July 3, 2026

Company name: World Co., Ltd.
Representative: Nobuteru Suzuki
Representative Director of the Board, President and Executive Officer
(Securities code: 3612; Prime Market of TSE)
Contact: Keiichi Nakabayashi
Member of the Board, Executive Vice President and Executive Officer
(Phone: +81-3-6887-1300)

Notice Concerning Disposal of Treasury Stock as Incentives Through Shares with Restriction on Transfer to the Employee Stock Ownership Plan

World Co., Ltd. (the “Company”) would like to inform you that the Company resolved, at the meeting of the Board of Directors held today, to dispose of the treasury stock as shares with restriction on transfer (hereafter referred to as the “Disposal of Treasury Stock” or as the “Disposal”) as mentioned below scheduled to be allocated to the World Group Employee Stock Ownership Plan (hereafter referred to as the “ESOP”), in accordance with the provisions of the “The Incentive System of Shares with Restriction on Transfer for the Employee Stock Ownership Plan” whose introduction was resolved at the meeting of Board of Directors held on April 3, 2026 (hereafter referred to as the “System”).

Details of the Disposal

1. Summary of the Disposal

(1)	Date appointed for the Disposal	August 18, 2026
(2)	Kind and number of shares to be disposed of	34,653 shares of the Company’s common stock (Note)
(3)	Price at which the share will be disposed of	1,585 yen per share
(4)	Total value of Disposal	54,925,005 yen (Note)
(5)	Method of the Disposal (the party to which the shares are scheduled to be allocated)	On condition that the ESOP makes application for subscription to the shares, the shares in the number the ESOP determines within the scope of the number of shares to be disposed of mentioned in section (2) above will be allocated to the ESOP following the method of third-party allocation (the number of shares allocated in this manner will be the number of shares to be disposed of) (34,653 shares, World Group Employee Stock Ownership Plan) Note that application by each eligible employee (to be defined below) for a part of the shares to be granted will not be accepted.

(Note): The “Number of shares to be disposed of” and “Total value of Disposal” have been calculated assuming that the grant will be carried out as the shares with restriction on transfer to the 116 members, the maximum number of those who may be covered by the System, that is, the number of the members ranked as General Manager or above among employees of the Company and its subsidiaries. The actual number of shares to be disposed of and the total value of disposal will be finalized based on the number of the members of the Company and its subsidiaries ranking General Manager or above who agree to the System (hereafter referred to the “Eligible Employees”) (116 members at the maximum) and the number of shares to be granted per person provided for by the Company in accordance with the business ranks (Rank A: 2,524 shares for four members at maximum; Rank B: 884 shares for two members at maximum; Rank C: 23,068 shares for 73 members at maximum; Rank D: 8,177 shares for 37 embers at maximum), after completion of promotive activities for non-participating people encouraging participation and confirmation of agreement to the System by the members of the ESOP. More specifically, as described in section (5) above, the number of shares to be subscribed to fixed by the ESOP will be the "Number of Shares to be Disposed of" and the product of the per-share price at which the shares are disposed of multiplied by such number of shares will be the "Total Value of Disposal."

2. Purposes and reasons for the Disposal

The Company resolved, at the meeting of the Board of Directors held on April 3, 2026, to introduce the System as a measure to further improve the welfare of the eligible employees from among the employees of the Company or its subsidiaries participating in the ESOP, by creating opportunities for them to acquire the common shares which the Company issues or disposes of as shares with restriction on transfer through the ESOP to assist their asset formation and, in addition, to give the eligible employees incentives that lead to continuous increase of the Company's corporate value as well as for the eligible employees to further promote sharing of value with the shareholders of the Company. The disposal of the treasury stock this time will be carried out based on the System.

The summary, etc. of the System is described below.

[Summary of the System, etc.]

In the System, the Company and its subsidiaries grant the eligible employees a monetary credit as special incentive for granting in a form of shares with restriction on transfer (such credit will hereafter be referred to as the "Special Incentive"), and the eligible employees will contribute the Special Incentive to the ESOP. The ESOP, subsequently, will receive the issuance or disposal of the Company's common shares in a form of the stock with restriction on transfer by making investment in kind, for the Company, of the Special Incentive the eligible employees have contributed.

In case where the Company's common shares are newly issued or disposed of under the System, the amount to be paid per common share will be determined by the Board of Directors on the basis of the closing price of the Company's common share on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution by the Board of Directors concerning such issuance or disposal (if no transaction is made on such a date, the closing price on the day prior to it and nearest to the day on which transaction is carried out), within a range which is not particularly favorable to the ESOP (or, consequently, to the eligible employees).

The Company and the ESOP will, on the occasion of issuance or disposal of the Company's common shares under the System, will conclude an agreement for the allocation of shares with restriction on transfer, which includes the provisions for [1] prohibition of disposal of the allocated shares in such a manner as transfer to a third party and creation of security interest, for a certain period, (hereafter referred to as the "Restriction on Transfer"), and [2] the Company's gratuitous acquisition of the allocated shares in case where certain reasons arise. Granting of the Special Incentive to the eligible employees will be carried out on condition that an agreement for the allocation of shares with restriction on transfer is concluded between the Company and the ESOP.

A restriction is imposed on the eligible employees on the withdrawal of the member's equity held by the eligible employee in relation of the shares with restriction on transfer which such employees will hold corresponding to the monetary credit they have contributed to the ESOP (hereafter referred to as "Equity with Restriction on Transfer" or the "RS Equity") for the period up to the lifting of the restriction on transfer, in accordance with the Rules for the Stock Ownership Plan concerning the ESOP and Detailed Regulations on the Operation of the ESOP (hereafter referred to as the "ESOP Rules, etc.") (Note).

(Note): It is scheduled that the ESOP will resolve the revision of the ESOP Rules, etc. connected to the System at the meeting of the ESOP Directors to be held immediately after the Board of Directors' resolution concerning the Disposal of Treasury Stock, prior to the receipt of the disposal of the Treasury Stock: Such revision is scheduled to come into effect when two weeks have passed since, after the resolution by the Board of Directors of the ESOP, the notice to the members of the ESOP based on the ESOP Rules, etc. is forwarded to the ESOP members and less than one-third of the ESOP members express objection.

In the Disposal of Treasury Stock, common shares of the Company (hereafter referred to as the "Allocated Shares") will be disposed of for the ESOP, when the entire amount of the Special Incentive, which the eligible employees have contributed, is paid in as the assets for investment in kind by the ESOP, to which the allocation is scheduled to be made, under the System. In the Disposal of Treasury Stock, the summary of the Agreement for Allocation of the Shares with Restriction on Transfer to be concluded between the Company and the ESOP (hereafter referred to as the "Allocation Agreement") is in the following section "3. Outline of the Allocation Agreement". While the number of shares to be disposed of on the occasion of the Disposal of Treasury Stock will be finalized at a later date as mentioned in the section 1. Above, if assuming that all the 116 members, the maximum number of members who may be eligible for the System, or those ranked General Manager or above among the employees of the Company and its subsidiaries participate in the ESOP and agree to the System, the expected number of shares is 34,653. On the assumption that such a number of shares are disposed of on this occasion, the scale of dilution resulting from the Disposal of Treasury Stock should be 0.05% relative to 76,166,482, the number of shares issued and outstanding as of May 31, 2026 excluding treasury shares (rounded to two decimal places; same in the following calculation of percentages).

The purposes of the System are, as a measure to further improve the welfare of the eligible employees by creating opportunities for them to acquire the common shares which the Company issues or disposes of as shares with restriction on transfer through the ESOP to assist their asset formation, to give the eligible employees incentives that lead to continuous increase of the Company's corporate value and, in addition, for the eligible employees to further promote sharing of value with the shareholders of the Company: It is therefore considered to significantly contribute to the increase of the corporate value of the Company's group. In this connection, the number of shares to be disposed of in the Disposal of Treasury Stock and the scale of dilution of the value of the stock are at a reasonable level, and, given the scale of dilution, its influence on the market is considered to be slight.

Note that the Disposal of Treasury Stock will be carried out on condition that the revised ESOP Rules, etc. will become effective on or before the date of disposal in connection with the Disposal of Treasury Stock, and that the Allocation Agreement will be concluded between the Company and the ESOP within the scheduled period.

3. Outline of the Allocation Agreement

(1) Period during which transfer is restricted
From August 18, 2026 through the time immediately after the eligible employee resigns as employee of the Company or its subsidiaries.

(2) Conditions for lifting the restriction on transfer
On condition that the eligible employee has continuously been a member of the ESOP during the period of restricted transfer, the restriction on transfer will be lifted at the time the period of restricted transfer terminates, for all the Allocated Shares in the number corresponding to the equity which are held by the eligible employee who satisfies the conditions.

(3) Handling for the cases where an employee withdraws from the ESOP
In case where an eligible employee withdraws from the ESOP within the period of restricted transfer for such justifiable reasons as reaching the age limit (this refers to the loss of qualification as a member or making an application for withdrawal; including the withdrawal due to the member's decease), the Company lifts the restriction on transfer for all number of Allocated Shares corresponding to the equity with restriction on transfer the eligible employee holds on the day on which the ESOP accepts the application for withdrawal by the eligible employee (in the case of loss of the qualification as a member, the day on which the eligible employee loses the qualification as a member (in the case of withdrawal due to decease, the day of decease): Such a date is hereafter referred to as the "Day of Acceptance of the Application for Withdrawal").

(4) The Company's gratuitous acquisition
If an eligible employee engages in an action violating laws or regulations during the period of restricted transfer or falls under certain categories provided for by the Allocation Agreement, the Company justifiably acquire all of the Allocated Shares in the number corresponding to the equity with restriction on transfer gratuitously which such employee holds at the time of such an action. The Company may justifiably acquire gratuitously the Allocated Shares restriction on transfer imposed is not lifted at the time of termination of the period of restricted transfer or the time of lifting of the restriction prescribed in section (3) above.

(5) Management of the shares
The Allocated Shares will be managed in a dedicated account which the ESOP opens with Nomura Securities Co., Ltd. during the period of restricted transfer, so that they will not be disposed in such manners as transfer to a third party and creation of security interest during the period of restricted transfer. The ESOP manages the equity with restriction on transfer by registering them separated from the members' equity other than those held by eligible employees (hereafter referred to as "Ordinary Equity"), in accordance with the provisions of the ESOP Rules, etc.

(6) Handling at the time of organizational restructuring, etc.
If, during the period of restricted transfer, the Company's General Meeting of Shareholders approves a matter concerning the Company's organizational restructuring, such as a merger contract in which the Company is non-surviving one, share exchange agreement or share transfer project in which the Company becomes a wholly-owned subsidiary of others (the Company's Board of Directors, if the matter concerning organizational restructuring, etc. does not require approval by the Company's General Meeting of Shareholders), following the resolution by the Board of Directors, the restriction on transfer will be lifted for all the Allocated Shares in the number corresponding to the equity with restriction on transfer held by eligible employees from among the Allocated Shares held by the ESOP on the day of such approval, at the time immediately before the business day prior to the day on which the organizational restructuring takes effect.

4. Basis for the calculation of the disposition amount and its specific details

The Disposal of Treasury Stock to the party to which the allocation is scheduled, the ESOP, will be practiced in the manner that, with the Special Incentive granted to the eligible employees for the purpose of granting the shares with restriction on transfer as the fund, the eligible employees will contribute them to the ESOP. The price at which the shares are disposed of is set at 1585 yen, which is the closing price of the Company's share at the Prime Market of the Tokyo Stock Exchange on July 2, 2026 (the day preceding the Board of Directors' resolution), to eliminate arbitrariness. As this is the market price immediately before the Board of Directors making resolution, it is considered that the price is reasonable and will not be regarded as a particularly favorable.

The percentage deviation between this disposal amount and the average closing price of the Company at the Prime Market of the Tokyo Stock Exchange (rounded to two decimal places) is shown in the below table.

Period	Average closing price (disregarding fractions)	Percentage deviation
One month (June 3 through July 2, 2026)	1,537 yen	3.12%
Three months (April 3 through July 2, 2026)	1,533 yen	3.39%
Six months (January 5 through July 2, 2026)	1,544 yen	2.66%

(Note): The Company carried out a two-for-one stock split effective March 1, 2026 for its common shares. In calculating the averages in the above table, share prices before the stock split were adjusted retroactively according to the ratio of the stock split.

With regard to the disposal amount mentioned above, the Audit and Supervisory Committee of the Company (which consists of three members including two outside directors) expresses its opinion that it should not be regarded as particularly favorable to the party to which the shares are scheduled to be allocated and is legally justifiable, given that the purpose of the Disposal of Treasury Stock is to introduce the System, and that the disposal price is the closing price of the Company's common share at the Prime Market of the Tokyo Stock Exchange on the business day immediately prior to the date of resolution by the Board of Directors.

5. Matters concerning the procedures required in relation to the corporate code of conduct

Regarding the Disposal of Treasury Stock, acquisition of opinion of an independent third party or confirmation of shareholders' intention as provided for by Article 432 of the Tokyo Stock Exchange's Rules on the Listing of Securities are not required, considering that [1] the rate of dilution is less than 25%, and [2] it does not entail a change in the majority shareholders.

(For reference)
[Structure of the System]

[1] The Company and its subsidiaries grant monetary credit to the eligible employees as special incentive for granting the shares with restriction on transfer.
[2] The eligible employees contribute the monetary credit mentioned in above [1] to the ESOP.
[3] The ESOP collects the monetary credit contributed as in above [2] and makes payment to the Company.
[4] The Company allocate shares with restriction on transfer (referred to as "RS" in the below diagram) to the ESOP.
[5] The Allocated Shares are deposited in the dedicated account the ESOP opens through Nomura Securities Co., Ltd., and are imposed restriction on their withdrawal during the period of restricted transfer.
[6] After the restriction on transfer is lifted, the Allocated Securities are transferred to the securities account for ordinary equities or to the securities account in the name of each eligible employee.