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Notice Regarding the Results of the Evaluation of the Effectiveness of the Board of Directors of the Company

In accordance with the Corporate Governance Code stipulated by the Tokyo Stock Exchange, UT Group Co., Ltd. conducted an analysis and evaluation of the effectiveness of the Board of Directors in order to improve its functions. The results are summarized below.

1. Method of analysis and evaluation

This is the fifth time to do the analysis and evaluation of the effectiveness of the Board of Directors following the first one in FY3/2022.

- (1) Evaluation period: February – March 2026
- (2) Subjects of evaluation: All directors and all audit & supervisory board members, 5 in total
- (3) Method of evaluation: Self-evaluation through a Web questionnaire, and the compilation and analysis of evaluation results by an external organization
- (4) Evaluation Items: 5 major items (31 questions in total)
 - 1) Organization and management of the Board of Directors
 - 2) Management strategy and business strategy
 - 3) Corporate ethics and risk management
 - 4) Performance monitoring, and evaluation and compensation of management
 - 5) Dialogue with shareholders, etc.
- (5) Answer method: 5-level evaluation and free comments and requests for each major item

2. Summary of the results of the analysis and evaluation

In the above questionnaire, we confirmed that for the 5 major items, the majority of responses fell under the top two ratings of a five-point scale: "5: Effective/Appropriate" or "4: Mostly Effective/Appropriate," that the Board of Directors functions appropriately based on the evaluation contents of each item listed below, and that the effectiveness of the Board of Directors is fully secured. Furthermore, in the free comments, nothing pointed out any significant deficiencies.

(1) Organization and management of the Board of Directors

The highest evaluation results were given to the fact that the roles and functions of the Board and the management team are clear; that the Board has the right members with the needed knowledge, skills, and experience; and that it also has good diversity, including gender, international background, work history, and age.

At the same time, some noted that Board materials are often sent out just before the meetings. The need to improve the timing of distributing board materials was identified.

(2) Management strategy and business strategy

The highest evaluation results were given to the fact that the Board of Directors, after appropriately assessing the balance between financial soundness and capital efficiency and the state of response to business risks, works to optimize the balance sheet through use of debt and implementation of the shareholder return policy.

On the other hand, some expressed the opinion that the Board needs to keep checking progress on challenges in sales, hiring, and site management (such as a lack of projects, rising hiring costs, and insufficient vacancy management).

In addition, while it is a strength of the Company to pursue flexible and agile management aligned with the external environment and business progress, preliminary study and consideration are sometimes perceived as somewhat hasty. For major changes or new initiatives, some noted that it would be desirable to ensure a process that allows the Board of Directors sufficient time for thorough discussions.

Furthermore, while new systems such as point programs and free transfers are being designed under the human capital management policy, discussions are still underway on incentive design and the consistency of personnel systems, and there is a need to align short-term measures with medium- to long-term system design.

(3) Corporate ethics and risk management

The highest evaluation results were given to appropriate supervision of the effectiveness of internal controls and internal audits, based on reports from the management team and the Internal Audit Division.

It was confirmed that appropriate risk management systems are in place for the entire Group and value chain through sufficient coordination with the Internal Audit Division and other divisions, and the identification of various risks.

(4) Performance monitoring, and evaluation and compensation of management

The highest evaluation results were given to the fact that the selection and dismissal criteria for the President and Representative Director and the management members are clearly stipulated; that the Nomination and Compensation Committee makes appropriate discussions based on the selection criteria and properly designs compensation system to provide appropriate incentives for the

sustainable growth of the company; and that these activities are checked by the Board of Directors through reports from the Nomination and Compensation Committee.

On the other hand, the importance of the development plan for the successor of the President and Representative Director is fully recognized, and it was confirmed that the Board of Directors needs to be actively involved in the formulation and operation of the succession plan and to properly supervise the training of the new President and Representative Director candidates.

(5) Dialogue with shareholders, etc.

The highest evaluation results were given to the fact that the management is making efforts to utilize dialogue with shareholders to increase corporate value, such as by reviewing strategies, KPIs, and governance based on the opinions obtained from shareholders and investors through dialogue. It was confirmed that dialogue with shareholders and investors is utilized to enhance corporate value, and that management with an awareness of capital costs and ESG is promoted, and appropriate disclosure is practiced.

3. Future responses based on the results of analysis and evaluation

Based on the results, the Board of Directors will focus on addressing the above-mentioned issues, continuously strive to ensure the effectiveness of the Board of Directors, and aim to further enhance corporate governance and continuously raise corporate value.

End