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(Stock Exchange Code 2146)

June 11, 2026

(Start date of measures for electronic provision: June 5, 2026)

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 19TH 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 19th 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 19th 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>

Please access the above website and enter the issue name (company name) or the Company’s stock exchange code to search and click “Basic information.” Then select “Documents for public 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 referring to the 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 26, 2026, Japan time.

- 1. Date and Time:** **Saturday, June 27, 2026 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 28, 2026 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 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 19th Fiscal Year (April 1, 2025 - March 31, 2026) 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 19th Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Election of Two (2) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 2:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

- Of the matters subject to measures for electronic provision, those listed below are not included in the written documents delivered to shareholders who requested the delivery of the written documents in accordance with the provisions of laws, regulations, and the Company's Articles of Incorporation.

The documents subject to review by the Accounting Auditor and the Audit & Supervisory Committee include the following matters.

- 1) 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.

- 2) 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

- 3) 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

- 4) 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 each website.
- 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 28, 2026 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 1: 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. In addition, the Audit & Supervisory Committee expressed its opinion that the nomination procedure was appropriate and that all the candidates for Directors were suitable for their position.

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	Chairman and Representative Director	16/17 meetings (94%)	19 years
2	Manabu Sotomura Reappointment	President and Representative Director	17/17 meetings (100%)	7 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 2026.
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. September 1991 Joined Crystal Co., Ltd. May 1994 Established Seibu Corporation Senior Managing Director April 1995 Established Aim CIC Company President and Representative Director July 1996 President and Representative Director of Nihon Aim Co., Ltd. (currently UT Aim Co., Ltd.) April 2007 President and Representative Director of the Company April 2024 Chairman and Representative Director of the Company (current position)</p>	135,467,670
<p>[Reasons for selection as a candidate for Director and expected roles] Mr. Yoichi Wakayama has demonstrated strong leadership for continuous growth of the Group, since the establishment of the Company. Since assuming his position as Chairman and Representative Director, he has continued to devote himself to the development of the Group's business. He was selected as a candidate for Director with the expectation that he will leverage his past experience in formulating the next medium-term business plan and management policies to realize UT Group's long-term management vision.</p>			
2	Manabu Sotomura (January 21, 1968) <u>Reappointment</u>	<p>April 1991 Joined Recruit Co., Ltd. April 2002 General Manager of HR Headquarters, Integrated Planning Department, Recruit Co., Ltd. April 2006 General Manager of HR Department and General Manager of General Affairs Department, Recruit Co., Ltd. April 2011 Company Officer of HR Company, New Graduates Planning Section, Recruit Co., Ltd. May 2012 Corporate Officer of BELLSYSTEM24, Inc. March 2014 Managing Corporate Officer of BELLSYSTEM24, Inc. March 2014 Corporate Officer of BELLSYSTEM24 Holdings, Inc. June 2017 Joined the Company; Senior Executive Officer, General Manager of President's Office of the Company July 2017 Auditor of UT Life Support Co., Ltd. June 2019 Director of the Company April 2020 Senior Executive Officer, Division Manager of the Management Reformation Division of the Company April 2022 Director of UT Aim Co., Ltd. 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 April 2023 Representative Director of UT Aim Co., Ltd. April 2023 Representative Director of UT Connect Co., Ltd. (currently UT Agent Co., Ltd.) April 2023 Director of UT SURI-EMU Co., Ltd. April 2023 Director of FUJITSU UT Co., Ltd. (currently FJ UT Plus Co., Ltd.) April 2023 Director of UT FSAS CREA Co., Ltd. (currently FJ UT Plus Co., Ltd.) April 2023 Director of UT Toshiba Co., Ltd. April 2024 President and Representative Director of the Company (current position) April 2026 Director of FJ UT Plus Co., Ltd. (current position) April 2026 Director of UT HITES Co., Ltd. (current position)</p>	1,084,485
<p>[Reasons for selection as a candidate for Director and expected roles] Mr. Manabu Sotomura has leveraged his abundant sales experience and knowledge of overall management to lead the development of the Group's business as President and Representative Director. He was selected as a candidate for Director with the expectation that he will continue to leverage this experience to improve the quality of dispatch services through the establishment of a service base and business foundation, achieve the Fifth Medium-Term Business Plan, and strengthen the organizational capability.</p>			

Proposal 2: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of three (3) Directors who are Audit & Supervisory Committee Members is proposed.

The candidates are as follows.

The candidates have been deliberated on and approved by the Nomination and Compensation Committee. In addition, the Audit & Supervisory Committee has given its consent to this proposal.

No.	Name		Current position at the Company	Attendance at meetings of the Board of Directors	Years in office as a Director or Auditor
1	Taisuke Igaki	Reappointment Outside Independent	Director who is an Audit & Supervisory Committee Member	17/17 meetings (100%)	8 years
2	Takako Hayashi	Reappointment Outside Independent	Director who is an Audit & Supervisory Committee Member	16/17 meetings (94%)	2 years
3	Ryuichi Ishii	New appointment Outside Independent	—	—	—

(Notes)

1. Subject to the approval of the election of Mr. Taisuke Igaki and Ms. Takako Hayashi as Outside Directors who are Audit & Supervisory Committee Members, the Company intends to continue the agreements with each of them to limit their liability for damages as Outside Directors under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations. Furthermore, subject to the approval of the election of Mr. Ryuichi Ishii as an Outside Director who is an Audit & Supervisory Committee Member, the Company intends to enter into a similar agreement with him.
2. Ms. Takako Hayashi satisfies the qualification for the Independent Officer stipulated by the Tokyo Stock Exchange. The Company has appointed her as an Independent Officer and submitted a notification of her appointment to the Exchange. Subject to the approval of her election as an Outside Director who is an Audit & Supervisory Committee Member, the Company intends to continue her appointment as an Independent Officer. Furthermore, Mr. Taisuke Igaki and Mr. Ryuichi Ishii also satisfy the qualifications for the Independent Officer, and subject to the approval of their election as Outside Directors who are Audit & Supervisory Committee Members, the Company intends to appoint them as Independent Officers stipulated by the Tokyo Stock Exchange and submit a notification of their appointment.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company. Each candidate appointed as an Outside Director who is an Audit & Supervisory Committee Member will be included as an insured person under the insurance contract, which the Company intends to renew with the equivalent contents in July 2026.
4. Mr. Taisuke Igaki and Ms. Takako Hayashi will have served as Outside Directors who are Audit & Supervisory Committee Members for four years and two years, respectively, at the conclusion of this Annual General Meeting of Shareholders.

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	Taisuke Igaki (May 4, 1973) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	<p>October 2001 Registered as an attorney</p> <p>October 2001 Joined Kitahama Law Office</p> <p>January 2008 Registered as an attorney in New York State, USA</p> <p>June 2013 Joined Nishimura & Asahi LPC (currently Nishimura & Asahi (Gaikokuho Kyodo Jigyo)) LPC Partner (current position)</p> <p>June 2018 Outside Director of the Company</p> <p>June 2018 Outside Auditor of en-japan inc. (currently en Inc.)</p> <p>June 2020 Outside Director of en-japan inc.</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member) of en-japan inc. (current position)</p> <p>June 2022 Outside Director who is an Audit & Supervisory Committee Member of the Company (current position)</p>	—
<p>[Reasons for selection as a candidate for Outside Director who is an Audit & Supervisory Committee Member, and expected roles]</p> <p>Mr. Taisuke Igaki has actively provided advice and suggestions within the Company from the perspectives of compliance and corporate governance, leveraging his wealth of experience in all legal matters, including cross-border transactions, M&A, corporate rehabilitation and litigations. He was selected as a candidate for Outside Director who is an Audit & Supervisory Committee Member with the expectation that he will continue to leverage this experience to contribute to the growth and risk management of the Company.</p>			

(Note) Mr. Taisuke Igaki serves as an Outside Director (Audit and Supervisory Committee Member) of en Inc. The Company pays fees for advertisement placement, etc. to en Inc. in relation to personnel recruitment. However, the amount of these transactions during the fiscal year under review accounted for less than 1% of the total of the Company's consolidated cost of sales and selling, general and administrative expenses.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
2	Takako Hayashi (September 19, 1962) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	<p>April 1985 Joined Export-Import Bank of Japan (currently Japan Bank for International Cooperation)</p> <p>December 1992 Joined Newmarket Inc.</p> <p>April 1994 Manager, Sales Planning Section, Newmarket Inc.</p> <p>April 1998 Joined JACCS Total Service Co., Ltd.</p> <p>October 2000 Call Center Manager, The Gallup Organization Japan Ltd.</p> <p>April 2002 Project Manager, The Gallup Organization Japan Ltd.</p> <p>October 2004 Executive Director of Operations in Asia, The Gallup Organization Japan Ltd.</p> <p>January 2007 Joined SBI Shinsei Bank, Limited</p> <p>July 2013 Deputy Manager responsible for Planning and Development, Human Resources Division, SBI Shinsei Bank, Limited</p> <p>April 2016 Deputy General Manager, Human Resources Division, SBI Shinsei Bank, Limited</p> <p>April 2017 General Manager, Human Resources Division, SBI Shinsei Bank, Limited</p> <p>April 2018 Senior Officer in charge of Human Resources, Executive Officer and General Manager, Human Resources Division, SBI Shinsei Bank, Limited</p> <p>April 2020 Chief Officer in charge of Human Resources, Managing Executive Officer, SBI Shinsei Bank, Limited</p> <p>October 2022 Executive Advisor, Sumitomo Mitsui Banking Corporation</p> <p>October 2022 Executive Advisor, Sumitomo Mitsui Financial Group, Inc.</p> <p>April 2023 ISO TC260 Japan Review Committee Member (current position)</p> <p>April 2024 Executive Officer, Sumitomo Mitsui Financial Group, Inc. (current position)</p> <p>April 2024 Managing Executive Officer, Sumitomo Mitsui Card Company, Limited (current position)</p> <p>June 2024 Outside Director, KOMORI CORPORATION (current position)</p> <p>June 2024 Outside Director who is an Audit & Supervisory Committee Member, the Company (current position)</p>	-
<p>[Reasons for selection as a candidate for Outside Director who is an Audit & Supervisory Committee Member, and expected roles]</p> <p>Ms. Takako Hayashi has held important positions in several companies based on her wealth of knowledge and experience in the area of human resources. She was selected as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that she will leverage this knowledge and experience to provide advice and suggestions on our human resources system that forms the foundation of the Company's business.</p>			

(Note) Ms. Takako Hayashi serves as an Executive Officer of Sumitomo Mitsui Financial Group. The Group has recorded funds borrowing transactions with Sumitomo Mitsui Banking Corporation, a subsidiary of Sumitomo Mitsui Financial Group, Inc. However, the amount borrowed from Sumitomo Mitsui Banking Corporation at the end of the fiscal year under review accounted for less than 5% of the total of the Company's consolidated assets. Sumitomo Mitsui Banking Corporation is a lender among the several others of the Company, not the lender on which the Company relies to the extent that it is irreplaceable in the funding of the Company. In addition, she is also a Managing Executive Officer of Sumitomo Mitsui Card Company, Limited. The Company pays credit card usage fees, etc. to Sumitomo Mitsui Card Company, Limited, but the amount of these transactions during the fiscal year under review accounted for less than 1% of the total of the Company's consolidated cost of sales and selling, general and administrative expenses. Furthermore, Ms. Takako Hayashi serves as an Outside Director of KOMORI CORPORATION. The Group has recorded business transactions with KOMORI CORPORATION. However, the amount of these transactions during the fiscal year under review accounted for less than 1% of the total of the Company's consolidated net sales.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	Ryuichi Ishii (May 31, 1965) <u>New appointment</u> <u>Outside</u> <u>Independent</u>	<p>April 1989 Joined Bridgestone Corporation</p> <p>January 1995 Bridgestone Firestone Inc. (USA)</p> <p>January 2000 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>May 2003 Sony Electronics Inc. (USA)</p> <p>August 2008 CEO of So-net Entertainment Taiwan</p> <p>May 2012 Corporate Executive, ISP Business/Corporate Solution Business of So-net Corporation (currently Sony Network Communications Inc.)</p> <p>January 2014 President and Representative Director of So-net Corporation</p> <p>January 2014 Outside Director of So-net Media Networks Corporation (currently SMN Corporation)</p> <p>January 2017 CEO of So-net Media Networks Corporation (currently SMN Corporation)</p> <p>June 2021 Chairman of the Board of SMN Corporation</p> <p>January 2023 Outside Director of Arc System Works Co., Ltd. (current position)</p> <p>April 2023 President and CEO/Co-Founder of Quantum Leaps Growth Initiatives Corporation (current position)</p> <p>June 2023 Outside Director and Member of the Audit and Supervisory Committee of Net Protections Holdings, Inc. (current position)</p> <p>September 2023 Outside Director of BrainPad Inc.</p> <p>June 2024 Outside Director of T-Gaia Corporation</p>	—
<p>[Reasons for selection as a candidate for Outside Director who is an Audit & Supervisory Committee Member, and expected roles]</p> <p>Mr. Ryuichi Ishii has an extensive track record of leading IT and digital businesses, in addition to his global management experience. He was selected as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that his deep insight and experience in implementing AI and digital technologies into business operations from a management perspective will contribute to enhancing the value of our worker dispatch services and increasing our corporate value over the medium to long term.</p>			

(Note) Mr. Ryuichi Ishii serves as an Outside Director and Member of the Audit and Supervisory Committee of Net Protections Holdings, Inc. The Company pays payment service usage fees, etc. to Net Protections Holdings, Inc., but the amount of these transactions at the end of the fiscal year under review accounted for less than 1% of the total of the Company's consolidated cost of sales and selling, general and administrative expenses.

(Reference)

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

The table below outlines the specific areas of expertise within the Board of Directors that the Company expects each director to possess. With regard to the “Finance and accounting” domain, we have maintained a system whereby an executive officer who is a certified public accountant oversees this area to ensure appropriate financial and accounting decisions are made. We will continue to consider expanding this expertise within the Board of Directors as a priority matter for the following fiscal year and thereafter.

		Attributes		Required experience and expertise						
		Independent	Gender: female	Corporate management	Human resources business	Global business	M&A	Business development	Personnel and human resources development	Legal and risk management
Chairman and Representative Director	Yoichi Wakayama			●	●		●	●		
President and Representative Director	Manabu Sotomura			●	●				●	
Directors who are Audit & Supervisory Committee Members	Taisuke Igaki	●				●	●			●
	Takako Hayashi	●	●	●		●			●	
	Ryuichi Ishii	●		●		●		●		