



January 16, 2026

To whom it may concern

Company	AnyMind Group Inc.
Representative	Kosuke Sogo, Representative Director and CEO (Stock code: 5027 TSE-Growth)
Contact	Keizo Okawa, Director and CFO ir@anymindgroup.com

Notice Regarding Acquisition of All Shares of Bcode inc. by Our Consolidated Subsidiary (Making it a Consolidated Subsidiary)

AnyMind Group Inc. hereby announces that at the board of directors meeting held on January 16, 2026, a resolution was made to acquire all issued shares of Bcode inc. (hereinafter referred to as “Bcode”), and to make it a wholly owned subsidiary of GROVE Inc., as detailed below.

The current management team of Bcode will continue to be involved in the management of the company after this acquisition. AnyMind Group has been continuously strengthening its business foundation through M&A, and this acquisition marks our 14th M&A transaction, of which Bcode is the 8th Japanese company.

1. Reasons for Share Acquisition

AnyMind Group was founded in Singapore in 2016 and has been operating with BPaaS (Business Process as a Service) model across 15 Asian countries and regions, providing integrated support for e-commerce, marketing, and distribution to clients owning brands. In the Asian markets including Japan, against the backdrop of changes in information exposure and purchasing behavior through social media ^{*1}, we are advancing our business development centered on social media marketing ^{*2} and social commerce ^{*3}.

Under these circumstances, the importance of structures for continuous high-quality creative content production, as well as for the cultivation, management, and continuous utilization of live streamers, is increasing as a key factor supporting brand growth.

In October 2025, we made NADESHIKO Beauty a wholly owned subsidiary and have built a structure to continuously create vertical short-form videos, such as product reviews, as our owned media. Furthermore, in January 2026, we acquired SUNSMILE, which develops brand distribution and owned brand businesses in the cosmetics and beauty sector, thereby strengthening our support capabilities based on the OMO (Online Merges with Offline) ^{*4} model, which connects demand generated online from e-commerce to offline distribution.

Bcode possesses assets of over 700 live streamers with strong fan communities, primarily on TikTok LIVE, demonstrating a high affinity with live commerce and affiliate activities.

With Bcode joining the Group, we will further strengthen our social media marketing and social commerce capabilities. In addition, through collaboration with the talent management business operated by our subsidiary GROVE, we will support the continuous development of live creators and the expansion of top creators’ activities, thereby further enhancing our social commerce support across both online and offline channels.

(Note)

*1: Business Process as a Service (BPaaS). A business model that provides a combination of software and operational support functions.

*2: A general term for marketing activities that utilize social media platforms.

*3: A sales method that connects everything from posts, reviews, and live streaming directly to the purchasing process.

*4: A method of integrating online and offline customer data to provide a consistent, seamless experience.

2. Overview of the Consolidated Subsidiary Making This Share Acquisition

(1) Name	GROVE Inc.
(2) Location	31/F Roppongi Hills Mori Tower, 6-10-1 Roppongi, Minato-ku, Tokyo
(3) Job title and name of representative	Representative Director: Junki Kitajima
(4) Description of business	Talent production Influencer marketing
(5) Share capital	9 million yen

3. Overview of the Subsidiary Being Acquired

(1) Name	Bcode inc.		
(2) Location	5F Azabudai Hills Garden Plaza B, 5-9-1 Toranomon, Minato-ku, Tokyo		
(3) Job title and name of representative	Representative Director: Taishi Kobayashi / Yuki Sazanami		
(4) Description of business	Creator support business		
(5) Share capital	41 million yen		
(6) Date of establishment	June, 2019		
(7) Major shareholders and ownership ratios	Taishi Kobayashi	67%	
	Yuki Sazanami	16%	
	Others	17%	
(8) Relationship between the listed company	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Business relationship	Not applicable	
(9) Recent three-year financial results and financial position			
As of / fiscal year ended	May 2023	May 2024	May 2025
Total Equity	39 million yen	66 million yen	120 million yen
Total Assets	67 million yen	111 million yen	182 million yen
Total Equity Per Share	331 yen	553 yen	998 yen
Revenue	55 million yen	114 million yen	209 million yen
Operating Profit	-16 million yen	18 million yen	78 million yen
Profit Before Income Tax	-16 million yen	27 million yen	76 million yen
Net Income	-16 million yen	27 million yen	53 million yen
Net Income per share	-135 yen	226 yen	445 yen
Dividend per Share	—	—	—

(Note) These figures above have not been audited or reviewed by an audit firm.

4. Overview of Share Transferor

(1) Name	Taishi Kobayashi Yuki Sazanami Others	
(2) Location	Undisclosed pursuant to an agreement with the share transferor.	
(3) Relationship between the listed company	Capital relationship	Not applicable
	Personnel relationship	Not applicable
	Business relationship	Not applicable

5. Change in Shareholding Position, Acquisition Price, and Number of Shares Acquired

(1) Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0%)
(2) Number of shares to be acquired	120,941 shares (Number of voting rights: 120,941 units)
(3) Acquisition costs	The acquisition cost is less than 15% of AnyMind Group's consolidated net assets as of the end of the immediately preceding fiscal year, and will not be disclosed due to strong request of the counterparty. However, the price was determined through negotiations between the parties, after reasonably taking into account the results of legal and financial due diligence.
(4) Number of shares held after the change	120,941 shares (Number of voting rights: 120,941 units) (Ratio of voting rights held: 100%)

6. Schedule

(1) Date of resolution by the board of directors	January 16, 2026
(2) Date of signing	January 16, 2026 (planned)
(3) Date of closing	January 16, 2026 (planned)

7. Future Outlook

While the impact of this share acquisition on our current fiscal year's performance is minimal, we will promptly announce any developments if it becomes clear that there will be a significant impact on future performance. Note that Bcode's profit and loss is expected to be consolidated in the Company's first quarter of fiscal year ending December 2026.