August 7 , 2026

Company name:	UT Group Co., Ltd.
Representative:	Manabu Sotomura
	President and Representative Director
(Securities code:	2146, TSE Prime Market)
For inquiries:	Takahito Yamada
	Executive Officer and Division Manager
	Service Infrastructure Division
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Notice Concerning Change in Major Shareholder and the Largest Shareholder among Major Shareholders (Planned) and Act of Share Purchase Specified by Cabinet Order as an Act Equivalent to a Tender Offer

UT Group Co., Ltd. hereby announces that there will be a change in its major shareholder and the largest shareholder among major shareholders (planned) of the Company on August 31, 2026. We also announce that we have received a report from Wakayama Yoichi Office LLC, as detailed in the attachment, stating that it has decided to acquire shares of the Company.

This acquisition of shares will result in an acquisition of 5% or more on a voting rights basis, and falls under the "act of share purchase specified by Cabinet Order as an act equivalent to a tender offer" as set forth in Article 167, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of the Order for Enforcement of the Act.

This document constitutes a disclosure by the Company pursuant to the Securities Listing Regulations, and also serves as a public announcement made pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act, based on a request made to the Company (the target company of this acquisition) by Wakayama Yoichi Office LLC (the share acquirer).

1. Background for the change

The Company has been notified by its largest and major shareholder Mr. Yoichi Wakayama (UT Group's Representative Director and Chairman) that he plans to transfer the shares he holds to Wakayama Yoichi Office LLC, his asset management company, on August 31, 2026. As a result, there will be a change in the Company's major shareholder and the largest shareholder among major shareholders. Furthermore, the acquisition of the Company's shares by Wakayama Yoichi Office LLC constitutes "an act of share purchase specified by Cabinet Order as an act equivalent to a tender offer," as defined in Article 167 of the Act, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of its Order for Enforcement.

2. Overview of the major shareholders subject to the change

(1) Overview of the shareholder who will no longer be the largest and major shareholder

(1)	Name	Yoichi Wakayama
(2)	Location	Shibuya-ku, Tokyo
(3)	Relationship with UT Group	Representative Director and Chairman of UT Group

(2) Overview of the shareholder who will become the largest and major shareholder

(1)	Name	Wakayama Yoichi Office LLC
(2)	Location	#2006, 2-2-39 Jingumae, Shibuya-ku, Tokyo
(3)	Job title and name of representative	Yoichi Wakayama, Representative Member
(4)	Business activity	Holding and management of securities
(5)	Capital	80,000 yen

3. Number of voting rights (number of shares) held by the major shareholder and its ratio to the voting rights held by all shareholders, before and after the change

(1) Yoichi Wakayama

	Number of voting rights (Number of shares held)	Ratio of voting rights held	Shareholder ranking
Before the change (as of August 7, 2026)	1,354,676 (135,467,670 shares)	22.82%	#1
After the change	0 (0 share)	0%	—

(2) Wakayama Yoichi Office LLC

	Number of voting rights (Number of shares held)	Ratio of voting rights held	Shareholder ranking
Before the change (as of August 7, 2026)	0 (0 share)	0%	—
After the change	1,354,676 (135,467,670 shares)	22.82%	#1

1. Total number of outstanding shares as of June 30, 2026: 601,634,745 shares
2. Number of shares excluded from the total number of outstanding shares as shares without voting rights: 7,993,545 shares
3. The above shares held exclude 94,534,500 shares of stock acquisition rights for the Company's shares held by Wakayama Yoichi Office LLC.

4. The ratio to the total number of voting rights of all shareholders is calculated based on 5,936,412 voting rights as of June 30, 2026.
5. The ratio to the total number of voting rights of all shareholders is rounded to two decimal places.
6. The rankings of major shareholders before and after the change are assumed by the Company based on the shareholder register as of June 30, 2026.

4. Planned date of transfer

August 31, 2026 (planned)

※ The timing may shift depending on the progress of the procedures.

5. Future outlook

We have been informed that Wakayama Yoichi Office LLC is an asset management company wholly owned by Yoichi Wakayama, Representative Director and Chairman of the Company, and that it intends to hold the shares for the long term as a stable shareholder.

This change will have no impact on the Company’s business performance or financial results.

End

(Attachment)

August 7, 2026

Company name: Wakayama Yoichi Office LLC
Representative: Yoichi Wakayama
Representative Member

Notice Regarding Acquisition of Shares

Wakayama Yoichi Office LLC hereby announces that the Company decided today to acquire shares of UT Group Co., Ltd. held by Mr. Yoichi Wakayama for the purpose of long-term stable ownership, and entered into a share transfer agreement on August 7, 2026.

The acquisition of shares falls under the "act of share purchase specified by Cabinet Order as an act equivalent to a tender offer" as set forth in Article 167, Paragraph 1 of the Financial Instruments and Exchange Act and Article 31 of the Order for Enforcement of the Act.
The Company therefore announces as follows.

Details of the Acquisition

1. Securities code: 2146
2. Company name: UT Group Co., Ltd.
3. Scheduled Settlement Date: August 31, 2026
4. Number of shares to be acquired: 135,467,670 shares
5. Ratio to the total number of voting rights of shareholders: 22.82%

(Note) The timing may shift depending on the progress of the procedures.

End