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(Stock Exchange Code 2146) June 7, 2024 (Start date of measures for electronic provision: May 31, 2024)

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 17TH 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 17th 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 17th 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 referring to the following 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 21, 2024, Japan time.

1. Date and Time:

#### Saturday, June 22, 2024 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 23, 2024 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:	<ol> <li>The Business Report, Consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit &amp; Supervisory Committee of the Consolidated Financial Statements</li> <li>Non-consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2022) March 21, 2024)</li> </ol>
	Proposals to be resolved	(April 1, 2023 - March 31, 2024)
	Proposals to be resolved Proposal 1:	Partial Amendment to the Articles of Incorporation
	Proposal 2:	Election of Two (2) Directors (Excluding Directors Who Are Audit &
	1100000120	Supervisory Committee Members)
	Proposal 3:	Election of Three (3) Directors Who Are Audit & Supervisory Committee Members
4.	Matters omitted from	The amended Companies Act requires that the matters subject to measures for
	written documents due	electronic provision be viewed on each website in principle and delivered in
	to measures for	writing only to those shareholders who requested by the record date that it be
	electronic provision:	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 the Company's Articles of Incorporation.
		The documents subject to review by the Accounting Auditor and the Audit & Supervisory Committee include the following matters.
		<ul> <li>The following items from the Business Report:</li> <li>Status of Business in the Fiscal Year Under Review*<sup>1</sup>, 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*<sup>2</sup>, 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.</li> <li>The following items from the Consolidated Financial Statements:</li> <li>Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Financial Statements</li> <li>The following items from the Non-consolidated Financial Statements:</li> <li>Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Financial Statements</li> <li>Mon-consolidated Financial Statements</li> <li>Accounting Auditor's Report on the Consolidated Financial Statements, Accounting Auditor's Report on the Non-consolidated Financial Statements, Accounting Auditor's Report on the Non-consolidated Financial Statements, Audit Report by the Audit &amp; Supervisory Committee</li> <li>*1 Business Progress and Results, from Status of Business in the Fiscal Year Under Review and Summary of Duties Performed Relating to Their Expected Roles, from Company Officers, are presented on the aforementioned websites.</li> </ul>

- 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 23, 2024 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: Partial Amendment to the Articles of Incorporation

The amendment of the Company's Articles of Incorporation is proposed, as described below.

#### 1. Reasons for the proposal

Effective April 1, 2024, in order to accelerate decision-making and strengthen business execution functions in promoting the Rolling Plan of the Fourth Medium-Term Business Plan, the Company has changed its management structure to a two-representative director structure.

In connection therewith, in order to ensure the mobility of the management, the current Articles of Incorporation, which authorize President and Director to act as Convocator and Chairman at general meetings of shareholders and meetings of the Board of Directors, shall be amended to that effect that said authority is to be granted to Representative Director in lieu of President and Director, and the same provision of Article 14, Paragraph 1 shall also apply to Article 14, Paragraph 2 of the Articles of Incorporation in the event of a vacancy in the office of Representative Director.

#### 2. Details of the amendment

The details of the amendment are shown below.

The details of the amendment are shown below.	(A man dad mantiana ana un darlinad)
Current Articles of Incorporation	(Amended portions are underlined) Proposed Amendments
<b>_</b>	1
(Convocator and Chairman)	(Convocator and Chairman)
Article 14. Unless otherwise provided by laws and	Article 14. Unless otherwise provided by laws and
regulations, President and Director selected in	regulations, <u>Representative Director</u> selected in
advance by resolution of the Board of Directors	advance by resolution of the Board of Directors
shall convene and chair general meetings of	shall convene and chair general meetings of
shareholders.	shareholders.
(2) In the event of an accident as a result of which <u>President and Director</u> is not able to fulfill this duty, a director selected in accordance with the order of priority previously determined by the Board of Directors shall convene and chair the general meeting of shareholders.	(2) In the event of <u>a vacancy or an accident as a</u> result of which <u>Representative Director</u> is not able to fulfill this duty, a director selected in accordance with the order of priority previously determined by the Board of Directors shall convene and chair the general meeting of shareholders.
(Convocator and Chairman of meetings of the Board of Directors)	(Convocator and Chairman of meetings of the Board of Directors)
Article 23. Except as otherwise provided by law,	Article 23. Except as otherwise provided by law,
President and Director shall convene and	<u>Representative Director</u> shall convene and chair
chair meetings of the Board of Directors. In	meetings of the Board of Directors. In the event
the event of a vacancy or an accident in the	of a vacancy or an accident in the office of
office of President and Director, a director	Representative Director, a director selected in
selected in accordance with the order of	accordance with the order of priority previously
priority previously determined by the Board	determined by the Board of Directors shall
of Directors shall convene and chair the	convene and chair the meeting of the Board of
meeting of the Board of Directors.	Directors.

Proposal 2: 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	16/16 meetings (100%)	17 years	
2	Manabu Sotomura	Reappointment	President and Representative Director	16/16 meetings (100%)	5 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 2024.

2. There are no special interests between Mr. Yoichi Wakayama or Mr. Manabu Sotomura and the Company.

No.	Name (Date of birth)	Past ex	perience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held	
		October 1989	Joined Temporary Center Inc.	Company neid	
			Joined Crystal Co., Ltd.		
		September 1991 May 1994	Established Seibu Corporation		
		May 1994	Senior Managing Director		
	Yoichi Wakayama	April 1995	Established Aim CIC Company		
	(February 23, 1971)	April 1995	President and Representative Director	9,031,178	
	Reappointment	July 1996	President and Representative Director of Nihon Aim Co., Ltd.	>,051,170	
	reuppontation	culj 1990	(currently UT Aim Co., Ltd.)		
1		April 2007	President and Representative Director of the Company		
1		April 2024	Chairman and Representative Director of the Company (current		
		<b>F</b>	position)		
	[Reasons for selection	n as a candidate for	Director and expected roles]		
			erience and deep insight accumulated as a corporate manager for m		
			as been leading the development of the Group's business while dem		
	strong leadership for	continuous growth	of the Group. He was selected as a candidate for Director with the e	expectation that	
	he will leverage his p	ast experience in fo	ormulating the next medium-term business plan and management po	licies to realize	
	UT Group's long-tern	n management visio	on for the fiscal year ending March 31, 2030.		
		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 CompanyJuly 2017Auditor of UT Life Support Co., Ltd.			
		July 2017 June 2019			
			Director of the Company Senior Executive Officer, Division Manager of the Management		
		April 2020	Reformation Division of the Company		
	Manabu Sotomura	April 2020	Director of UT Construction Co., Ltd.		
	(January 21, 1968)	April 2020	Director of UT Technology Co., Ltd.	12,299	
	Reappointment	April 2021	Director of UT Aim Co., Ltd.		
		April 2022	Executive Officer, Division Manager of the Manufacturing		
2		11pm 2025	Business Division, the Area Strategy Business Division, the		
			Strategic Investment Business Division and the Service		
			Development Division of the Company (current position)		
		April 2023	Representative Director of UT Aim Co., Ltd. (current position)		
		April 2023	Representative Director of UT Connect Co., Ltd (current		
		-	position)		
		April 2023	Director of UT SURI-EMU Co., Ltd. (current position)		
		April 2023	Director of FUJITSU UT Co., Ltd.		
		April 2023	Director of UT FSAS CREA Co., Ltd.		
		April 2023	Director of UT Construction Co., Ltd.		
		April 2023	Director of UT Toshiba Co., Ltd.		
		April 2024	President and Representative Director of the Company (current		
			position)		
		April 2024	Director, UT Partners Co., Ltd. (current position)	<u> </u>	
			Director and expected roles]		
			isions of the Company, Mr. Manabu Sotomura has leveraged his ab		
			nagement to contribute to management of the Company's operating		
			with the expectation that he will leverage this experience to head th		
			through the establishment of a service base and business foundation	, achieve the	
	Fourth Medium-Tern	n Business Plan, and	d strengthen the organizational capability.		

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

The terms of office of all four (4) 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.

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	Director who is an Audit & Supervisory Committee Member	16/16 meetings (100%)	6 years	
2	Koichi Shima	Reappointment Outside Independent	Director who is an Audit & Supervisory Committee Member	16/16 meetings (100%)	2 years	
3	Takako Hayashi	New appointment Outside Independent	-	-	-	

(Notes)

- Subject to the approval of the election of Mr. Taisuke Igaki and Mr. Koichi Shima 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 Ms. Takako Hayashi as an Outside Director who is an Audit & Supervisory Committee Member, the Company intends to enter into a similar agreement with her.
- 2. Mr. Koichi Shima satisfies the qualification for the Independent Officer stipulated by the Tokyo Stock Exchange. The Company has appointed him as an Independent Officer and submitted a notification of their appointments to the Exchange. Subject to the approval of his election, the Company intends to continue his appointment as an Independent Officer. Furthermore, Ms. Takako Hayashi also satisfies the qualification for the Independent Officer, and subject to the approval of her election as an Outside Director, the Company intends to appoint her as an Independent Officer stipulated by the Tokyo Stock Exchange and submit a notification of her 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 2024.
- 4. Mr. Taisuke Igaki and Mr. Koichi Shima will have served as Outside Directors who are Audit & Supervisory Committee Members for two years at the conclusion of this Annual General Meeting of Shareholders.

No.	Name (Date of birth)	Past ex	Number of shares of the Company held				
1	Taisuke Igaki (May 4, 1973) Reappointment Outside	October 2001 October 2001 January 2008 June 2013 June 2018 June 2018 June 2020 June 2022 June 2022	Registered as an attorney Joined Kitahama Law Office Registered as an attorney in New York State, USA Joined Nishimura & Asahi LPC LPC Partner (current position) Outside Director of the Company Outside Auditor of en-japan inc. Outside Director of en-japan inc. Outside Director (Audit and Supervisory Committee Member) of en-japan inc. (current position) Outside Director who is an Audit & Supervisory Committee Member of the Company (current position)	-			
	expected roles] Mr. Taisuke Igaki has actively provided advice and suggestions within the Company from the perspec						

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.

(Note) Mr. Taisuke Igaki serves as Outside Director of en-japan inc. The Company pays fees for advertisement placement, etc. to en-japan 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. In addition, Mr. Taisuke Igaki serves as LPC Partner of Nishimura & Asahi LPC. The Company pays outsourcing fees, etc. to Nishimura & Asahi LPC and a foreign joint business in relation to legal consultation. 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 expe	Number of shares of the Company held				
2	Koichi Shima (December 5, 1957) Reappointment Outside Independent [Reasons for selectio	May 1983 July 1997 April 2003 April 2008 June 2010 September 2016 June 2018 October 2019 May 2020 June 2020 September 2020 June 2022 n as a candidate for	Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.) Director, Recruit From A Co., Ltd. (currently Recruit Co., Ltd.) Corporate Executive Officer, Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) President and Representative Director, Recruit Media Communications Co., Ltd. (currently Recruit Co., Ltd.) Standing Member of the Audit & Supervisory Board, Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) Outside Director, Ligua, Inc. (current position) Part-time Director, The Salt Industry Center of Japan (current position) Outside Director (Audit and Supervisory Committee Member), Nippon Denkai, Ltd. (current position) Outside Director, COSMOS INITIA Co., Ltd. (current position) Outside Director (Audit and Supervisory Committee Member), GREE, Inc. (current position) Outside Director who is an Audit & Supervisory Committee Member of the Company (current position)	- Member, and			
	expected roles] Mr. Koichi Shima has provided various advice and suggestions within the Company, leveraging his knowledge and experience in a broad range of fields including human resources, general affairs, marketing, sales company management, internal and external public relations, advertising, brand management, IR, finance, legal affairs, and compliance. He was selected as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that he will leverage this knowledge and experience to contribute to the achievement of the Company's growth and vision.						

(Note) Mr. Koichi Shima serves as Outside Director (Audit and Supervisory Committee Member) of Nippon Denkai, Ltd. The Group has recorded business transactions with Nippon Denkai, Ltd. 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						
		April 1985	Joined Japan Export Bank (currently Japan Bank for International Cooperation)					
		December 1992						
		April 1994	April 1994 Manager, Sales Planning Section, Newmarket Inc.					
		April 1998	April 1998 Joined JACCS Total Service Co., Ltd.					
		October 2000	Call Center Manager, The Gallup Organization Japan Ltd.					
		April 2002	Project Manager, The Gallup Organization Japan Ltd.					
		October 2004	Executive Director of Operations in Asia, The Gallup Organization Japan Ltd.					
		January 2007	Joined SBI Shinsei Bank, Limited					
	Takako Hayashi (September 19, 1962) <u>New appointment</u> Outside Independent	July 2013 Deputy Manager responsible for Planning and Development, Human Resources Division, SBI Shinsei Bank, Limited						
		April 2016	Deputy General Manager, Human Resources Division, SBI Shinsei Bank, Limited	-				
		April 2017	General Manager, Human Resources Division, SBI Shinsei Bank, Limited					
3		April 2018	Senior Officer in charge of Human Resources, Executive Officer and General Manager, Human Resources Division, SBI Shinsei Bank, Limited					
		April 2020	Chief Officer in charge of Human Resources, Managing Executive Officer, SBI Shinsei Bank, Limited					
		October 2022	Executive Advisor, Sumitomo Mitsui Banking Corporation					
		October 2022	Executive Advisor, Sumitomo Mitsui Financial Group, Inc.					
		April 2023	ISO TC260 Japan Review Committee Member (current position)					
		April 2024	Executive Officer, Sumitomo Mitsui Financial Group,					
		April 2024	Inc.(current position) Managing Executive Officer, Sumitomo Mitsui Card					
		1 -	Company, Limited (current position)					
		s a candidate for O	utside Director who is an Audit & Supervisory Committee M	lember, and				
	expected roles]							
	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 provid							
		on our human resources system that forms the foundation of the Company's business.						

(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.

## (Reference)

		Attri	butes		F	Required	experie	nce and	expertis	e	
		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
Chairman and Representative Director	Yoichi Wakayama			•	•		•	•			
President and Representative Director	Manabu Sotomura			•	•				•		
Directors who	Taisuke Igaki					•	•				•
are Audit & Supervisory Committee	Koichi Shima	•		•	•		•		•	•	•
Members	Takako Hayashi	•	•	•		•			•		

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