

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

March 12, 2025
Securities Code No. 5027
(Electronic provision measures commencement date: March 5, 2025)

To Our Shareholders

Kosuke Sogo
Representative Director and CEO
AnyMind Group Inc.
6-10-1 Roppongi, Minato-ku, Tokyo
106-6131, Japan

Notice of Convocation of The 6th Annual General Meeting of Shareholders

You are cordially invited to attend the 6th Annual General Meeting of Shareholders of AnyMind Group Inc. (the “Company”), which will be held as indicated below.

For the convening of this shareholders’ meeting, the Company has adopted electronic provision measures for the information contained in the 'Notice of Convocation of The 6th Annual General Meeting of Shareholders', and we have posted the information on the Company’s website: <https://anymindgroup.com/ja/ir/stock/meeting>

In addition to the Company’s website, the electronically provided information has also been posted on the website of the Tokyo Stock Exchange (TSE). You may access it through the following:

Tokyo Stock Exchange website (TSE Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (You may review the information by accessing the Tokyo Stock Exchange website, linked above, and entering and searching for “AnyMind Group” in the “Issue name (Company name)” field or the Company’s security code “5027” in the “Code” field, selecting “Basic information” and “Documents for public inspection/PR information” in that order.)

If you are unable to attend this shareholders’ meeting in person, you may exercise your voting rights in writing. Please review the “Reference Documents for the General Meeting of Shareholders” as described below, and ensure it arrives by 7:00 p.m. Wednesday, March 26, 2025 (JST).

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

Particulars

- 1. Date and Time** Thursday, March 27th, 2025 at 2:00 p.m.
(The reception desk is scheduled to open at 1:30 p.m.)
- 2. Venue** Hamamatsucho Convention Hall & Hybrid Studio (Main Hall A).
Nippon Life Hamamatsucho Crea Tower 5F, 2-3-1, Hamamatsucho,
Minato-ku, Tokyo.
(The venue has changed from the previous meeting.)
- 3. Purpose of Meeting**
- Matters to be Reported**
1. The Business Report, and the Consolidated Financial Statements and the Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committees for the 6th Fiscal Year (from January 1, 2024 to December 31, 2024)
 2. The Non-Consolidated Financial Statements for the 6th Fiscal Year (January 1, 2024 to December 31, 2024)

Matters to be Resolved

- Proposal No. 1** Reduction in Capital Reserve Amount
- Proposal No. 2** Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

- When attending this Annual General Meeting of Shareholders, please submit the enclosed voting rights exercise form at the reception desk.
- In cases where there is no indication of approval or disapproval for each proposal on the voting form, it shall be treated as an indication of approval.
- Of the matters adopting electronic provision measures, the following matters below are not included in the documents to be delivered to shareholders in accordance with the applicable laws and regulations and the provisions of Article 15 of the Company's Articles of Incorporation. Such documents are part of those audited by the corporate auditors and the accounting auditor in preparing the audit report.

【The Business Report】

The matters concerning the outline of systems to ensure the appropriateness of business operations and the status of operation of such systems, principal places of business, status of employees, status of principal lenders, matters relating to shares, status of stock acquisition rights, and status of accounting auditors.

【The Consolidated Financial Statements】

The matters concerning Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements.

【The Non-Consolidated Financial Statements】

The matters concerning Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Equity, and Notes to Non-consolidated Financial Statements.

- If any amendments are made to matters for electronic provision measures, such amendments will be posted on the websites on which they have been posted.

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Matters

Proposal No. 1 Reduction in Capital Reserve Amount

The purpose of this reduction in capital reserve amount is to increase distributable amounts and enhance both future shareholder returns and flexibility in capital policy, and will be carried out pursuant to Article 448, Paragraph 1 of the Companies Act.

1. Amount of Capital Reserves to be Reduced
The entire capital reserve amounting to 4,795,838,523 yen
2. Effective Date of Capital Reserve Reduction
March 28, 2025 (planned)

Proposal No. 2 Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Upon the conclusion of this Annual General Meeting of Shareholders, the terms of office for all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Accordingly, the election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The Audit and Supervisory Committee has evaluated each candidate's performance, execution of duties, and business results for the current fiscal year and has determined that they are suitable to serve as Directors of the Company.

The director candidates (excluding directors who are Audit & Supervisory Committee Members) are as follows.

Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions
1	Kosuke Sogo (April 7, 1987) Number of shares of the Company held: 23,124,500 shares	April, 2010 Joined MicroAd Inc. April, 2016 Establishment of the Group Appointed CEO of AdAsia Holdings Limited March, 2020 Appointed Representative Director and CEO of the Company (to present)
	【Reason for nomination as a Director】 As the founder of the Company, Mr. Sogo has created numerous businesses and provided leadership and supervision with a steadfast vision, contributing to the growth of our business and the enhancement of its corporate value. Under the mission of "Make Every Business Borderless," Mr. Sogo has endeavored to enhance corporate value and sustainable growth over the medium to long term. Based on his extensive experience and achievements, the Company has determined that he is qualified to oversee the management of our company group and further enhance its corporate value and has therefore continued to nominate him as a candidate for the position of Director.	

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	
2	Keizo Okawa (April 1, 1983) Number of shares of the Company held: 60,000 shares	April, 2006 Joined Deloitte Tohmatsu Consulting LLC August, 2012 Joined Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. February, 2018 Joined the Group and appointed CFO (to present) March, 2020 Appointed Director of the Company (to present)	
	【Reason for nomination as a Director】 As the CFO of our company group, Mr. Okawa has formulated management and financial strategies, and has contributed to the growth of our business and the enhancement of its corporate value by fostering smooth relationships with various stakeholders while advancing strategies. The Company has determined that he is qualified for the position of Director since his objective judgment, foresight, and execution capabilities are appropriate for further strengthening corporate governance and leading our company's management and has therefore continued to nominate him as a candidate for the position of Director.		
3	Shogo Ikeuchi (June 6, 1962) Number of shares of the Company held: 0 shares	April, 1988 Joined Recruit Co., Ltd. (current, Recruit Holdings Co., Ltd.) June, 2012 Appointed as Director of Recruit Co., Ltd. June, 2019 Appointed external director of Sony Financial Holdings Inc. (to present) April, 2020 Appointed external director of the Company (to present) September, 2020 Appointed Representative Director of JIC Capital Corporation (to present)	

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions
		<p>【Reason for nomination as an External Director】</p> <p>As an outside director of the Company for four years, Mr.Ikeuchi has provided us with appropriate opinions from a fair and objective standpoint, and we believe that he will continue to provide us with appropriate guidance in the decision-making process of the Board of Directors. We nominated him to the Board of Directors in the expectation that he will supervise the Company's management based on his extensive experience as a manager of a listed company, and that he will provide us with advice on the Company's overall management.</p>

(Notes)

- There are no special interests between each candidate and the Company.
- Mr. Shogo Ikeuchi is a candidate for an external director as defined by Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Additionally, he currently serves as an external director of the Company, and the number of years since his appointment as an external director will be four years as of the conclusion of this General Meeting of Shareholders.
- The number of shares of the Company owned by Mr.Kosuke Sogo, Representative Director of the Company, includes 600,000 shares of common stock of the Company that he effectively owns through KSG Capital Pte. Ltd., which is controlled by Mr. Sogo.
- Mr. Kosuke Sogo, a Representative Director of the Company, is a director of the following companies within the Group:
AnyMind Group Pte. Ltd., AnyMind Holdings Limited, GROVE Inc., AnyUp Inc., LYFT Inc., AnyMind (Thailand) Limited, VGI AnyMind Technology Co., Ltd., AnyMind Hong Kong Limited, AnyMind Group Pte. Ltd. Taiwan Branch, AnyMind Malaysia Sdn Bhd, AnyMind Philippines Inc., AnyMind (Cambodia) Co., Ltd., and AdAsia Shanghai Company Limited, and AnyMind Korea Co., Ltd.
- Mr. Keizo Okawa, a director of the Company, is a director of AnyMind (Thailand) Limited, VGI AnyMind Technology Co., Ltd., Acqua Media Limited, and AnyMind Hong Kong Limited, Maiden Marketing (India) Pvt. Ltd.
- The Company has registered Mr. Shogo Ikeuchi, a candidate for the Board of Directors, as an independent director in accordance with the regulations of the Tokyo Stock Exchange.
- The Company has entered into a contract with Mr. Shogo Ikeuchi, based on the provisions of Article 427, Paragraph 1 of the Companies Act, to limit the liability for damages under Article 423, Paragraph 1 of the same Act. The limit of liability for damages under this contract is set at the amount prescribed by law, and if reappointment is approved, the Company intends to continue this contract.

** Caution: Please kindly be advised that this English document is a partial translation of AnyMind Group Inc.'s Japanese Notice of Convocation of The 5th Annual General Meeting of Shareholders for the reference purposes only. In case of any inconsistency between the Japanese original version and this English version, Japanese original version governs.*

8. The Company has entered into a director and officer liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. This insurance contract is intended to supplement legal damages and litigation expenses to be borne by the insured under the law. Each candidate will be included as an insured party under this insurance contract. Furthermore, the renewal of this insurance contract is scheduled for June 2025.