

November 25, 2024

Company name: UT Group Co., Ltd.  
Representative: Manabu Sotomura  
President and Representative Director  
(Securities code: 2146, TSE Prime Market)  
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## Notice Concerning Absorption-type Merger between Subsidiaries of UT Group

The Board of Directors of UT Group Co., Ltd. resolved at a meeting held today the absorption-type merger (the "Merger") of UT Connect Co., Ltd. as the surviving company and UT Partners Co., Ltd. as the absorbed company ("UT Partners"), effective April 1, 2025. Both UT Connect and UT Partners are wholly owned subsidiaries of UT Group.

Since this is a merger between wholly owned subsidiaries of UT Group, some disclosure items and details are omitted from this announcement.

### 1. Purpose of the Merger

As one of the core companies of UT Group, UT Connect has offices in 49 locations throughout Japan and employs approximately 14,000 technical employees. UT Partners, which was newly consolidated into UT Group in April 2024, has offices in 12 locations throughout Japan and employs approximately 2,600 technical employees. Both UT Connect and UT Partners belong to the Area Business Segment. Both companies have strength in securing dispatched work opportunities in various industries and job types in the manufacturing industry, and in matching job seekers across Japan each to her or his most desired job.

As a renewed direction of the Medium-term Business Plan announced on November 14, 2024, UT Group has redefined the types of its domestic business to make up these four: Motor Business, Semiconductor Business, Agent Business, and Next Career Business, and formulated business strategies to meet the respective needs of each business. The Area Business Segment, which is rooted in a geographical area and provides worker dispatch services, will be transformed into the Agent Business Segment. The new segment will be an agent that matches job seekers who want to work in the local community with various job opportunities including dispatched work. In order to realize this transformation, UT Connect and UT Partners will be integrated, create an organization that enables agile and efficient decision-making, and allocate management resources mainly in priority geographic areas. By investing human resources centered on customer contact points, we will expand the provision of opportunities for engagement at diverse workplaces and with workstyles that suit the diversifying working preferences of job seekers (regions, industries, working hours, etc.)

## 2. Summary of the Merger

### (1) Schedule of the Merger

Board of Directors meeting resolving the merger (each of the parties)	Late November 2024 (plan)
Date of conclusion of merger agreement (each of the parties)	Late November 2024 (plan)
General meeting of shareholders (each of the parties)	February 26, 2025 (plan)
Date of merger (effective date)	April 1, 2025 (plan)

### (2) Method of the Merger

The Merger will be an absorption-type merger with UT Connect as the surviving company and UT Partners as the absorbed company.

### (3) Details of allotment related to the Merger

No shares or money will be allotted as a result of the Merger.

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

Not applicable.

## 3. Outline of companies involved in the Merger (as of November 1, 2024)

	Surviving company	Absorbed Company
(1) Name	UT Connect Co., Ltd.	UT Partners Co., Ltd.
(2) Location of head office	1-11-15 Higashi Gotanda, Shinagawa-ku, Tokyo	1-11-15 Higashi Gotanda, Shinagawa-ku, Tokyo
(3) Name and title of representative	Manabu Sotomura, President and Representative Director	Seiki Haruta, President and Representative Director
(4) Business	General personnel dispatch and outsourced business	Outsourced business and worker dispatch business related to all manufacturing operations
(5) Capital	10 million yen	235 million yen
(6) Date of establishment	January 28, 1998	January 15, 2009
(7) Number of shares issued	2,000 shares	9,200 shares
(8) Fiscal year end	March 31	June 30
(9) Major shareholder and shareholding ratio	UT Group Co., Ltd. 100%	UT Group Co., Ltd. 100%

## 4. Outlook for the future

This is a merger between wholly owned subsidiaries of UT Group, and the impact on UT Group's consolidated financial results will be immaterial.

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