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(Stock Exchange Code 2146)

June 8, 2023

(Start date of measures for electronic provision: June 1, 2023)

To Shareholders with Voting Rights:

Yoichi Wakayama
President and Representative Director
UT Group Co., Ltd.
1-11-15 Higashi-Gotanda, Shinagawa-ku,
Tokyo

**NOTICE OF
THE 16TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

UT Group Co., Ltd. (the “Company”) would hereby like to inform you that the 16th Annual General Meeting of Shareholders will be held for the purposes described below.

When convening this General Meeting of Shareholders (hereinafter, also referred to as “this meeting”), the Company takes measures for providing information contained in the reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information electronically are to be taken; hereinafter also referred to as “matters subject to measures for electronic provision”) electronically and posts the matters subject to measures for electronic provision as “Notice of the 16th Annual General Meeting of Shareholders” on the following websites including the Company’s website.

The Company’s website: <https://www.ut-g.co.jp/english/ir/library/meeting/>

Net de Shoshu (online convocation): <https://s.srdb.jp/2146/> (available in Japanese)

TSE website (Listed Company Search):

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

To view this information on the TSE website, please enter the issue name (company name) or the Company’s stock exchange code to search and click “Basic information.” Then select “Documents for publish inspection/PR information,” and click “Click here for access” under “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.”

Pursuant to the provisions of the Company’s Articles of Incorporation, this General Meeting of Shareholders will be held as a general meeting of shareholders with its venue undesignated (i.e., virtual-only meeting of shareholders). The Company will therefore hold this meeting only via the Internet without a physical meeting location, and shareholders are kindly requested to attend the meeting online by following the attached Overview of the Virtual-only Meeting of Shareholders and Operation of the Virtual-only Meeting of Shareholders (available in Japanese).

For shareholders not attending the meeting on the day or shareholders who are scheduled to attend the meeting but wish to prepare for a communication failure or other circumstances that might occur during the meeting on the day, they can exercise their voting rights in advance, in writing or via the Internet. Please

review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Friday, June 23, 2023, Japan time.

- 1. Date and Time:** **Saturday, June 24, 2023 at 10:00 a.m. Japan time**
(Live streaming will start at 9:30 a.m. Japan time)
If, due to communication failures or other circumstances, the meeting cannot be held on the above date and time, it will be postponed to Sunday, June 25, 2023 at 10:00 a.m.
- 2. Method:** **Virtual-only meeting of shareholders**
This meeting will be held as a general meeting of shareholders with its venue undesignated. There will be no physical meeting location where our shareholders can attend in person.
For details on how to attend, please review the attached Overview of the Virtual-only Meeting of Shareholders and Operation of the Virtual-only Meeting of Shareholders (available in Japanese).
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 16th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 16th Fiscal Year (April 1, 2022 - March 31, 2023)
Proposals to be resolved:
Proposal: Election of Two (2) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

4. **Matters omitted from written documents due to measures for electronic provision:**

The amended Companies Act requires that the matters subject to measures for electronic provision be viewed on each website in principle and delivered in writing only to those shareholders who requested by the record date that it be delivered on paper. However, for this meeting, the Company decided to deliver the written documents (paper copy) stating the matters subject to measures for electronic provision to all shareholders regardless of their request for the delivery of the written documents.

Of the matters subject to measures for electronic provision, those listed below are therefore not included in the written documents delivered to shareholders in accordance with the provisions of laws, regulations, and Article 15 of the Company's Articles of Incorporation. These written documents, therefore, comprise only some of those audited by the Accounting Auditor and the Audit & Supervisory Committee in preparing their audit reports.

◆ **The following items from the Business Report:**

Status of Business in the Fiscal Year Under Review*¹, Trends in Assets and Income, Issues to Be Addressed, Principal Businesses, Principal Business Locations, Employees, Major Lenders, Other Important Matters Concerning the Current State of the Corporate Group, Shares, Share Acquisition Rights, Other Important Matters Related to the Company's Stock, Company Officers*², Accounting Auditor, Systems to Ensure Proper Business Operation and Status of Operation, (Reference) Initiatives to Strengthen Corporate Governance, Policy Regarding Decisions on Dividends of Surplus, etc.

◆ **The following items from the Consolidated Financial Statements:**

Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Shareholders' Equity, Notes to the Consolidated Financial Statements

◆ **The following items from the Non-consolidated Financial Statements:**

Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Shareholders' Equity, Notes to the Non-consolidated Financial Statements

◆ **The following items from the audit reports:**

Accounting Auditor's Report on the Consolidated Financial Statements, Accounting Auditor's Report on the Non-consolidated Financial Statements, Audit Report by the Audit & Supervisory Committee

*1 Business Progress and Results, from Status of Business in the Fiscal Year Under Review, are presented on the aforementioned websites.

*2 Overview of Liability Limitation Agreement and Status of Activities of Outside Officers during the Fiscal Year Under Review and Summary of Duties Performed Relating to Their Expected Roles, from Company Officers, are presented on the aforementioned websites.

- If circumstances arise that require revisions to the matters subject to measures for electronic provision, the Company will post the matters before and after the revisions on the following websites.
The Company's website: <https://www.ut-g.co.jp/english/ir/library/meeting/>
TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>
Net de Shoshu (online convocation): <https://s.srdb.jp/2146/> (available in Japanese)
- To prepare for a communication failure that may cause a significant disruption to the meeting proceedings, a resolution will be passed at the beginning of this meeting to allow the Chair of the meeting to decide to postpone or continue the meeting. If, upon such resolution, the Chair decides to postpone or continue the meeting, the postponed or continued meeting will be held on Sunday, June 25, 2023 at 10:00 a.m. Japan time. In such case, the Company will promptly post a notice to that effect on the Company's website.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Two (2) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all two (2) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in the proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of two (2) Directors is proposed.

The candidates are as follows.

The candidates have been deliberated on and approved by the Nomination and Compensation Committee.

No.	Name	Current position at the Company	Attendance at meetings of the Board of Directors	Years in office as a Director
1	Yoichi Wakayama Reappointment	President and Representative Director	16/16 meetings (100%)	16 years
2	Manabu Sotomura Reappointment	Director	16/16 meetings (100%)	4 years

(Notes)

1. The Company has entered into a directors and officers liability insurance contract with an insurance company. Each candidate appointed as a Director will be included as an insured person under the insurance contract, which the Company intends to renew with the equivalent contents in July 2023.
2. There are no special interests between Mr. Yoichi Wakayama or Mr. Manabu Sotomura and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Yoichi Wakayama (February 23, 1971) <u>Reappointment</u>	<p>October 1989 Joined Temporary Center Inc.</p> <p>September 1991 Joined Crystal Co., Ltd.</p> <p>May 1994 Established Seibu Corporation Senior Managing Director</p> <p>April 1995 Established Aim CIC Company President and Representative Director</p> <p>July 1996 President and Representative Director of Nihon Aim Co., Ltd. (currently UT Aim Co., Ltd.)</p> <p>April 2007 President and Representative Director of the Company (current position)</p>	9,031,178
<p>[Reasons for selection as a candidate for Director and expected roles]</p> <p>Mr. Yoichi Wakayama has adequate experience and deep insight accumulated as a corporate manager for many years, since the establishment of the Company. He has been leading the development of the Group's business while demonstrating strong leadership for continuous growth of the Group. He was selected as a candidate for Director with the expectation that he will continue to fulfill an appropriate role for business expansion and overall management.</p>			
2	Manabu Sotomura (January 21, 1968) <u>Reappointment</u>	<p>April 1991 Joined Recruit Co., Ltd.</p> <p>April 2002 General Manager of HR Headquarters, Integrated Planning Department, Recruit Co., Ltd.</p> <p>April 2006 General Manager of HR Department and General Manager of General Affairs Department, Recruit Co., Ltd.</p> <p>April 2011 Company Officer of HR Company, New Graduates Planning Section, Recruit Co., Ltd.</p> <p>May 2012 Corporate Officer of BELLSYSTEM24, Inc.</p> <p>March 2014 Managing Corporate Officer of BELLSYSTEM24, Inc.</p> <p>March 2014 Corporate Officer of BELLSYSTEM24 Holdings, Inc.</p> <p>June 2017 Joined the Company; Senior Executive Officer, General Manager of President's Office of the Company</p> <p>July 2017 Auditor of UT Life Support Co., Ltd.</p> <p>June 2019 Director of the Company (current position)</p> <p>April 2020 Senior Executive Officer, Division Manager of the Management Reformation Division of the Company</p> <p>April 2020 Director of UT Construction Co., Ltd.</p> <p>April 2021 Director of UT Technology Co., Ltd. (current position)</p> <p>April 2022 Director of UT Aim Co., Ltd.</p> <p>April 2023 Executive Officer, Division Manager of the Manufacturing Business Division, the Area Strategy Business Division, the Strategic Investment Business Division and the Service Development Division of the Company (current position)</p> <p>April 2023 Representative Director of UT Aim Co., Ltd. (current position)</p> <p>April 2023 Representative Director of UT Connect Co., Ltd (current position)</p> <p>April 2023 Director of UT SURI-EMU Co., Ltd. (current position)</p> <p>April 2023 Director of FUJITSU UT Co., Ltd. (current position)</p> <p>April 2023 Director of UT FSAS CREA Co., Ltd. (current position)</p> <p>April 2023 Director of UT Construction Co., Ltd. (current position)</p> <p>April 2023 Director of UT Toshiba Co., Ltd. (current position)</p>	1,500
<p>[Reasons for selection as a candidate for Director and expected roles]</p> <p>As Director responsible for the administration of all business divisions, Mr. Manabu Sotomura has leveraged his wealth of practical experience in human resources and sales domain and knowledge of overall management to contribute to management of the Company's operating companies. He was selected as a candidate for Director with the expectation that he will leverage this experience to deepen and review strategies of the Company's operating companies, as well as further expand their business and enhance their management structure.</p>			

(Reference)

**Skills Matrix of the Board of Directors and the Audit & Supervisory Committee
(If Each Candidate Is Appointed at this General Meeting of Shareholders)**

		Attributes		Required experience and expertise							
		Independent	Gender: female	Corporate management	Human resources business	Global business	M&A	Business development	Personnel and human resources development	Finance and accounting	Legal and risk management
President and Representative Director	Yoichi Wakayama			●	●		●	●			
Director	Manabu Sotomura				●				●		
Directors who are Audit & Supervisory Committee Members	Taisuke Igaki					●	●				●
	Hiroko Sasaki	●	●	●				●	●		
	Hirokazu Mizukami	●		●		●				●	
	Koichi Shima	●		●	●		●		●	●	●