UT Group
Upward Together

November 13, 2026

Company name: UT Group Co., Ltd.
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(Securities code: 2146, TSE Prime Market)
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Notice Concerning Absorption-Type Merger Between Wholly Owned Subsidiaries

UT Group Co., Ltd. hereby announces that its Board of Directors, at a meeting held on November 13, 2026, resolved to conduct an absorption-type merger (the "Merger"), effective April 1, 2027, between UT Aim Co., Ltd. ("UT Aim") and UT Agent Co., Ltd. ("UT Agent"), both of which are wholly owned subsidiaries of UT Group, with UT Aim being the surviving company, as detailed below.

1. Purpose of the Merger

Since its founding, the UT Group has been among the first in the manufacturing dispatch industry to establish a business model centered on indefinite-term employment, growing with its core businesses in worker dispatch and contracting services for the manufacturing industry. As the core operating company of the UT Group, UT Aim has driven growth over many years by providing worker dispatch and contracting services to client companies, primarily major manufacturers in the automotive and semiconductor sectors. Meanwhile, UT Agent has served as an operating company responsible for the regionally-rooted Area Strategy, actively expanding its local business foundation through M&A and other initiatives since 2018. In this way, both companies have played distinct roles and operated according to client scale and regional characteristics, and have been managed and operated as separate business entities until now.

Meanwhile, competition to acquire workers in the labor market has intensified in recent years, and the values and lifestyles of working people have become increasingly diverse. Under this changing environment, the UT Group recognizes that to remain a corporate group continuously chosen by workers, it is vital to review the nature of its business from the workers' perspective and to expand services that meet the needs of job seekers and employees.

Based on this recognition, the UT Group launched "Tamaru Work," a platform for working people, in 2025. In addition to a point program where points awarded based on hours worked can be exchanged

for UT Group's shares, this platform is building a framework that enables flexible entry/exit and internal transfers to workplaces nationwide according to individual preferences.

To further promote these initiatives, centralize job opening information and career development opportunities within the Group, and establish a cross-Group service delivery system, UT Group has decided to merge UT Aim and UT Agent. Through this Merger, UT Group aims to build a system that enables working people to achieve smoother and faster internal transfers and career changes according to their preferences via "Tamaru Work." Furthermore, UT Group will strive to achieve flexible and rapid decision-making by consolidating the management resources of both companies, aiming to enhance the corporate value of the entire Group further.

2. Summary of the Merger

(1) Schedule of the Merger

- Board of Directors' meeting to approve the merger (UT Group): November 13, 2026
- Execution of the merger agreement (Merging companies): November 30, 2026
- Shareholders' meetings to approve the merger agreement (Merging companies): February 22, 2027
- Effective date of the merger: April 1, 2027 (scheduled)

(2) Method of the Merger

An absorption-type merger will be conducted with UT Aim as the surviving company and UT Agent as the dissolving company.

(3) Details of allotment related to the Merger

Since this Merger is an absorption-type merger between wholly owned subsidiaries of UT Group, there will be no issuance of new shares, increase in capital, or payment of merger consideration.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights associated with the Merger

Not applicable.

3. Overview of the Merging Companies

(1)	Name	UT Aim Co., Ltd. (Surviving company)	UT Agent Co., Ltd. (Dissolving company)
(2)	Location	1-11-15 Higashi Gotanda, Shinagawa-ku, Tokyo	1-11-15 Higashi Gotanda, Shinagawa-ku, Tokyo
(3)	Name and title of representative	Nobuyuki Tsukui, President and Representative Director	Tsutoshi Yamada, President and Representative Director

(4)	Business	Worker dispatch and contracting services for the manufacturing industry	Worker dispatch and contracting services for the manufacturing industry
(5)	Capital	500 million yen	10 million yen
(6)	Date of establishment	April 14, 1995	January 28, 1998
(7)	Fiscal year end	March 31	March 31
(8)	Major shareholder and shareholding ratio	UT Group Co., Ltd. 100%	UT Group Co., Ltd. 100%
Financial position and operating results for the most recent fiscal year			
	Net assets	6,153 million yen	6,103 million yen
	Total assets	16,053 million yen	13,154 million yen
	Net sales	72,937 million yen	63,155 million yen
	Operating income	6,696 million yen	2,145 million yen
	Ordinary income	6,966 million yen	2,146 million yen
	Net income attributable to owners of parent	4,887 million yen	1,359 million yen

4. Status After the Merger

There will be no changes to UT Group’s name, location, titles and names of representatives, business description, capital, or fiscal year-end as a result of the Merger.

5. Future Outlook

The impact of this matter on UT Group's consolidated financial results is immaterial. If any matters requiring disclosure arise in the future, UT Group will announce them promptly.

End