

Company Name GIFT HOLDINGS INC.

Representative Name Sho Tagawa, President and Representative Director

(Stock code: 9279, Tokyo Stock Exchange Prime Market)

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Notice of Stock Split, Partial Amendments to Articles of Incorporation, and Revision of Dividend Forecast

GIFT HOLDINGS INC. ("the Company") hereby announces that its Board of Directors has resolved at a meeting held on June 14, 2023 to carry out a stock split, partially amend the Company's Articles of Incorporation, and revise the dividend forecast as follows.

1. Stock split

(1) Purpose of the stock split

By conducting a stock split and lowering the amount per unit of investment, the Company aims to create a more facilitative investment environment for investors, to improve the liquidity of the Company's stock, and to further expand its investor base.

(2) Overview of the stock split

(i) Method of split

With July 31, 2023 as the date of record, the common stock held by shareholders listed or shareholders of record in the final shareholder list as of that date will be split at a ratio of two shares to one.

(ii) Number of shares to be increased by the split

Total number of issued shares before the stock split: 9,972,292 shares

Number of shares to be increased by the split: 9,972,292 shares

Total number of issued shares after the stock split: 19,944,584 shares

Total number of authorized shares after the stock split: 64,000,000 shares

(Note) The above total numbers of issued shares and the number of shares to be increased may be subject to change.

(iii) Date of the split

Date of public notice of record: July 14, 2023

Date of record: July 31, 2023 Effective date: August 1, 2023

(3) Change in the amount of capital stock

There will be no change in the amount of capital stock in this stock split.

(4) Adjustment of exercise price for stock acquisition rights

In connection with the stock split, the exercise price per share for stock acquisition rights issued by the Company will be adjusted as follows, effective August 1, 2023.

Name of stock acquisition rights	Exercise price before adjustment	Exercise price after adjustment	
First series of	13 yen	7 yen	
stock acquisition rights			
Second series of	51 yen	26 yen	
stock acquisition rights			
Third series of	255 yen	128 yen	
stock acquisition rights			

2. Partial amendment to the Articles of Incorporation

(1) Reason for amendment

In conjunction with the above stock split, the total number of authorized shares as stipulated in Article 6 of the Company's Articles of Incorporation will be changed as of August 1, 2023, pursuant to Article 184, Paragraph 2 of the Companies Act.

(2) Details of amendment (underlined parts indicate changes)

Pre-amendment Articles of Incorporation	Post-amendment Articles of Incorporation	
Article 6 The total number of shares authorized to	Article 6 The total number of shares authorized to	
be issued by the Company shall be <u>32,000,000</u> .	be issued by the Company shall be <u>64,000,000</u> .	

(3) Schedule

Date of resolution of Board of Directors: June 14,2023

Effective date of amendment: August 1, 2023

3. Revision of dividend forecast

In conjunction with the above stock split, the forecasted dividend amount stated in "Summary of Consolidated Financial Results for the Year Ended October 31, 2022 (Based on Japanese GAAP)" released on December 15, 2022 has been revised as follows.

Since the revision of the dividend forecast is due to the stock split, there will be no substantive change in the dividend amount forecasted per share before the stock split.

	Annual dividends per share (yen)		
	2nd quarter-end	Fiscal year-end	Total cash dividends
Previous forecast (Note 1)	15.00	15.00	30.00
(December 15, 2022)			
Revised forecast		7.50	(Note 2)
(Converted to before	-		- (Note 3)
stock split)		(15.00)	(30.00)
Dividends paid in the	15.00 (N. 4. 2)		
current fiscal year	15.00 (Note 2)		
Dividends paid in the			
previous fiscal year	12.00	15.00	27.00
FYE Oct. 31, 2022			

(Notes) 1. This amount is the dividend per share before the stock split.

- 2. The interim dividend at the end of the second quarter of the fiscal year ending October 31, 2023 is based on the number of shares before the stock split and has not been revised from the previous forecast.
- 3. The forecast for total cash dividends per share is not shown because it cannot be simply calculated due to the stock split implementation.