

February 12, 2026

Company name: UT Group Co., Ltd.  
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(Securities code: 2146, TSE Prime Market)  
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## **Notice Concerning the Disposal of Treasury Stock in Connection with the Introduction of a Stock Compensation Plan for Employees**

UT Group Co., Ltd. resolved at its Board of Directors meeting held today to dispose of treasury stock (the "Disposal of Treasury Stock") in connection with the introduction of a stock-based compensation plan (the "Plan") for its employees. Details are as follows.

### **1. Summary of disposal**

(1) Date of disposal	March 3, 2026
(2) Type and number of shares to be disposed of	26,451,100shares of common stock of the Company
(3) Disposal price	215 per share
(4) Total disposal amount	5,686,986,500 yen
(5) Planned disposal destination	Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Sub-trustee: Custody Bank of Japan, Ltd. (Trust Account))
(6) Other	The Disposal of Treasury Stock is conditional upon the written notice of securities pursuant to the Financial Instruments and Exchange Act becoming effective.

### **2. Purpose and reasons for share disposal**

UT Group resolved at its Board of Directors meeting held today to introduce a stock-based compensation plan (the "Plan") for its employees. Its purpose is to increase engagement with the Group's employees, improve their retention rate and re-entry rate, and increase corporate value over the medium to long term.

For an outline of the Plan, please refer to the "Notice Concerning Details of the Stock Compensation Plan for Employees" dated today.

The Company will carry out the Disposal of Treasury Stock to a trustee of a trust established for the introduction

of the Plan (the "Trust"), Sumitomo Mitsui Trust Bank, Limited (Trust Account) (Sub-trustee: Custody Bank of Japan, Ltd. (Trust Account)).

The number of shares to be disposed of will be equivalent to the number of shares to be granted to employees in consideration of the Company's net income during the trust period, based on the Share Grant Rule established by the Company at the time of the introduction of the Plan. The resulting share dilution will be 4.42% against the 598,622,745 shares\* outstanding as of September 30, 2025 (and 4.62% against the 5,719,260 voting rights units\* as of September 30, 2025. Both figures are rounded to the nearest third decimal place.)

The Company believes that the Plan will lead to an increase in the corporate value of the Company over the medium to long term, and has judged that both the disposal amount and the scale of dilution due to the Disposal of Treasury Stock are reasonable and will cause minimal impact on the secondary market.

\* The Company conducted a 15-for-1 stock split effective January 1, 2026. The figures are calculated by multiplying the actual number of shares outstanding and the total number of voting rights as of September 30, 2025, by 15.

(Reference) Outline of the trust agreement pertaining to the Trust

Trustor	UT Group Co., Ltd.
Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trust trustee: Custody Bank of Japan, Ltd.)
Beneficiaries	UT Group employees who meet the conditions to be a beneficiary
Trust	A third party with no relationship of interest with the Company and its officers
Administrator	
Exercise of voting rights	The Trustee exercises voting rights throughout the trust period based on instructions from the Trust Administrator
Type of trust	Money held in trust other than a money trust (third-party beneficiary trust)
Date of trust agreement	March 3, 2026
Trust period	From March 3, 2026 to June 30, 2028 (tentative)
Purpose of the trust	To grant the Company's shares to the beneficiaries in accordance with the Share Grant Rule

**3. Basis of calculation and specific details of the disposal price**

In light of recent stock price movements and from the perspective of excluding arbitrariness, the disposal price has been set at 215 yen, the closing price on the Tokyo Stock Exchange on February 10, 2026 (the business day immediately preceding the date of the Board of Directors resolution). The Company considers the closing price on said date reasonable and free from arbitrariness, because the stock price reflects the business

performance of the Company and the supply and demand conditions of the market, under circumstances where the Company's common stock is listed and there are no special circumstances indicating that it is not possible to rely on the latest stock price. The Company therefore determined that it does not constitute a favorable issuance.

#### **4. Matters concerning procedures under the Code of Corporate Conduct**

This disposal of treasury stock does not require obtaining the opinion of an independent third party or undertaking procedures for confirmation of the intent of shareholders pursuant to Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange because (1) the resulting dilution ratio will be less than 25% and (2) it will not result in a change in the controlling shareholder.