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July 15, 2026

Company name: Globe-ing Inc.
Name of representative: Kohei Tanaka, Representative Director, President and CEO
(Securities code: 277A; Prime Market of the TSE)
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Notice Regarding the Establishment of a Preparatory Company and Execution of an Absorption-Type Company Split Agreement in Connection with the Transition to a Holding Company Structure, and Partial Amendments to the Articles of Incorporation (Changes in Trade Name, Business Purpose, and Number of Directors and Corporate Auditors)

The Company hereby announces that, at a meeting of its Board of Directors held today, it resolved to establish Globe-ing Absorption-Type Company Split Preparatory Company, Inc. (the "Successor Company"), a wholly owned subsidiary of the Company, as a preparatory company for the company split in connection with the transition to a holding company structure, and to execute an absorption-type company split agreement (the "Absorption-Type Company Split Agreement") under which the Company will have the Successor Company succeed to all of the Company's businesses other than the group management business, together with the rights and obligations relating thereto (the "Succeeded Businesses") (the "Absorption-Type Company Split"). The Company also resolved to submit to the 11th Annual General Meeting of Shareholders scheduled to be held on August 27, 2026 (the "Annual General Meeting of Shareholders") a proposal to change its trade name to WAO Holdings Inc. effective December 1, 2026, subject to the Absorption-Type Company Split becoming effective, and to partially amend its Articles of Incorporation in order to change its business purposes to those appropriate for a holding company structure and change the number of Directors and Corporate Auditors (the "Amendment to the Articles of Incorporation").

Accordingly, subject to obtaining the necessary approvals at the Annual General Meeting of Shareholders and the completion of other required procedures, the Company plans to have the Successor Company succeed to the Succeeded Businesses as of December 1, 2026, and the Company will continue to maintain its listing as a holding company.

Because the Absorption-Type Company Split will be conducted with the Company as the splitting company and its wholly owned subsidiary as the successor company, certain disclosure items and details have been omitted.

I. Organizational Restructuring

1. Purpose of the Transition to a Holding Company Structure

The Company has decided to transition to a holding company structure in order to strengthen its group management functions and accelerate decision-making in each business, with a view to expanding its business portfolio, including through future M&A and the development of new businesses.

Through the transition to a holding company structure, the Company will focus on formulating management strategies for the entire Group, optimally allocating management resources, and strengthening governance, while each operating company will conduct agile business operations in response to changes in the business environment. Through these efforts, the Group aims to achieve sustainable growth and enhance corporate value.

2. Summary of the Organizational Restructuring

(1) Schedule of the Absorption-Type Company Split

July 15, 2026 (today)	Board of Directors resolution regarding the establishment of the Successor Company
	Establishment of the Successor Company
	Board of Directors resolution regarding the execution of the Absorption-Type Company Split Agreement
	Execution of the Absorption-Type Company Split Agreement
August 27, 2026 (scheduled)	Approval of the Absorption-Type Company Split Agreement and the Amendment to the Articles of Incorporation at the 11th Annual General Meeting of Shareholders (Record date: May 31, 2026)
December 1, 2026 (scheduled)	Transition to a holding company structure (effective date of the Absorption-Type Company Split and the Amendment to the Articles of Incorporation)

Note: The Absorption-Type Company Split constitutes a simplified split for the Successor Company as prescribed in the main clause of Article 796, Paragraph 1 and Article 795, Paragraph 1 of the Companies Act, and therefore will be conducted without approval at a general meeting of shareholders of the Successor Company.

(2) Method of the Absorption-Type Company Split

The Company plans to conduct an absorption-type company split, with the Company as the splitting company and the Successor Company, its wholly owned subsidiary, as the successor company, under which the Successor Company will succeed to the Succeeded Businesses. The Company plans to transition to a holding company structure with December 1, 2026 as the effective date. The Company will continue to maintain its listing as a holding company.

(3) Details of Allotment in Connection with the Absorption-Type Company Split

In connection with the Absorption-Type Company Split, the Successor Company does not plan to deliver cash or any other consideration to the Company in exchange for the rights and obligations to be succeeded to.

(4) Treatment of Share Acquisition Rights and Bonds with Share Acquisition Rights in Connection with the Absorption-Type Company Split

There will be no change in the treatment of the share acquisition rights issued by the Company in connection with the Absorption-Type Company Split. The Company has not issued any bonds with share acquisition rights.

(5) Increase or Decrease in Share Capital as a Result of the Split

There will be no change in the Company's share capital as a result of the Absorption-Type Company Split. The share capital of the Successor Company is expected to be 15,000 thousand yen.

(6) Rights and Obligations to Be Succeeded to by the Successor Company

Through the Absorption-Type Company Split, the Successor Company will succeed to the assets, liabilities, employment contracts, and other rights and obligations relating to the Succeeded Businesses, within the scope set forth in the Absorption-Type Company Split Agreement. The liabilities to be succeeded to will be assumed through cumulative assumption of obligations, and the Company will continue to bear responsibility for such liabilities.

(7) Prospects for Fulfillment of Obligations

Based on the amount of the Company's assets and liabilities, the estimated amount of assets and liabilities to be succeeded to by the Successor Company through the Absorption-Type Company Split, and the estimated amount of the Company's revenue and cash flows after the Absorption-Type Company Split, the Company has determined that there are reasonable prospects for the fulfillment of the Company's obligations after the effective date of the Absorption-Type Company Split.

In addition, based on the amount of the Successor Company's assets and liabilities, the estimated amount of assets and liabilities to be succeeded to by the Successor Company from the Company through the Absorption-Type Company Split, and the estimated amount of the Successor Company's revenue and cash flows after the Absorption-Type Company Split, the Company has determined that there are reasonable prospects for the fulfillment of the Successor Company's obligations after the effective date of the Absorption-Type Company Split.

3. Overview of the Companies Involved in the Organizational Restructuring

	Splitting Company (As of May 31, 2026)	Successor Company (At the time of establishment on July 15, 2026)
(1) Trade name	Globe-ing Inc. (Scheduled to change its trade name to WAO Holdings Inc. on December 1, 2026)	Globe-ing Absorption-Type Company Split Preparatory Company, Inc. (Scheduled to change its trade name to Globe-ing Inc. on December 1, 2026)
(2) Location	3-1-34 Minami Aoyama, Minato-ku, Tokyo	9-7-1 Akasaka, Minato-ku, Tokyo

(3) Title and name of representative	Kohei Tanaka, Representative Director, President and CEO		Kohei Tanaka, Representative Director, President and CEO
(4) Business description	Consulting business and AI business		Consulting business and AI business
(5) Share capital	1,195,288 thousand yen		15,000 thousand yen
(6) Date of establishment	January 20, 2021		July 15, 2026
(7) Number of issued shares	28,728,000 shares		60,000 shares
(8) Fiscal year-end	May 31		May 31
(9) Major shareholders and shareholding ratio	EMMA&KEITO Inc.	30.68%	The Company 100%
	Sosuke Wajima	17.32%	
	Custody Bank of Japan, Ltd. (trust account)	7.08%	
	PERSOL CROSS TECHNOLOGY CO., LTD.	6.58%	
	KFV Inc.	4.38%	
	MSIP CLIENT SECURITIES	4.12%	
	Kohei Tanaka	3.25%	
	Morgan Stanley MUFG Securities Co., Ltd.	2.70%	
	Hidetoshi Masumoto	2.08%	
	Takuya Kotera	2.02%	

4. Financial Position and Operating Results of the Splitting Company for the Most Recent Fiscal Year

Fiscal year ended May 31, 2026	Globe-ing Inc.
Net assets	¥7,920,410 thousand
Total assets	¥10,678,741 thousand
Net assets per share	¥277.75
Revenue	¥10,941,332 thousand
Operating profit	¥4,061,981 thousand
Ordinary profit	¥4,051,327 thousand
Net income attributable to owners of parent	¥3,097,488 thousand
Earnings per share	¥108.78

Note: As the successor company was established on July 15, 2026, it has no financial position or operating results for the previous fiscal year.

5. Overview of the Business Division to Be Split

(1) Description of the business division to be split

All businesses other than the group management business

(2) Operating results of the business division to be split (for the fiscal year ended May 31, 2026)

	Business division to be split (a)	Actual results of the Company (b)	Ratio (a/b)
Revenue	¥10,941,332 thousand	¥10,941,332 thousand	100.0%
Gross profit	¥7,406,741 thousand	¥7,405,874 thousand	100.0%
Operating profit	¥5,210,613 thousand	¥4,061,981 thousand	128.3%
Ordinary profit	¥5,194,870 thousand	¥4,051,327 thousand	128.2%

(3) Assets and liabilities to be split and the respective amounts (as of May 31, 2026)

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	¥4,935,564 thousand	Current liabilities	¥1,393,194 thousand
Non-current assets	¥1,025,498 thousand	Non-current liabilities	¥- thousand
Total	¥5,961,063 thousand	Total	¥1,393,194 thousand

Note: The amounts of the assets and liabilities to be split are based on the balance sheet as of May 31, 2026. The actual amounts of the assets and liabilities to be split will be finalized after adjusting the above amounts for increases and decreases up to the effective date of the absorption-type company split.

6. Status After the Absorption-Type Company Split (as of December 1, 2026)

	Splitting Company	Successor Company
(1) Name	WAO Holdings Inc. (Former trade name: Globe-ing Inc.)	Globe-ing Inc. (Former trade name: Globe-ing Absorption-Type Company Split Preparatory Company)
(2) Location	9-7-1 Akasaka, Minato-ku, Tokyo (Scheduled to change from 3-1-34 Minami Aoyama, Minato-ku, Tokyo on December 1, 2026)	9-7-1 Akasaka, Minato-ku, Tokyo
(3) Title and name of representative	Hiroki Fukuda, Representative Director, President and CEO	Kohei Tanaka, Representative Director, President and CEO
(4) Business description	Management and administration of the business activities of group companies, etc.	Consulting business and AI business
(5) Share capital	¥1,195,288 thousand	¥15,000 thousand
(6) Fiscal year-end	May 31	May 31

7. Outlook

Since the successor company is a wholly owned subsidiary of the Company and will remain a consolidated subsidiary of the Company after the absorption-type company split, the impact of the absorption-type company split on the Company's consolidated financial results will be immaterial. If any matter requiring disclosure arises in relation to this matter in the future, the Company will promptly announce it.

II. Partial Amendments to the Articles of Incorporation

1. Reason for the Partial Amendments to the Articles of Incorporation

In connection with the Company's transition to a holding company structure through the Absorption-Type Company Split, the Company plans to change its trade name to WAO Holdings Inc., amend its business purposes to those appropriate for a holding company, including group management and administration, and change the number of Directors and Corporate Auditors, effective December 1, 2026. In addition, the Company plans to delete the supplementary provisions concerning the effective date of measures for electronic provision, etc. These partial amendments to the Articles of Incorporation are subject to the approval of the Absorption-Type Company Split and the partial amendments to the Articles of Incorporation at the Annual General Meeting of Shareholders and to the Absorption-Type Company Split becoming effective, and shall take effect on the effective date of the Absorption-Type Company Split (scheduled for December 1, 2026).

2. Details of the Partial Amendments to the Articles of Incorporation

The details of the proposed partial amendments to the Articles of Incorporation are as follows. The underlined portions indicate the amendments.

Current Articles of Incorporation	Proposed Amendments
(Trade Name) Article 1 The name of the Company shall be Globe-ing Inc. and shall be expressed in English as Globe-ing Inc.	(Trade Name) Article 1 The name of the Company shall be WAO Holdings Inc. and shall be expressed in English as WAO Holdings Inc.
(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: 1. Planning, strategic formulation, development, and operation of digital services 2. Development, sale, and provision of digital software 3. Market and other research and analysis using data science, provision of information, and formulation of business strategies 4. Support for the implementation of digital transformation (DX) 5. Advisory services 6. Various research services 7. Worker dispatch business 8. Headhunting services 9. Video filming, editing, provision, scenario planning, and production of video distribution on YouTube and other platforms 10. Educational business through lectures, seminars, and other programs for human resource	(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses and, by holding shares, equity interests, capital interests, or other rights in companies engaged in the following businesses, foreign companies, investment limited partnerships, foreign partnerships similar thereto, and other equivalent business entities, to control or manage the business activities of such companies and entities: 1. Planning, development, sale, provision, operation, and maintenance of digital services, artificial intelligence, generative AI, machine learning, data analytics, business automation, software, cloud services, and other information technologies 2. Consulting, advisory, and execution support relating to digital transformation, AI transformation, business reform, BPO, business management, organizational reform, human capital strategy, sales strategy, business strategy,

development 11. Paid employment placement business 12. All businesses incidental or related to the foregoing	management transformation in response to changes in the business environment, organizational development, and human resource development 3. Management guidance, business support, administrative services, shared services, and the outsourcing of related operations for corporations, government agencies, and other organizations 4. Planning, research, execution support, advisory, and intermediary services in connection with acquisitions, mergers, company splits, business transfers, capital alliances, business alliances, organizational restructurings, and business revitalization 5. Investment in, acquisition, holding, management, and operation of shares, equity interests, corporate bonds, trust beneficiary interests, capital interests in investment limited partnerships and other partnerships or funds, securities, real estate, real estate trust beneficiary interests, and other financial instruments 6. Investment for the Company's own account in, incubation of, management support for, business development support for, and fundraising support for venture companies, start-up companies, growth companies, new business ventures, technology development businesses, and similar businesses 7. Research and analysis concerning markets, industries, companies, technologies, human resources, consumer trends, and other matters through data science; provision of information; and planning and execution support for business strategies 8. Advisory services relating to management, business operations, organizations, human resources, finance, M&A, DX, AI, and other general corporate activities 9. Research, analysis, information provision, and report preparation services concerning markets, industries, companies, technologies, human resources, consumer trends, and other matters 10. Support services relating to worker dispatch business, outsourcing, workforce utilization, talent management, and personnel allocation 11. Services relating to headhunting, executive search, recruitment support, employment placement, personnel evaluation, and personnel allocation 12. Planning, production, editing, provision, distribution, operation, and production of videos, visual content, audio content, articles, teaching materials, training materials, advertisements, web content, social media content, and other content 13. Human resource development, organizational

	development, leadership development, executive development, lectures, seminars, training, educational business, and the planning, production, sale, provision, and operation of content relating thereto 14. Paid employment placement business, consulting relating to employment placement, recruitment process outsourcing, recruitment PR, and support for recruitment-related operations 15. All businesses incidental or related to the foregoing
(Number of Directors) Article 20 The Company shall have no more than 10 Directors.	(Number of Directors) Article 20 The Company shall have no more than 20 Directors.
(Number of Corporate Auditors) Article 33 The Company shall have no more than 3 Corporate Auditors.	(Number of Corporate Auditors) Article 33 The Company shall have no more than 5 Corporate Auditors.
Supplementary Provisions The establishment of proposed Article 16 (Measures for Electronic Provision, etc.) shall become effective on the date when the Company becomes a company issuing book-entry transfer shares (meaning book-entry transfer shares as defined in the Act on Book-Entry Transfer of Company Bonds, Shares, etc.; hereinafter referred to as a "Book-Entry Transfer Share Issuing Company"). Until the establishment of proposed Article 16 becomes effective, the article numbers of proposed Article 17 and the following articles shall be reduced by one. These Supplementary Provisions shall be deleted on the date when the Company becomes a Book-Entry Transfer Share Issuing Company.	Supplementary Provisions (Deletion)

3. Schedule of the Partial Amendments to the Articles of Incorporation

Annual General Meeting of Shareholders:	August 27, 2026 (scheduled)
Effective date:	December 1, 2026 (scheduled)

END