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(Stock Exchange Code 2146)
June 7, 2019

To Shareholders with Voting Rights:

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

NOTICE OF
THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 12th Annual General Meeting of Shareholders of UT Group Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or by electromagnetic means (the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders, follow the instructions on the "Guide for Exercising Voting Rights" on the next page (available in Japanese language only), and exercise your voting rights by 6:00 p.m. on Friday, June 21, 2019, Japan time.

1. **Date and Time:** Saturday, June 22, 2019 at 10:00 a.m. Japan time
(Reception will be open from 9:00 a.m. Japan time)

2. **Place:** THE GRAND HALL on the third floor of Shinagawa Grand Central Tower located at 2-16-4 Konan, Minato-ku, Tokyo, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

Proposal 1: Election of Six (6) Directors
Proposal 2: Election of Two (2) Auditors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the matters to be included in this Notice, pursuant to laws and regulations and provisions of Article 15 of the Articles of Incorporation of the Company, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are disclosed on the Company's website (https://www.ut-g.co.jp) and are therefore not included in the documents attached to this Notice. Accordingly, the documents attached to this Notice constitute a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by Auditors and the Accounting Auditor in preparing their audit report.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (https://www.ut-g.co.jp).

After the conclusion of this General Meeting of Shareholders, a company briefing session for the shareholders will be held for about an hour at the same venue. We look forward to your participation.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Six (6) Directors

The terms of office of all four (4) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed, increasing the number of Directors by two (2) in order to further strengthen the Company's future management structure.

The candidates are as follows:

No.	Name		Current position at the Company	Attendance at meetings of the Board of Directors
1	Yoichi Wakayama	Reappointment	President and Representative Director	18/18 meetings (100%)
2	Noboru Hachimine	Reappointment Outside Independent	Director	17/18 meetings (94%)
3	Tetsuro Yoshimatsu	Reappointment Outside Independent	Director	16/18 meetings (89%)
4	Taisuke Igaki	Reappointment Outside Independent	Director	15/15 meetings (100%)
5	Yuji Watanabe	New appointment	Senior Executive Officer	—
6	Manabu Sotomura	New appointment	Senior Executive Officer	—

(Note)

As Mr. Taisuke Igaki was newly elected as Director at the 11th Annual General Meeting of Shareholders held on June 23, 2018 and assumed office, his attendance at meetings of the Board of Directors includes only meetings held after he assumed office.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Yoichi Wakayama (February 23, 1971) Reappointment	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 (current position)	9,031,178
	[Reasons for selection as a candidate for Director] Mr. Yoichi Wakayama has adequate experience and deep insight accumulated as corporate manager for many years, since the establishment of the Company. He has been leading the development of the Group's business while demonstrating strong leadership for continuous growth of the Group. He was selected as candidate for Director based on the judgment that the Company can continue to expect him to fulfill an appropriate role for business expansion and overall management.		
2	Noboru Hachimine (June 22, 1967) Reappointment Outside Independent	April 1991 Joined Mori Building Co., Ltd. March 1994 Established Deca Legs, Ltd. (currently OPT Holding, Inc.) President and Representative Director (current position) June 2016 Outside Director of the Company (current position) March 2017 Director of SoldOut, Inc (current position)	2,000
	[Reasons for selection as a candidate for Outside Director] Mr. Noboru Hachimine is the founder of OPT Holding, Inc. and has supported the growth of numerous IT companies with his "Business Creation Platform vision" in a rapidly-changing IT industry. He was selected as candidate for Outside Director based on the judgment that he will continue to reflect his experiences on the management of the Company that is working for innovation and growth of the human resources service industry.		
3	Tetsuro Yoshimatsu (August 13, 1972) Reappointment Outside Independent	April 1996 Joined Andersen Consulting (currently Accenture Japan Ltd.) July 1999 Established I-Style Co., Ltd. (currently istyle Inc.) President and Chief Executive Officer (current position) February 2008 Director of cosme next Co. Ltd. (current position) May 2012 Representative Director of istyle Global (Hong Kong) Co., Limited (currently istyle China Corporation Limited) August 2012 Director of istyle Global (Singapore) Pte. Limited (current position) September 2014 Chairman of istyle China Co., Limited November 2014 Director of istyle capital inc. (current position) December 2014 Representative Director of istyle trading inc. July 2015 Director of istyle China Co., Limited (current position) June 2016 Outside Director of the Company (current position) July 2016 Director of istyle Makers Inc. Establishment Preparation Company (currently iMakers Inc.) (current position) September 2016 Director of Eat Smart, Inc. (current position) July 2018 Representative Director of istyle career Inc. (current position) October 2018 Outside Director of PLANET, INC. (current position)	1,400
	[Reasons for selection as a candidate for Outside Director] Mr. Tetsuro Yoshimatsu is the founder of istyle Inc. With his vision of "Creation of a consumer-oriented market," he has developed various businesses including media, retail, distribution and human resources by utilizing the proprietary database. He was selected as candidate for Outside Director based on the judgment that he will continue to leverage this experience to contribute to the growth of the Company that defines people working on contract basis as clients.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions and responsibilities at the Company
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">4</td><td>Taisuke Igaki
(May 4, 1973)
Reappointment
Outside
Independent</td><td>October 2001
October 2001
January 2008
June 2013

January 2015

April 2016

June 2018
June 2018</td><td>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)
Deputy Secretary of Kansai Branch, Japan Association of Arbitrators (current position)
Guest Professor, Graduate School of Medicine, Osaka University (current position)
Outside Director of the Company (current position)
Outside Auditor of en-japan inc. (current position)</td><td>-</td></tr>
<tr><td colspan="4">[Reasons for selection as a candidate for Outside Director]
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 candidate for Outside Director based on the judgment that he will continue to leverage this experience to contribute to the growth and risk management of the Company.</td></tr>
<tr><td rowspan="2">5</td><td>Yuji Watanabe
(April 22, 1970)
New appointment</td><td>December 1991
October 1992
April 2001

November 2002

May 2003
August 2003
October 2012
April 2017

April 2018
April 2019

April 2019</td><td>Joined Argus Co., Ltd.
Transferred to DAITEC Co., Ltd.
Transferred to APHRO ADVERTISING AGENCY; General Manager of Sales Promotion Office
Transferred to DAITEC Co., Ltd.; General Manager of Sales Promotion Headquarters
Joined Icon World Co., Ltd. (currently Fujiwork Co., Ltd.)
Director of Icon World Co., Ltd. (currently Fujiwork Co., Ltd.)
Joined the Company
Senior Executive Officer, General Manager of Solution Division of the Company
Director of UT Agent Co., Ltd. (current position)
Senior Executive Officer, General Manager of Customer Solution Division, in charge of Corporate Strategy Business of the Company (current position)
Director of UT HP Co., Ltd. (current position)</td><td>48,714</td></tr>
<tr><td colspan="4">[Reasons for selection as a candidate for Director]
As Senior Executive Officer responsible for administration of the sales domain, Mr. Yuji Watanabe has leveraged his wealth of experience in sales and knowledge of overall management to contribute to the growth of the Company’s business. He was selected as candidate for Director based on the judgment that he will leverage this experience for further business growth and sustainability, as well as further enhancement of the Company’s management structure.</td></tr>
</table>

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
6	Manabu Sotomura (January 21, 1968) New appointment	April 1991	Joined Recruit Co., Ltd.	1,500
		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 and General Manager of President's Office of the Company (current position)	
		July 2017	Auditor of UT Life Support Co., Ltd. (current position)	
	[Reasons for selection as a candidate for Director] As Senior Executive Officer responsible for administration of human resources, corporate communication and business management divisions, Mr. Manabu Sotomura has leveraged his wealth of practical experience in human resources and knowledge of overall management to contribute to sound management of the Company. He was selected as candidate for Director based on the judgment that he will leverage this experience to promote growth of human resources, fundamental to the Company's business, as well as strengthen corporate governance and further enhance the Company's management structure.			

(Notes)

1. Messrs. Noboru Hachimine, Tetsuro Yoshimatsu and Taisuke Igaki are candidates for Outside Director.
2. Messrs. Noboru Hachimine and Tetsuro Yoshimatsu are currently Outside Directors of the Company and will have been in office for 3 years as of the conclusion of this General Meeting of Shareholders.
3. Mr. Taisuke Igaki is currently an Outside Director of the Company and will have been in office for 1 year as of the conclusion of this General Meeting of Shareholders.
4. Subject to the approval of the election of Messrs. Noboru Hachimine, Tetsuro Yoshimatsu and Taisuke Igaki as Outside Directors, 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.
5. Messrs. Noboru Hachimine, Tetsuro Yoshimatsu and Taisuke Igaki satisfy the qualification for the Independent Officers stipulated by the Tokyo Stock Exchange. The Company has appointed them as Independent Officers and submitted a notification of their appointments to the Exchange. Subject to the approval of their election, it is expected that they will continue to be Independent Officers.
6. There are no special interests between each of Messrs. Yoichi Wakayama, Noboru Hachimine, Tetsuro Yoshimatsu, Yuji Watanabe and Manabu Sotomura, and the Company. Mr. Taisuke Igaki serves as Auditor 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.

Proposal 2: Election of Two (2) Auditors

The terms of office of Messrs. Hirokazu Mizukami and Hiroyuki Yoshida will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Auditors.

The approval of the Board of Auditors has been obtained for this proposal.

The candidates are as follows:

No.	Name		Current position at the Company	Attendance at meetings of the Board of Directors	Attendance at meetings of the Board of Auditors
1	Hirokazu Mizukami	Reappointment Outside Independent	Auditor	18/18 meetings (100%)	13/13 meetings (100%)
2	Hiroyuki Yoshida	Reappointment Outside Independent	Auditor	17/18 meetings (94%)	13/13 meetings (100%)

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience and positions at the Company
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Hirokazu Mizukami
(July 12, 1947)
Reappointment
Outside
Independent</td><td>April 1970

June 1998

June 1999

June 2001

December 2003
August 2007
December 2008

June 2009</td><td>Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)
Director, General Manager for the Americas and New York Branch Manager and Nassau Branch Manager, The Sumitomo Trust and Banking Co., Ltd. on commission
Managing Director and Managing Executive Officer, General Manager of Overseas Business Division, The Sumitomo Trust and Banking Co., Ltd. on commission
Director and Managing Executive Officer, The Sumitomo Trust and Banking Co., Ltd.
Representative Director and President, Aozora Bank, Ltd.
Established Mizukami & Company Ltd.; Representative Director
Established Advan Wealth Management Ltd. (currently Advan Capital Ltd.); Representative Director (current position)
Outside Auditor of the Company (current position)</td><td>-</td></tr>
<tr><td colspan="4">[Reasons for selection as a candidate for Outside Auditor]
Mr. Hirokazu Mizukami has a wealth of knowledge and experience gained over many years working at financial institutions. He was selected as candidate for Outside Auditor based on the judgment that he is providing appropriate and useful comments on the legality, soundness and transparency of the Company’s management practices, and is appropriately fulfilling his duties.</td></tr>
<tr><td rowspan="2">2</td><td>Hiroyuki Yoshida
(August 26, 1968)
Reappointment
Outside
Independent</td><td>November 1994

April 1998
July 2002

August 2004
April 2013
April 2015
June 2015
July 2016

November 2018</td><td>Joined Seiwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC)
Registered as a Certified Public Accountant
Manager, Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
Joined Hongo Tsuji Tax & Consulting
Director of Hongo Tsuji Business Consulting
Managing Director of Hongo Tsuji Business Consulting
Outside Auditor of the Company (current position)
General Manager of Corporate Department 1 Administration Department, Hongo Tsuji Tax & Consulting
General Manager of Property Taxation Division, Watanabe & Co. (current position)</td><td>-</td></tr>
<tr><td colspan="4">[Reasons for selection as a candidate for Outside Auditor]
Mr. Hiroyuki Yoshida possesses specialized knowledge and a broad range of experience in taxation and accounting. He was selected as candidate for Outside Auditor based on the judgment that he is providing appropriate and useful comments on the Company’s management practices, and is appropriately fulfilling his duties.</td></tr>
</table>

(Notes)

1. Messrs. Hirokazu Mizukami and Hiroyuki Yoshida are candidates for Outside Auditor.
2. Mr. Hirokazu Mizukami is currently an Outside Auditor of the Company and will have been in office for 10 years as of the conclusion of this General Meeting of Shareholders.
3. Mr. Hiroyuki Yoshida is currently an Outside Auditor of the Company and will have been in office for 4 years as of the conclusion of this General Meeting of Shareholders.
4. Subject to the approval of the election of Messrs. Hirokazu Mizukami and Hiroyuki Yoshida as Outside Auditors, the Company intends to continue the agreements with each of them to limit their liability for damages as Outside Auditors under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations.
5. Messrs. Hirokazu Mizukami and Hiroyuki Yoshida satisfy the qualification for the Independent Officers stipulated by the Tokyo Stock Exchange. The Company has appointed them as Independent Officers and submitted a notification of their appointments to the Exchange. Subject to the approval of their election, it is expected that they will continue to be Independent Officers.
6. There are no special interests between each of Messrs. Hirokazu Mizukami and Hiroyuki Yoshida, and the Company.