

September 16, 2025

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 (Securities code: 2146, TSE Prime Market)
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Notice Regarding Stock Split, Partial Amendment to the Articles of Incorporation and Revision of Dividend Forecast Due to the Stock Split

UT Group Co., Ltd. announces that at the Board of Directors meeting held on September 16, 2025, the Company resolved to conduct a stock split, and to partially amend the Articles of Incorporation and revise the dividend forecast due to the stock split.

1. Purpose of the stock split

The purpose of the stock split is to improve the liquidity of the Company's shares and further expand the investor base by reducing the amount per investment unit.

2. Outline of the stock split

(1) Method of the split

The Company will conduct a 15-for-1 stock split of its common stock held by shareholders listed or recorded in the final shareholder register as of Wednesday, December 31, 2025 (which is a holiday for the shareholder registry administrator, and in effect Tuesday, December 30, 2025) as the record date.

(2) The number of shares to be increased due to the split

1) Total number of issued shares before the stock split	39,902,683 shares
2) Number of shares to be increased by the stock split	558,637,562 shares
3) Total number of issued shares after the stock split	598,540,245 shares
4) Total number of shares authorized to be issued after the stock split	2,300,000,000 shares

Note: The above total numbers of issued shares and the number of shares to be increased may change depending on the exercise for the stock acquisition rights up to the record date of the stock split.

(3) Schedule of the split

1) Date of public notice for the record date	Monday, December 15, 2025 [plan]
2) Record date	Wednesday, December 31, 2025 *Effectively, Tuesday, December 30, 2025
3) Effective date	Thursday, January 1, 2026

3. Adjustment of exercise price of the stock acquisition rights

In accordance with the stock split, the exercise price per share of the stock acquisition rights to be exercised on or after January 1, 2026 will be adjusted as follows.

	Exercise price before adjustment	Exercise price after adjustment
Eighth stock acquisition rights	1,859 yen	124 yen

4. Partial amendment to the Articles of Incorporation

(1) Purpose of amendment to the Articles of Incorporation

In accordance with the stock split and pursuant to Article 184, Paragraph 2 of the Companies Act, the total number of shares authorized to be issued under Article 6 of the Company's Articles of Incorporation will be amended on January 1, 2026.

(2) Details of amendment to the Articles of Incorporation

- 1) Details of change based on the resolution of the Board of Directors meeting held on September 16, 2025 (amended parts underlined)

Current Articles of Incorporation	Amendment based on the resolution of the Board of Directors meeting held on September 16, 2025
(Total number of shares authorized to be issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>160,000,000</u> shares.	(Total number of shares authorized to be issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>2.3 billion</u> shares.

(3) Schedule of amendment to the Articles of Incorporation

Resolution of the Board of Directors meeting: Tuesday, September 16, 2025
Effective date: Thursday, January 1, 2026

5. Revision of dividend forecast

The Company has revised its dividend forecast for FY3/2026, which was announced on May 14, 2025, as follows. There will be no effective change in the forecast of quarterly dividend per share and the total amount of full-year dividend per share, as this revision is attributable to an increase in the total number of issued shares due to the stock split.

	Dividend per share (yen)				
	1Q-end (actual)	2Q-end	3Q-end	FY-end	Total
Previous forecasts	40.19	TBD	TBD	TBD	162.72
Revised forecasts (Conversion before the stock split)	40.19	TBD	TBD	TBD (TBD)	— (162.72)
FY3/2025 Results	0.00	0.00	60.98	74.00	134.98

(Notes)

1. The second quarter-end dividend with a record date of September 30, 2025 and the third quarter-end dividend with a record date of December 31, 2025 are based on the number of shares before the split.
2. The year-end dividend with a record date of March 31, 2026 is based on the number of shares after the split.
3. The total per-share dividend forecast is not presented because a simple sum cannot be made due to the implementation of the stock split.

6. Change in the amount of share capital

There will be no change in the amount of share capital resulting from the stock split.

End