August 21, 2025

Company name: World Co., Ltd.
Representative: Nobuteru Suzuki
Representative Director of the Board,
President and Executive Officer
(Securities code: 3612; Prime Market of TSE)
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Announcement on the Issuance of a Statutory Stock Option with Stock Price Condition (Stock Acquisition Rights)

At a meeting of its Board of Directors on August 21, 2025, World Co., Ltd. resolved to issue stock acquisition rights to our company's Directors, Group Executive Officers and directors, as described below, based on the provisions in Articles 236, 238 and 240 of the Companies Act.

1. Purpose and Reason for Subscription of Stock Acquisition Rights

The introduction of the plan is intended to improve the compensation and benefits of our company's Directors, etc. and their sense of affiliation, while also seeking to increase their incentive and commitment to improving the Group's performance and raising the stock price, thereby increasing the combined growth of corporate value, employee value, and shareholder value. Specifically, the plan is designed as a stock compensation plan that will link the exercise conditions of stock acquisition rights to the Company's stock price, enabling executive officers to share the gains from price increases and the losses from price declines with our shareholders, namely, that will improve their willingness to contribute to shareholder value improvement.

As defined in "2. Issuance guidelines for stock acquisition rights (8) Exercise conditions for stock acquisition rights", these stock acquisition rights shall be exercisable only when our company's stock price would reach a pre-determined price level. If all of these stock acquisition rights are exercised, it will be 1.0 %, at most, of the total number of shares issued as of the end of February 2025 and its impact to stockholders' equity dilution will be kept at a reasonable level.

2. Issuance guidelines for stock acquisition rights

(1) Name of stock acquisition rights
Fourth stock acquisition rights, World Co., Ltd.

(2) Eligible grantees of stock acquisition rights, the number of such grantees and the number of stock acquisition rights allotted

Our company's Directors	2	850 rights
Our Group Executive Officers	15	2,250 rights
Our company's directors	11	425 rights

*1 A "director" is a management partner having high expertise and a talent engaged in our company's group missions using internal and external knowledge and experience accumulated.

(3) Type and number of shares as target of stock acquisition rights

The type of shares as target of stock acquisition rights shall be our company's ordinary share and the number of shares as target of stock acquisition rights (hereinafter referred to as "Number of shares to be granted") shall be 100 shares per right.

In addition, if our company executes share split or consolidation of shares for our company's ordinary shares after the allotment date of stock acquisition rights (hereinafter referred to as "Allotment Date"), the number of shares as target of stock acquisition rights shall be adjusted using the following calculation formula. However, such adjustment shall be made for the number of shares as target of stock acquisition rights that has not been exercised at the time of such an event, and if a fraction of less than 1 share occurs after the adjustment, such a fraction shall be rounded down.

The number of shares after adjustment = the number of shares before adjustment x the ratio of share split or consolidation of shares

(4) Total number of stock acquisition rights

It shall be 3,525.

The above-mentioned total number shall be a planned allotment number, and if the total number of stock acquisition rights allotted decreases due to such cases that the application for subscription is not made, the total number of stock acquisition rights shall be the total number ofstock acquisition rights allotted.

(5) Amount paid for stock acquisition rights

There is no need to make any payment in exchange for stock acquisition rights. In addition, stock acquisition rights are offered as incentive compensation and, therefore, the fact that no payment is required shall not be regarded as advantageous placement.

(6) Property value invested in exercising stock acquisition rights

The property value invested in exercising stock acquisition rights shall be the amount multiplying the amount paid per one share (hereinafter referred to as "Exercise price") that can be issued upon exercising stock acquisition rights with the number of shares to be granted.

The exercise price shall be an average price of closing prices of ordinary transaction for our company's ordinary shares (hereinafter referred to as "Closing price") at Tokyo Stock Exchange on each day of the month preceding the month having the allotment date for stock acquisition rights (excluding such days when the transactions were not completed) or the closing price on the day preceding the allotment day (the closing price on the nearest day preceding the allotment day if no closing price is available on the preceding day), whichever is higher, multiplied by 1.05 (the fraction of less than 1 yen shall be rounded up).

If our company executes share split or consolidation of shares for our company's ordinary shares after the allotment date of stock acquisition rights, the exercise price shall be adjusted using the following calculation formula and if there is any fraction of less than 1 yen incurred by the adjustment, it shall be rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{1}{\text{the ratio of share split or consolidation of shares}}$$

If our company issues new shares for our company's ordinary shares with a price below the market price or disposes treasury shares, the exercise price shall be adjusted using the following calculation formula and the fraction of less than 1 yen incurred by the adjustment shall be rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{The number of shares already issues} + \dfrac{\text{The number of shares newly issued x amount paid per share}}{\text{The market price before issuing new shares}}}{\text{The number of shares already issued} + \text{The number of shares newly issued}}$$

In the above-mentioned calculation formula, “the number of shares already issued” shall be the total number our company’s ordinary shares already issued after deducting the number of treasury shares relating to ordinary shares that our company possesses and if our company disposes treasury shares, “the number of treasury shares disposed” shall be applied instead of “the number of shares newly issued” in the above formula.

In addition, if our company merges with another company, etc., or makes the allotment of shares without contribution or other adjustments to the exercise price are required, the exercise price shall be adjusted to a reasonable extent considering the conditions for merger, etc. and the conditions for allotment of shares without contribution.

(7) Period when stock acquisition rights can be exercised

It shall be March 1, 2028 as starting date (hereinafter referred to as “Starting date for exercising rights”) and up to August 21, 2035 relating to the allotment of stock acquisition rights (hereinafter referred to as “Period for exercising rights”).

(8) Conditions to exercise stock acquisition rights

1) Those eligible for stock acquisition rights are required to resume such positions as Directors of our company or our company’s subsidiaries, Group Executive Officers, directors or equivalent to these positions continuously till February 29, 2028. However, this shall not apply if the Board of Directors approves that there is such a justifiable reason as expiration of term of office.
2) If those eligible for stock acquisition rights decease during the period for exercising rights, their heirs are not eligible for exercising the rights.
3) If those eligible fall under either of the following a) to d), they will not be able to exercise stock acquisition rights thereafter even during the period for exercising rights and such stock acquisition rights shall immediately become null and void.
   a) If being imprisoned
   b) If our company’s Board of Directors acknowledges that those eligible have caused substantial damage to our Group due to their willful misconduct or gross negligence
   c) If resuming a Director position or important position or starting to work at a competitor of our Group (this shall not apply if a prior approval in writing is obtained from our company)
   d) If those eligible declare that they resign the whole or the part of stock acquisition rights
4) The number of stock acquisition rights exercisable shall be stock acquisition rights corresponding to the ratio described in the following table (referred to as “Exercise ratio” in the following table) among the stock acquisition rights possessed depending on the highest price of the closing prices (hereinafter referred to as “Standard price”) in ordinary transactions of our company’s ordinary shares at Tokyo Stock Exchange on each working day of transactions at Tokyo Stock Exchange within the period from the allotment day to the starting date for exercising rights (excluding the starting date).

Standard price	Exercise ratio
3,000 yen or more	20 %
3,500 yen or more	40 %
4,000 yen or more	60 %
4,500 yen or more	100 %

5) Other conditions for exercising rights shall be determined by the resolution of our company’s Board of Directors separately.

(9) Reason and conditions for obtaining stock acquisition rights

1) In case our company's Shareholders' Meeting approves such proposals as approving a merger agreement where our company becomes absorbed company, approving an absorption-type split agreement where our company becomes splitting company in absorption split or an incorporation-type split plan where our company becomes splitting company in incorporation-type split or approving a stock exchange agreement where our company becomes 100% subsidiary or approving a stock transfer plan, our company may obtain stock acquisition rights free of charge on such a day the Board of Directors determines separately.
2) Our company may obtain stock acquisition rights free of charge if those eligible for stock acquisition rights cannot exercise the rights or resign the rights, as they do not fall under the conditions for exercising the rights defined in the above-mentioned (8).
3) Our company may, at any time, cancel stock acquisition rights that our company has obtained and retained free of charge.

(10) Direction to deal with stock acquisition rights in case of organizational change

In case our company is subject to a merger (only when our company becomes an absorbed company due to merger), an absorption-type split or an incorporation-type split (only when our company becomes splitting company respectively), a stock exchange or a stock transfer (only when our company becomes 100% subsidiary respectively) (the above are hereinafter collectively referred to as "Organizational change actions"), our company shall offer stock acquisition rights for the stock company stated from a) to e) in Article 236, Clause 1-8 of the Companies Act (hereinafter referred to as "Reorganized company") respectively for each of the above cases to those eligible for stock acquisition rights, who have such stock acquisition rights not exercised by them and that our company has not obtained (hereinafter referred to as "Residual stock acquisition rights") on the effective date of organizational change actions (the effective date of absorption-type merger in such a case, the date of establishment of consolidation-type merger stock company in such a case, the effective date of absorption-type split in such a case, the date of establishment of splitting stock company for incorporation-type split in such a case, the effective date of stock exchange in such a case, the date of establishment of the wholly owning parent company incorporated in a share transfer in such a case (the same shall apply hereinafter). In such cases, the residual stock acquisition rights shall become null and void and reorganized companies shall newly issue stock acquisition rights. However, it shall be valid under such a condition that an issuance of reorganized companies' stock acquisition rights according to each of the following clauses is defined in the absorption-type merger agreement, the incorporation-type merger agreement, the absorption-type split agreement, the incorporation-type split agreement, the stock exchange agreement or the stock transfer plan.

1) The number of stock acquisition rights issued by reorganized companies
They shall issue the same number as the number of residual stock acquisition rights possessed by those eligible for stock acquisition rights.
2) The type of shares of reorganized companies as target of stock acquisition rights
It shall be ordinary shares of reorganized companies.
3) The number of shares of reorganized companies as target of stock acquisition rights
It shall be reasonably determined according to the above-mentioned "(3) Type and number of shares as target of stock acquisition rights", etc.", etc. considering the conditions, etc. of the organizational change actions.
4) The property value invested in exercising stock acquisition rights
The property value invested in exercising stock acquisition rights issued shall be the amount multiplying the exercise price after adjustment determined according to the above-mentioned "(6) Property value invested in exercising stock acquisition rights" with the number of shares of reorganized companies as target of each of such stock acquisition rights determined according to the above 3).
5) The period when stock acquisition rights can be exercised
It shall be from the starting date of the above "(7) Period when stock acquisition rights can be exercised" or the effective date of organizational change actions, whichever comes later, to the expiry date of the above "(7) Period when stock acquisition rights can be exercised".

6) The matters relating to the capital and the capital reserve to be increased in case of issuing shares due to exercising stock acquisition rights

It shall be determined according to the below "(12) Matters relating to the capital and the capital reserve to be increased in case of issuing shares due to exercising stock acquisition rights".

7) The restriction on obtention of stock acquisition rights by transfer

It is required that the obtention of stock acquisition rights by transfer shall be approved by the reorganized company's Board of Directors.

8) The reason and conditions for obtaining stock acquisition rights

It shall be determined according to the above "(9) Reason and conditions for obtaining stock acquisition rights".

(11) Stock acquisition rights with restriction on transfer

It is required that the obtention of stock acquisition rights by transfer shall be approved by our company's Board of Directors.

(12) Matters relating to the capital and the capital reserve to be increased in case of issuing shares due to exercising stock acquisition rights

1) The amount of the capital increased in case of issuing shares due to exercising stock acquisition rights shall be a half of the increase-limit amount for the capital, etc. calculated according to Article 17, Clause 1 of the Regulation on Corporate Accounting and if there is a fraction of less than 1 yen after the calculation, it shall be rounded up.

2) The amount of the capital reserve increased in case of issuing shares due to exercising stock acquisition rights shall be the increase-limit amount for the capital, etc. stated in the above 1) after deducting the amount of the capital increased determined in the above 1).

(13) Allotment date of stock acquisition rights

September 5, 2025

(14) Issuance of warrant

No warrant relating to stock acquisition rights shall be issued.

Concluded