Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 2146)
June 11, 2020

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 13TH 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 13th Annual General Meeting of Shareholders will be held for the purposes as described below.

In a bid to prevent the spread of the novel coronavirus infection, we ask that our shareholders exercise voting rights in writing or by electromagnetic means (the Internet) as much as possible. 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 26, 2020, Japan time.

1. **Date and Time:** Saturday, June 27, 2020 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 13th Fiscal Year (April 1, 2019 - March 31, 2020) 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 13th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposal to be resolved:

Proposal: Election of Six (6) Directors

- If 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, System for Ensuring the Propriety of Business Operations and Operational Status of the System in the Business Report, Consolidated Statements of Changes in Shareholders' Equity, Notes to the Consolidated Financial Statements, Non-consolidated Statements of Changes in Shareholders' Equity, 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).

Please note that the annual company briefing session for the shareholders will be canceled in order to avoid the spread of the novel coronavirus infection.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

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	21/21 meetings (100%)
2	Yuji Watanabe	Reappointment	Director	18/18 meetings (100%)
3	Manabu Sotomura	Reappointment	Director	18/18 meetings (100%)
4	Noboru Hachimine	Reappointment Outside Independent	Director	19/21 meetings (90%)
5	Tetsuro Yoshimatsu	Reappointment Outside Independent	Director	20/21 meetings (95%)
6	Taisuke Igaki	Reappointment Outside Independent	Director	21/21 meetings (100%)

(Note)

As Mr. Yuji Watanabe and Mr. Manabu Sotomura were newly elected as Directors at the 12th Annual General Meeting of Shareholders held on June 22, 2019 and assumed office, their attendance at meetings of the Board of Directors includes only meetings held after they 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	Yuji Watanabe (April 22, 1970) Reappointment	December 1991 Joined Argus Co., Ltd. October 1992 Transferred to DAITEC Co., Ltd. April 2001 Transferred to APHRO ADVERTISING AGENCY; General Manager of Sales Promotion Office November 2002 Transferred to DAITEC Co., Ltd.; General Manager of Sales Promotion Headquarters May 2003 Joined Icon World Co., Ltd. (currently Fujiwork Co., Ltd.) August 2003 Director of Icon World Co., Ltd. (currently Fujiwork Co., Ltd.) October 2012 Joined the Company April 2017 Senior Executive Officer, General Manager of Solution Division of the Company April 2018 Director of UT Agent Co., Ltd. April 2019 Senior Executive Officer, General Manager of Customer Solution Division, in charge of Corporate Strategy Business of the Company April 2019 Director of UT HP Co., Ltd. June 2019 Director of the Company (current position) April 2020 Senior Executive Officer, Division Manager of the Group Sales and Solution Business Division of the Company (current position)	48,714
	[Reasons for selection as a candidate for Director] As Director 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.		

<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">3</td><td>Manabu Sotomura
(January 21, 1968)
Reappointment</td><td>April 1991
April 2002

April 2006

April 2011

May 2012
March 2014
March 2014
June 2017

July 2017
June 2019
April 2020

April 2020</td><td>Joined Recruit Co., Ltd.
General Manager of HR Headquarters, Integrated Planning Department, Recruit Co., Ltd.
General Manager of HR Department and General Manager of General Affairs Department, Recruit Co., Ltd.
Company Officer of HR Company, New Graduates Planning Section, Recruit Co., Ltd.
Corporate Officer of BELLSYSTEM24, Inc.
Managing Corporate Officer of BELLSYSTEM24, Inc.
Corporate Officer of BELLSYSTEM24 Holdings, Inc.
Joined the Company; Senior Executive Officer, General Manager of President’s Office of the Company
Auditor of UT Life Support Co., Ltd.
Director of the Company (current position)
Senior Executive Officer, Division Manager of the Management Reformation Division of the Company (current position)
Director of UT Construction Co., Ltd. (current position)</td><td>1,500</td></tr>
<tr><td colspan="4">[Reasons for selection as a candidate for Director]
As Director 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.</td></tr>
<tr><td rowspan="2">4</td><td>Noboru Hachimine
(June 22, 1967)
Reappointment
Outside
Independent</td><td>April 1991
March 1994

June 2016
March 2017
March 2020

April 2020</td><td>Joined Mori Building Co., Ltd.
Established Deca Legs, Ltd. (currently OPT Holding, Inc.) President and Representative Director
Outside Director of the Company (current position)
Director of SoldOut, Inc (current position)
President and Group CEO of OPT Holding, Inc. (current position)
President and Representative Director of Digital Shift Co., Ltd. (current position)</td><td>2,000</td></tr>
<tr><td colspan="4">[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.</td></tr>
</table>

<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">5</td><td>Tetsuro Yoshimatsu
(August 13, 1972)
Reappointment
Outside
Independent</td><td>April 1996
July 1999

February 2008
May 2012

August 2012

September 2014
November 2014
December 2014
July 2015
June 2016
July 2016

September 2016
July 2018
October 2018
April 2019

April 2019

April 2019

July 2019
July 2019
July 2019</td><td>Joined Andersen Consulting (currently Accenture Japan Ltd.)
Established I-Style Co., Ltd. (currently istyle Inc.)
President and Chief Executive Officer (current position)
Director of cosme next Co. Ltd. (current position)
Representative Director of istyle Global (Hong Kong) Co., Limited (currently istyle China Corporation Limited)
Director of istyle Global (Singapore) Pte. Limited (current position)
Chairman of istyle China Co., Limited
Director of istyle capital inc.
Representative Director of istyle trading inc.
Director of istyle China Co., Limited (current position)
Outside Director of the Company (current position)
Director of istyle Makers Inc. Establishment Preparation Company (currently iMakers Inc.)
Director of Eat Smart, Inc. (current position)
Representative Director of istyle career Inc.
Outside Director of PLANET, INC. (current position)
Representative Director of IS Monozukuri Inc. Establishment Preparation Company (current position)
Representative Director of IS Creative Agency Inc. Establishment Preparation Company (currently Dot & Space Inc.)
Representative Director of IS Talent Management Inc. Establishment Preparation Company (current position)
Representative Director of iMakers Inc.
Director of istyle career Inc. (current position)
Director of Dot & Space Inc. (current position)</td><td>1,400</td></tr>
<tr><td colspan="4">[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.</td></tr>
<tr><td rowspan="2">6</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
Guest Professor, Graduate School of Medicine, Osaka University
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>
</table>

(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 4 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 2 years 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, Yuji Watanabe, Manabu Sotomura, Noboru Hachimine and Tetsuro Yoshimatsu, and the Company. Mr. Taisuke Igaki serves as Auditor of en-japan inc. During the fiscal year under review, the Company paid 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.