August 31, 2026

Company name:	UT Group Co., Ltd.
Representative:	Manabu Sotomura
	President and Representative Director
(Securities code:	2146, TSE Prime Market)
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Notice Concerning the Acquisition of Shares of Twenty First Co., Ltd. (Making it a Subsidiary)

UT Group Co., Ltd. ("the Company") hereby announces that its Board of Directors has resolved today to acquire 75% of the shares of Twenty First Co., Ltd. ("Twenty First") and to make it a subsidiary.

1. Reasons for the Share Acquisition

In its Fifth Medium-Term Management Plan, UT Group aims to maintain and expand a stable earnings base, while promoting platform construction in the worker dispatch business, entry into the recruitment business, and the creation of employment opportunities for foreign workers. Amid the projected decline in Japan's working-age population, recruitment difficulties and retention of human resources in the manufacturing industry remain ongoing challenges. Therefore, establishing a stable system for supplying diverse talent is indispensable.

To address these challenges, UT Group is working to achieve both "creating an environment where workers can feel secure and play an active role for a long time" and "providing a continuous and stable supply of talent to client companies,"

Under this policy, UT Group in 2021 acquired SURI-EMU Co., Ltd. (currently UT SURI-EMU Co., Ltd.), which operates a manufacturing business as well as a contract and dispatch business for foreign workers and employs many foreign nationals. UT Group has since strengthened recruitment, training, and post-employment retention support, focusing mainly on Nikkei Brazilian talent. Going beyond merely providing employment opportunities, UT Group is combining employment support that takes language and cultural differences into account with daily life support, in order to develop an environment where foreign workers can work with peace of mind. Through these efforts, UT Group is establishing a system capable of providing a continuous and diverse supply of human resources to client companies.

Twenty First, the company whose shares are being acquired, operates a manufacturing staffing business focused on Nikkei Brazilian talent. In addition to a client base centered on major manufacturers, the company possesses extensive knowledge and expertise in managing and operating manufacturing sites where foreign personnel work.

UT Group has determined that Twenty First's business foundation is highly compatible with its own recruitment capabilities for foreign talent, expertise in training and retention support, and sales infrastructure for manufacturing staffing services. By combining mutual strengths, UT Group believes it can further expand its business foundation. Through this share acquisition, UT Group will integrate its own recruitment network (including local operations in Brazil) and sales capabilities in manufacturing staffing services with Twenty First's management and operational expertise in the dispatch and outsourcing of Nikkei Brazilian talent.

Furthermore, by mutually complementing the client bases and talent networks across their respective geographical areas of business operations, UT Group will advance the following initiatives:

- Strengthening recruitment capabilities for foreign human resources, centered on Nikkei Brazilian personnel.
- Advancing the sophistication of training and retention support systems for foreign human resources.
- Expanding the capacity to supply human resources to client companies.
- Improving management and operational quality at manufacturing sites.
- Expanding the client bases and geographical areas of business operations.

Through these efforts, UT Group will provide more stable, high-quality talent services to client companies, and contribute further to solving challenges on the manufacturing floor.

In addition, this transaction will expand opportunities for each individual employee, particularly Nikkei Brazilian talent, to build a stable, long-term career in Japan. By utilizing its hiring capabilities, education and training systems, and group network, UT Group will strive to create career advancement opportunities and improve working conditions. UT Group will also work to support their long-term settlement by enhancing daily life support in Japan.

Furthermore, to enable employees to experience corporate growth as their own, UT Group is considering mechanisms that contribute to employee asset formation, such as its stock-based compensation system for employees. Through this, UT Group aims to enhance employee engagement and achieve long-term retention.

UT Group will continue to contribute to resolving structural social issues surrounding human resource utilization by increasing value for both workers and client companies.

2. Overview of Subsidiary to be Transferred

(1)	Name	Twenty First Co., Ltd.
(2)	Address	1-2-7 Ebisu-Nishi, Shibuya-ku, Tokyo

(3)	Name and title of the representative	Munehiro Kubo, Representative Director	
(4)	Business	Worker dispatch business for the manufacturing industry	
(5)	Capital	50 million yen	
(6)	Established	November 8, 1984	
(7)	Recent operating results	TRANSCON Co., Ltd.	Twenty First Co., Ltd.
	Fiscal year	Fiscal year ended July 2025	Fiscal year ended August 2025
	Net sales	2,192 million yen	2,265 million yen
	Operating income	29 million yen	213 million yen
	Net income	26 million yen	134 million yen
	Number of technical employees	Approximately 380	Approximately 270

Note: On June 11, 2026, Twenty First underwent an absorption-type merger with TRANSCON Co., Ltd.as the surviving company and Twenty First as the dissolving company. On the same date, TRANSCON changed its trade name to Twenty First Co., Ltd. Therefore, the operating results of both the surviving company, TRANSCON, and the original Twenty First are stated above.

3. Schedule

(1)	Date of resolution of the Board of Directors meeting	August 31, 2026
(2)	Date of signing contract for share transfer	August 31, 2026
(3)	Execution date of share transfer	September 1, 2026 (plan)

4. Future Outlook

The impact of this transaction on UT Group's consolidated financial results for FY3/2027 is expected to be insignificant. Any matters requiring timely disclosure will be promptly disclosed should they arise in the future.

End