Senoh (January 1, 1954)	<p>April 1976 Joined Fuji Photo Film Co., Ltd. (current FUJIFILM Corporation)</p> <p>December 1999 Representative Director and Vice Chairman, Keio Academic Enterprise Co., Ltd.</p> <p>April 2001 Professor, Graduate School of Media and Governance, Keio University Member of Policy Evaluation Advisory Committee, National Police Agency</p> <p>April 2004 Director & CEO, The Industry-Academia Collaboration Initiative Nonprofit Organization (current position)</p> <p>April 2006 Project Professor, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>June 2007 Chairperson, Intellectual Property Strategy Headquarters Special Research Committee of the Cabinet</p> <p>July 2007 Director, Area Works Co., Ltd. (current position)</p> <p>April 2007 Visiting Professor, Graduate School of Commerce and Management (MBA Program), Hitotsubashi University</p> <p>August 2009 Chairperson, CIEC (Community for Innovation of Education and learning through Computers and communication networks)</p> <p>April 2011 Member of Agriculture, Forestry and Fisheries Research Council, Ministry of Agriculture, Forestry and Fisheries</p> <p>June 2012 Independent Outside Director, and Advisory Board member, TEIJIN LIMITED</p> <p>November 2014 Vice-chairperson, Japan Society for Research Policy and Innovation Management</p> <p>March 2017 Outside Director, Mitsubishi Pencil Co., Ltd.</p> <p>February 2019 External Director, the Company (current position)</p>	5,800
<p>[Reasons for nomination as candidate for external director and expected roles]</p> <p>Mr. Kenichiro Senoh has extensive knowledge in the fields of industry-academia collaboration, intellectual property strategy, and business model establishment. In addition to his contribution to the academia, he has experience in various areas, including serving as a member of government bodies. The Company proposes to reappoint him as an external director, expecting that he will take advantage of such knowledge and supervise and give advice on business execution and the decisions on important management issues from an objective and multi-faceted perspective. If he is elected, he will chair the Nomination Committee and the Compensation Committee, engaging from an objective and neutral standpoint. He will have served as an external director for six (6) years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	(Reappointment/ External) Shin Nakajima (May 9, 1979)	<p>April 2002 Joined PwC Consulting Co., Ltd. (current IBM Japan)</p> <p>September 2005 Joined Accenture Japan Ltd</p> <p>May 2009 Joined DeNA Co., Ltd.</p> <p>April 2013 Joined Livesense Inc.</p> <p>March 2014 Director, Livesense Inc.</p> <p>December 2015 External Director, waja inc.</p> <p>May 2017 Director, soeasy inc.</p> <p>March 2018 Director, Exodus Inc.</p> <p>External Auditor, the Company</p> <p>Director, CAMPFIRE, Inc.</p> <p>September 2018 External Director, waja inc.</p> <p>April 2019 Representative Director, big inc.</p> <p>March 2020 External Director, the Company (current position)</p> <p>September 2020 Director, three treasures Inc (current position)</p> <p>October 2020 External Director, STiLy Inc. (current position)</p> <p>January 2021 Director, good morning inc.</p> <p>March 2021 Director, CAMPFIRE Startups, Inc.</p> <p>July 2021 Director, CAMPFIRE SOCIAL BANK, Inc.</p> <p>December 2021 Director, CAMPFIRE SOCIAL CAPITAL, Inc.</p> <p>May 2022 External Director, Inspire High, Inc. (current position)</p> <p>November 2024 Representative Director, CAMPFIRE, Inc. (current position)</p>	1,200
<p>[Reasons for nomination as candidate for external director and expected roles]</p> <p>Mr. Shin Nakajima has diverse experience in the fields of capital policy and finance, in addition to business development, management strategy formulation, and organizational operation, and a high level of insight based on such experience. The Company proposes to reappoint him as an external director, expecting that he will take advantage of such knowledge and supervise and give advice on business execution and the decisions on important management issues. If he is elected, he will be a member of the Nomination Committee and the Compensation Committee, engaging from an objective and neutral standpoint. He will have served as an external director for five (5) years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	(Reappointment/ External) Miwako Iyoku (October 11, 1964)	<p>April 1987 Joined Nippon Telegraph and Telephone Corporation (“NTT”)</p> <p>July 1999 Joined NTT Communications Corporation (company split-up)</p> <p>September 2003 Joined Nippon Telegraph and Telephone Corporation (Holding Company)</p> <p>June 2010 External Director, PDC Co., LTD.</p> <p>July 2012 Joined NTT DOCOMO, Inc.</p> <p>August 2015 President and Representative Director, DOCOMO gacco, Inc.</p> <p>July 2017 Representative Director and Executive Vice President, Tower Records Japan Inc.</p> <p>January 2020 Joined TEPCO Ventures, Inc.</p> <p>Director, TEPCO Life Service, inc.</p> <p>June 2020 External Director, TOMY COMPANY, LTD. (current position)</p> <p>External Director, Yamano Holdings Corporation</p> <p>December 2020 External Director, GAKKEN HOLDINGS CO., LTD. (current position)</p> <p>February 2022 Representative Director, Yokogushist, (current position)</p> <p>March 2022 External Director, the Company (current position)</p> <p>August 2023 External Director, Bewith, Inc. (current position)</p>	3,600
<p>[Reasons for nomination as candidate for external director and expected roles]</p> <p>Ms. Miwako Iyoku has started many new businesses at business corporations as an in-house entrepreneur, and has extensive experience and track record as a corporate manager of group companies. The Company proposes to reappoint her as an external director, expecting that she will take advantage of such knowledge and supervise and give advice on business execution and the decisions on important management issues. If she is elected, she will be a member of the Nomination Committee and the Compensation Committee, engaging from an objective and neutral standpoint. She will have served as an external director for three (3) years at the conclusion of this Ordinary General Meeting of Shareholders.</p>			

- Notes:
1. If this proposal is approved as originally proposed, the proportion of women in the Board of Directors will be 14.3% (one out of seven directors).
 2. There are no special interests between each candidate and the Company.
 3. The Company has registered Mr. Kenichiro Senoh, Mr. Shin Nakajima, and Ms. Miwako Iyoku as independent directors pursuant to the rules of the Tokyo Stock Exchange. If this proposal is approved as originally proposed, the Company will continue their registration as independent directors.
 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kenichiro Senoh, Mr. Shin Nakajima, and Ms. Miwako Iyoku to limit their 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. If this proposal is approved as originally proposed, the Company will continue the said agreement with them.
 5. 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. If each candidate is elected and assumes office as director, they 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	○	○	●	●		●	●		●		●
Daizo Kugi (July 4, 1964)	External Auditor			●	●		●	●	●	●	●	
Yoshihiro Akimoto (December 30, 1972)	External Auditor										●	
Kazuhiro Ueno (March 8, 1977)	External Auditor			●					●			