

*\* 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 7, 2024  
Securities Code No. 5027  
(Electronic provision measures commencement date: March 7, 2024)

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 5th Annual General Meeting of Shareholders**

You are cordially invited to attend the 5th 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 5th 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. Thursday, March 28, 2024 (JST).

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## Particulars

- 1. Date and Time** Friday, March 29<sup>th</sup>, 2024 at 2:00 p.m.  
(The reception desk is scheduled to open at 1:30 p.m.)
- 2. Venue** Sumitomo Fudosan Roppongi-Dori Bldg, Bellesalle Roppongi  
1F, 7-18-18 Roppongi, Minato City, Tokyo.

## 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 Board of Corporate Auditors for the 5th Fiscal Year (from January 1, 2023 to December 31, 2023)
2. The Non-Consolidated Financial Statements for the 5th Fiscal Year (January 1, 2023 to December 31, 2023)

### Matters to be Resolved

- Proposal No. 1** Partial Amendments to the Articles of Incorporation (1)
- Proposal No. 2** Partial Amendments to the Articles of Incorporation (2)
- Proposal No. 3** Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal No. 4** Election of Three (3) Directors who are Audit and Supervisory Committee Members
- Proposal No. 5** Determination of the Amount of Remuneration, etc., for Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal No. 6** Determination of the Amount of Remuneration, etc., for Directors who are Audit & Supervisory Committee Members

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- 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.

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## **Reference Documents for the General Meeting of Shareholders**

Proposal and Reference Matters

### **Proposal No. 1 Partial Amendments to the Articles of Incorporation (1)**

#### 1. Reason for the Proposal

To enhance discussions on important matters such as basic management policies and strategies affecting our entire group, the Company aims to strengthen the auditing and supervisory functions of the Board of Directors and improve corporate governance. Moreover, in order to increase the fairness, transparency, and efficiency of management through prompt decision-making and business execution by delegating authority, the Company plans to transition to a company with an Audit and Supervisory Committee.

In accordance with this transition, the Company will establish new provisions regarding Audit and Supervisory Committee Members and an Audit and Supervisory Committee, remove provisions related to Corporate Auditors and the Board of Corporate Auditors, and establish new provisions regarding delegation of important business execution decisions, etc.

These amendments to the Articles of Incorporation will become effective at the conclusion of the upcoming General Meeting of Shareholders.

#### 2. Details of Proposed Amendments

The details of the proposed amendments are as follows.

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
Articles 1 to 4 (Text omitted)	Articles 1 to 4 (Unchanged)
(Organizational Bodies) Article 5 The Company shall establish the following organizational bodies in addition to General Meeting of Shareholders and Directors: 1. Board of Directors <u>2. Corporate Auditors</u>	(Organizational Bodies) Article 5 The Company shall establish the following organizational bodies in addition to General Meeting of Shareholders and Directors: 1. Board of Directors <u>2. Audit and Supervisory Committee</u>

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Current Articles of Incorporation	Proposed Amendments
3. <u>Board of Corporate Auditors</u>	(Deleted)
4. Accounting Auditors	3. Accounting Auditors
Articles 6 to 13 (Text omitted)	Articles 6 to 13 (Unchanged)
(Convocation notice for General Meetings of Shareholders)	(Convocation notice for General Meetings of Shareholders)
Article 14	Article 14
The General meetings of shareholders shall be convened by <u>the President</u> by resolution of the Board of Directors, unless otherwise provided by law. In case <u>the President</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be convened by other directors in accordance with the order determined in advance by the Board of Directors.	The General meetings of shareholders shall be convened by <u>the Representative Director</u> by resolution of the Board of Directors, unless otherwise provided by law. In case <u>the Representative Director</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be convened by other directors in accordance with the order determined in advance by the Board of Directors.
2 The General Meetings of Shareholders shall be chaired by <u>the President</u> of the Board of Directors. In case <u>the President</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be chaired by other directors in accordance with the order determined in advance by the Board of Directors.	2 The General Meetings of Shareholders shall be chaired by <u>the Representative Director</u> of the Board of Directors. In case <u>the Representative Director</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be chaired by other directors in accordance with the order determined in advance by the Board of Directors.
Article 15 to 18 (Text omitted)	Article 15 to 18 (Unchanged)
(Number of Directors)	(Number of Directors)
Article 19	Article 19
The number of Directors of the Company shall not exceed ten (10).	The number of Directors of the Company shall not exceed ten (10).
(Newly established)	2 <u>The number of Directors who are also Audit and Supervisory Committee Members of the Company shall not exceed three (3).</u>

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Current Articles of Incorporation	Proposed Amendments
<p>(Appointment of Directors) Article 20 Directors shall be appointed at general meetings of shareholders.</p> <p>2 Directors of the Company shall be appointed by a resolution adopted by a majority of the votes of the shareholders present at the general meetings of shareholders, where shareholders holding 1/3 or more of the total voting rights of the shareholders who may exercise the voting rights are in attendance.</p> <p>3 The resolution for the appointment of Directors shall not be based on cumulative voting.</p>	<p>(Appointment of Directors) Article 20 Directors shall be appointed at general meetings of shareholders, <u>while making a distinction between Directors who are Audit and Supervisory Committee Members and Directors who are not Audit and Supervisory Committee Members.</u></p> <p>2 Directors of the Company shall be appointed by a resolution adopted by a majority of the votes of the shareholders present at the general meetings of shareholders, where shareholders holding 1/3 or more of the total voting rights of the shareholders who may exercise the voting rights are in attendance.</p> <p>3 The resolution for the appointment of Directors shall not be based on cumulative voting.</p>
<p>(Term of Directors) Article 21 The term of Directors shall be by the closing of the annual general meeting of shareholders related to the last of the business years ending within one (1) year of the appointment.</p>	<p>(Term of Directors) Article 21 The term of Directors (<u>excluding Directors who are also Audit and Supervisory Committee Members</u>) shall be by the closing of the annual general meeting of shareholders related to the last of the business years ending within one (1) year of the appointment.</p>
<p>(Newly established)</p>	<p><u>2 The term of Directors who are also Audit and Supervisory Committee Members shall expire at the conclusion of the annual general meeting of shareholders related to the last of the business years ending within two (2) years of the appointment.</u></p>

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Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>3 The term of a Director who is also an Audit and Supervisory Committee Member elected as a substitute for a Director who was also an Audit and Supervisory Committee Member and resigned prior to the expiry of his or her term, shall expire at the expiration of the term of the resigned Member.</u></p>
<p>(Representative Directors <u>and Directors with Specific Titles</u>) Article 22 The Board of Directors shall appoint Representative Directors by its resolution.</p>	<p>(Representative Directors) Article 22 The Board of Directors shall appoint Representative Directors by its resolution <u>from among Directors (excluding Audit and Supervisory Committee Members).</u></p>
<p>2 The Representative Director shall represent the Company and execute the Company's business.</p>	<p>2 The Representative Director shall represent the Company and execute the Company's business.</p>
<p>(Convocation notice for Meetings of Board of Directors) Article 23 The Board of Directors shall be convened and chaired by <u>the President</u> of the Board of Directors, unless otherwise provided by law. In case <u>the President</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be convened and chaired by the order determined in advance by the Board of Directors.</p>	<p>(Convocation notice for Meetings of Board of Directors) Article 23 The Board of Directors shall be convened and chaired by <u>the Representative Director</u> of the Board of Directors. In case <u>the Representative Director</u> of the Board of Directors is unable to convene the meeting due to an accident, the meeting shall be convened and chaired by the order determined in advance by the Board of Directors.</p>
<p>2 Convocation notice for a meeting of the Board of Directors shall be sent to each Director <u>and Corporate Auditor</u> at least three (3) days prior to the date of the meeting; provided, however, that such period may be</p>	<p>2 Convocation notice for a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of</p>

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Current Articles of Incorporation	Proposed Amendments
shortened in case of emergency.	emergency.
3 A Board of Directors meeting may be held without following the convening procedures with the consent of all Directors <u>and Corporate Auditors.</u>	3 A Board of Directors meeting may be held without following the convening procedures with the consent of all Directors.
Article 24 (Text omitted)	Article 24 (Unchanged)
(Omission of Resolutions, etc. of the Board of Directors)	(Omission of Resolutions, etc. of the Board of Directors)
Article 25: When all directors of the company agree on a resolution item of the Board of Directors in writing or electronically, it shall be deemed that there has been a resolution by the Board of Directors to approve such resolution item. <u>However, this shall not apply in the event that a corporate auditor objects to the resolution.</u>	Article 25: When all directors of the company agree on a resolution item of the Board of Directors in writing or electronically, it shall be deemed that there has been a resolution by the Board of Directors to approve such resolution item.
(Newly established)	<u>(Delegation of Decisions on Important Business Execution)</u> <u>Article 26:</u> <u>Pursuant to the provision of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of the decisions regarding important business execution (excluding the matters listed in each item of Paragraph 5 of the same article) to directors by resolution of the Board of Directors.</u>
(Minutes of the Board of Directors)	(Minutes of the Board of Directors)
Article <u>26</u> : The proceedings and outcomes of meetings of the Board of Directors, as well as other matters prescribed by laws, shall be recorded	Article <u>27</u> : The proceedings and outcomes of meetings of the Board of Directors, as well as other matters prescribed by laws, shall be recorded



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Current Articles of Incorporation	Proposed Amendments
<p>or documented in the minutes, and the attending directors <u>and auditors</u> shall sign or affix their electronic signatures to them.</p>	<p>or documented in the minutes, and the attending directors shall sign or affix their electronic signatures to them.</p>
<p>Articles <u>27</u> to <u>29</u> (Text omitted)</p>	<p>Articles <u>28</u> to <u>30</u> (Unchanged)</p>
<p>Chapter 5 <u>Corporate Auditors and Board of Corporate Auditors</u></p>	<p>Chapter 5 <u>Audit and Supervisory Committee</u></p>
<p>(Number of Corporate Auditors) <u>Article 30</u> <u>The number of Corporate Auditors shall not exceed four (4).</u></p>	<p>(Deleted)</p>
<p>(Appointment of Corporate Auditors) <u>Article 31</u> <u>Corporate Auditors shall be appointed at general meetings of shareholders.</u></p>	<p>(Deleted)</p>
<p><u>2 Corporate Auditors shall be appointed by a resolution adopted by a majority of the votes of the shareholders present at the meeting, where shareholders holding 1/3 or more of the total voting rights of the shareholders who may exercise the voting rights are in attendance.</u></p>	
<p>(Term of Corporate Auditors) <u>Article 32</u> <u>The term of Corporate Auditors shall be by the closing of the annual general meeting of shareholders related to the last of the business years ending within four (4) years of the appointment.</u></p>	<p>(Deleted)</p>
<p><u>2 The term of a Corporate Auditor appointed</u></p>	

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Current Articles of Incorporation	Proposed Amendments
<p><u>to fill a vacancy created by an earlier retirement of any Corporate Auditor shall be by termination of such Corporate Auditor who retired.</u></p>	
<p><u>(Full-time Corporate Auditor)</u>  <u>Article 33</u>  <u>The Board of Corporate Auditors shall appoint full-time Corporate Auditors by its resolution.</u></p>	(Deleted)
<p><u>(Remuneration, etc., of Corporate Auditors)</u>  <u>Article 34</u>  <u>Corporate Auditors' remuneration and other financial benefits that Corporate Auditors receive from the Company as consideration for execution of duties shall be appointed at general meetings of shareholders.</u></p>	(Deleted)
<p><u>(Exemption from Liability and Limiting Liability for Corporate Auditors)</u>  <u>Article 35</u>  <u>The Company may, under the provisions of Article 426, Paragraph 1 of the Companies Act, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages caused by failures in their duties by a resolution of the Board of Directors to the extent permitted by the applicable laws and regulations.</u></p>	(Deleted)
<p><u>2 The Company may, under the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Corporate Auditors that limit liability for damages caused by failures in their duties; provided, however, that the maximum limit of the liability for damages under such agreement shall be the amount provided for in laws.</u></p>	

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Current Articles of Incorporation	Proposed Amendments
<p><u>(Convocation notice for Meetings of Board of Corporate Auditors)</u>  <u>Article 36</u>  <u>Convocation notice for meetings of Board of Corporate Auditors shall be sent to each Corporate Auditor at least three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u></p>	(Deleted)
<p><u>(Method of Resolution by The Board of Corporate Auditors)</u>  <u>Article 37</u>  <u>Resolutions of the Board of Corporate Auditors shall be adopted by a majority of Corporate Auditors unless otherwise provided for in laws and regulations.</u></p>	(Deleted)
<p><u>(Minutes of the Board of Corporate Auditors)</u>  <u>Article 38</u>  <u>The proceedings and outcomes of meetings of the Board of Corporate Auditors, as well as other matters prescribed by laws, shall be recorded or documented in the minutes, and the attending auditors shall sign or affix their electronic signatures to them.</u></p>	(Deleted)
<p><u>(Regulations of the Board of Corporate Auditors)</u>  <u>Article 39</u>  <u>Matters concerning the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors prescribed by the Board of Corporate Auditors, In addition to laws and regulations or the Articles of Incorporation</u></p>	(Deleted)

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Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>(Full-time Audit and Supervisory Committee Member)</u>  <u>Article 31</u>  <u>The Audit and Supervisory Committee may appoint full-time Audit and Supervisory Committee Members by its resolution.</u></p>
(Newly established)	<p><u>(Convocation notice for Meetings of Audit and Supervisory Committee)</u>  <u>Article 32</u>  <u>Convocation notice for a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u></p> <p><u>2 A meeting of the Audit and Supervisory Committee may be held without following the convening procedures with the consent of all Audit and Supervisory Committee Members.</u></p>
(Newly established)	<p><u>(Method of Resolution by Board of Audit and Supervisory Committee)</u>  <u>Article 33</u>  <u>Resolutions of the Board of Audit and Supervisory shall be adopted by a majority of the votes of the Audit and Supervisory Committee Members present at the meeting, where a majority of the Audit and Supervisory Committee Members who may exercise the voting rights are in attendance.</u></p>

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Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>(Minutes of Audit and Supervisory Committee Meetings)</u>  <u>Article 34</u>  <u>The proceedings and outcomes of meetings of the Audit and Supervisory Committee, as well as other matters prescribed by laws, shall be recorded or documented in the minutes, and the attending members of the Audit and Supervisory Committee shall sign or affix their electronic signatures to them.</u></p>
(Newly established)	<p><u>(Regulations of the Audit and Supervisory Committee)</u>  <u>Article 35</u>  <u>Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee, in addition to laws and regulations or the Articles of Incorporation.</u></p>
Articles <u>40</u> and <u>41</u> (Text omitted)	Articles <u>36</u> and <u>37</u> (Unchanged)
<p>(Remuneration, etc., of Accounting Auditors)  <u>Article 42</u>  Accounting Auditors' remuneration and other financial benefits that Accounting Auditors receive from the Company as consideration for execution of duties shall be determined by the Representative Director with the consent of the <u>Board of Corporate Auditors</u>.</p>	<p>(Remuneration, etc., of Accounting Auditors)  <u>Article 38</u>  Accounting Auditors' remuneration and other financial benefits that Accounting Auditors receive from the Company as consideration for execution of duties shall be determined by the Representative Director with the consent of <u>the Audit and Supervisory Committee</u>.</p>

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Current Articles of Incorporation	Proposed Amendments
<p>Article <u>43</u> and <u>44</u> (Text omitted)</p> <p>(Exclusion period for dividends, etc.) Article <u>45</u> The Company shall be relieved of its obligation to make such payment, if dividends remain unclaimed for a period of three years from the date of commencement of payment.</p> <p>2 No interest shall accrue on unpaid year-end dividends <u>and</u> interim dividends.</p>	<p>Article <u>39</u> and <u>40</u> (Unchanged)</p> <p>(Exclusion period for dividends, etc.) Article <u>41</u> The Company shall be relieved of its obligation to make such payment, if dividends remain unclaimed for a period of three years from the date of commencement of payment.</p> <p>2 No interest shall accrue on unpaid year-end dividends <u>and</u> interim dividends.</p>

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## **Proposal No. 2 Partial Amendments to the Articles of Incorporation (2)**

### 1. Reason for the Proposal

On June 16, 2021, the national government of Japan enforced the "Act on Partial Revision of the Act on Strengthening Industrial Competitiveness". This Act allows listed companies to hold virtual-only shareholder meetings (shareholder meetings where no physical venue is provided, and directors and shareholders attend using means such as the internet). This provision is subject to certain conditions, such as amending the Company's Articles of Incorporation and stipulating in it.

The Company aims to enhance the activation, efficiency, and smooth conduct of shareholders meetings by making it easier for many shareholders, including shareholders in remote areas, to attend the meeting. Additionally, in order to reduce the risk during large-scale disasters such as infectious diseases or natural disasters, we propose to amend the Articles of Incorporation to enable the holding of General Meetings of Shareholders without a specific physical location.

### 2. Details of Proposed Amendments

The details of the proposed amendments are as follows.

Our implementation of virtual-only shareholder meetings is confirmed to meet the requirements specified by ordinances from the Ministry of Economy, Trade and Industry and the Ministry of Justice, aiming to enhance industrial competitiveness while considering the protection of shareholders' interests.

(Amended parts are underlined)

Current Provisions	Proposed Amendments
<p>(Convocation notice for General Meeting of Shareholders) Article 13 General Meetings of Shareholders shall be convened within three months after the close of each fiscal year, and extraordinary shareholders' meetings may be convened at any time if necessary.</p> <p>(Newly established)</p>	<p>(Convocation notice for General Meeting of Shareholders) Article 13 General Meetings of Shareholders shall be convened within three months after the close of each fiscal year, and extraordinary shareholders' meetings may be convened at any time if necessary.</p> <p><u>2 The Company may convene General Meetings of Shareholders without a specified physical location.</u></p>

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

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation (1)" is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee as of the conclusion of this Annual General Meeting of Shareholders, and the terms of all five (5) directors will expire.

Accordingly, the Company proposes the election of three (3) directors (excluding directors who are the Audit and Supervisory Committee Members).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 become effective.

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: 23,484,500 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)
	<p><b>【Reason for nomination as a Director】</b></p> <p>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.</p>	



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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: 0 shares	April, 2006  August, 2012  February, 2018  March, 2020	Joined Deloitte Tohmatsu Consulting LLC  Joined Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.  Joined the Group and appointed CFO (to present)  Appointed Director of the Company (to present)
	<p><b>【Reason for nomination as a Director】</b></p> <p>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.</p>		
3	Shogo Ikeuchi (June 6, 1962)  Number of shares of the Company held: 0 shares	April, 1988  June, 2012  June, 2019  April, 2020  September, 2020	Joined Recruit Co., Ltd. (current, Recruit Holdings Co., Ltd.)  Appointed as Director of Recruit Co., Ltd.  Appointed external director of Sony Financial Holdings Inc. (to present)  Appointed external director of the Company (to present)  Appointed Representative Director of JIC Capital Corporation (to present)

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Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions
		<p><b>【Reason for nomination as an External Director】</b></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)

1. There are no special interests between each candidate and the Company.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.

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7. 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.
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 2024.

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**Proposal No. 4 Election of Three (3) Directors who are Audit and Supervisory Committee Members**

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation (1)" is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company proposes the election of three (3) directors who are the Audit and Supervisory Committee Members. Furthermore, the Company has obtained the approval for this proposal from the Board of Corporate Auditors.

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 become effective.

The director candidates who are Audit and Supervisory Committee Members are as follows:

Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	
1	Shohei Murata (January 19, 1989)  Number of shares of the Company held: 0 shares	April, 2011  September, 2014  August, 2015  November, 2017  December, 2019  December, 2019	Joined KPMG AZSA LLC  Joined SCS Global Consulting (VIETNAM) Co., Ltd.  Joined KPMG Limited (Vietnam)  Joined the Group  Appointed full-time corporate auditor of the Company (to present)  Joined Murata Accounting Office (to present)
<p><b>【Reason for nomination as a candidate of director who is an Audit and Supervisory Committee Member】</b></p> <p>Mr. Shohei Murata is qualified as a certified public accountant, and based on his ample knowledge and experience in the accounting and finance divisions and extensive auditing experience, the Company believes that Mr. Shohei Murata is capable of auditing and supervising the execution of duties by directors from an objective and fair standpoint, and is therefore qualified as a candidate for director as an Audit and Supervisory Committee Member.</p>			

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Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions	
2	<p>Nao Kitazawa (September 25, 1975)</p> <p>Number of shares of the Company held: 0 shares</p>	<p>October, 2002</p> <p>May, 2008</p> <p>August, 2014</p> <p>April, 2018</p> <p>March, 2020</p> <p>July, 2021</p>	<p>Joined Paul Hastings &amp; Associates</p> <p>Joined Morgan Stanley Securities (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>Appointed Director and COO of Money Design, Inc.</p> <p>Appointed CEO of Coinbase Inc.</p> <p>Appointed external corporate auditor of the Company (to present)</p> <p>Appointed external director of Kyash Corporation (to present)</p>
<p><b>【Reason for nomination as a candidate of external director who is an Audit and Supervisory Committee Member and overview of expected role】</b></p> <p>Mr. Nao Kitazawa is qualified as an attorney at law and has experience as a manager in several companies. The Company believes that Mr. Nao Kitazawa is qualified to serve as an external director as a member of the Audit and Supervisory Committee since he can provide advice based on his objective judgment on management issues under the management situation of the group and can make efforts to enhance and improve corporate governance from the perspective of an attorney at law and a manager.</p>			
3	<p>Tomoyuki Oka (August 18, 1980)</p> <p>Number of shares of the Company held: 0 shares</p>	<p>October, 2006</p> <p>October, 2006</p> <p>September, 2013</p> <p>January, 2016</p> <p>November, 2021</p>	<p>Registered as an attorney at law</p> <p>Joined Anderson Mori &amp; Tomotsune (current AndersonMori &amp; Tomotsune Foreign Law Joint Enterprise)</p> <p>Admitted to the New York State Bar, U.S.A.</p> <p>Partner of Anderson Mori &amp; Tomotsune (currently Anderson Mori &amp; Tomotsune Foreign Law Joint Enterprise) (to present)</p> <p>Appointed external corporate auditor of the Company (to present)</p>

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Candidate Number	Name (Date of Birth)	Career summary, positions, responsibilities and significant concurrent positions
		<p>【Reason for nomination as a candidate of external director who is an Audit and Supervisory Committee Member and overview of expected role】</p> <p>Mr. Tomoyuki Oka has made efforts to strengthen the corporate governance of the Company based on his wide range of knowledge and insight gained through his experience in securities transactions in general in domestic and overseas capital markets, M&amp;A, finance-related regulations, and general corporate legal affairs, etc. The Company believes that Mr. Tomoyuki Oka will continue to make efforts to further enhance the corporate governance through auditing, etc., and that he is qualified as an external director as an Audit and Supervisory Committee Member.</p>

(Notes)

1. There are no special interests between each candidate and the Company.
2. Both Mr. Nao Kitazawa and Mr. Tomoyuki Oka are candidates for External Director as specified in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Mr. Kitazawa and Mr. Oka are currently external corporate auditors of the Company, and Mr. Kitazawa has been in the position for 4 years, and Mr. Oka for 2 years and 4 months at the conclusion of this General Meeting of Shareholders.
3. Mr. Nao Kitazawa satisfies the requirements for independent directors as stipulated by the Tokyo Stock Exchange, and the Company has registered him as an independent director in accordance with the regulations of the Tokyo Stock Exchange.
4. In the event that Mr. Shohei Murata, Mr. Nao Kitazawa, and Mr. Tomoyuki Oka are appointed as directors who are members of the Audit and Supervisory Committee, the Company will enter into an agreement with them to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the said Act. The maximum amount of liability for damages under such agreements is the amount stipulated in laws and regulations.
5. The Company has entered into a directors and officers 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 2024.

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**Proposal No. 5 Determination of the Amount of Remuneration, etc., for Directors (excluding Directors who are Audit & Supervisory Committee Members)**

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation (1)" is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

At the 4th Annual General Meeting of Shareholders held on March 30, 2023, a resolution was passed to set the amount of remuneration for directors of the Company at no more than 150 million yen per year (of which, the remuneration for external directors is within 30 million yen annually). However, in order to be able to flexibly respond to the increase in the number of external directors from the perspective of strengthening corporate governance, the Company proposes to abolish this provision and instead newly establish the remuneration for directors of the Company (excluding directors who are the Audit and Supervisory Committee Members) at an annual amount of up to 150 million yen (of which the compensation for external directors is within 30 million yen annually).

This proposal has been determined by taking into consideration the Company's business scale, the current executive compensation system and its payment level, as well as the need for flexibility in responding to future requests to strengthen corporate governance and other factors. The Company believes that this proposal is necessary and reasonable to grant individual remuneration, etc. to each director and that the contents of this proposal are appropriate.

As previously determined, the amount of remuneration will not include the employee's salary of Directors who concurrently serve as employees.

The Company currently has five (5) Directors (including one external director). If Proposal No. 1 and No. 3, "Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)," are approved, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) related to this proposal will be three (3) (including one external director).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 become effective.

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**Proposal No. 6 Determination of the Amount of Remuneration, etc., for Directors who are Audit & Supervisory Committee Members**

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation (1)" is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the Company proposes to set the amount of remuneration for directors serving as the Audit and Supervisory Committee Members at an annual amount of up to 30 million yen.

The Company believes that this proposal is necessary and appropriate, as it has been determined comprehensively, taking into account the responsibilities that the Audit and Supervisory Committee Members should fulfill in our corporate governance, as well as the requests for strengthening corporate governance in the future, to ensure the ability to flexibly respond to such demands.

If Proposal No. 1 and Proposal No. 4, "Election of Three (3) Directors who are Audit and Supervisory Committee Members," are approved, the number of Directors as Audit and Supervisory Committee Members will be three (3).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 become effective.