

June 14, 2019

To Shareholders with Voting Rights

Company name: UT Group Co., Ltd.
Representative: Yoichi Wakayama, President, Representative
Director & CEO
Code: 2146
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THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS SUPPLEMENTAL EXPLANATION OF PROPOSAL 2

We hereby make supplemental explanation about Proposal 2 of the 12th Annual General Meeting of Shareholders to be held on June 22, 2019: "Election of 2 Auditors" in order for shareholders to understand better about this proposal.

We expect that shareholders acknowledge the content of this supplemental and have better understanding about this proposal.

Supplemental explanation about Proposal 2 "Election of 2 Auditors", Independence of Mr. Hiroyuki Yoshida, the candidate Number 2, the candidate of the outside Auditor

1. Mr. Hiroyuki Yoshida resigned Hongo Tsuji Tax & Consulting as of October 31, 2018 and had no concurrent office at this tax firm as of March 31, 2019.
2. The business relationship between us and Hongo Tsuji Tax & Consulting is as described below and its volume is small in comparison to our business scale
 - 11th fiscal year: the amount of the deal 6,510,000 Japanese Yen
Less than 0.1% of the aggregate amount of the consolidated cost of sales, selling expense and administrative expense
 - 12th fiscal year: the amount of the deal 5,800,000 Japanese Yen
Less than 0.1% of the aggregate amount of the consolidated cost of sales, selling expense and administrative expense

As explained above, there is no relevant fact which would affect the independence of Mr. Hiroyuki Yoshida

End