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(Securities Code: 2910)

July 5, 2024

To our shareholders:

Takashi Furutsuka, President & Representative Director
ROCK FIELD CO., LTD.
15-2 Uozakihama-machi, Higashinada-ku, Kobe City,
Hyogo

Notice of the 52nd Annual General Meeting of Shareholders

We are pleased to announce the 52nd Annual General Meeting of Shareholders of ROCK FIELD CO., LTD. (the “Company”), which will be held as described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format. Please access either of the following websites to view the information.

The Company’s website:

<https://www.rockfield.co.jp/ir/library/meeting/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2910/teiji/> (in Japanese)

You can exercise your voting rights via the internet, etc. or in writing (by mail) if you do not attend the general meeting of shareholders in person. Therefore, please refer to the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m., Thursday, July 25, 2024 (JST).

1. Date and Time: Friday, July 26, 2024, at 10:00 a.m. (JST)

2. Venue: Head office of the Company (Kobe Head Office)
15-2 Uozakihama-machi, Higashinada-ku, Kobe City, Hyogo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report, the Consolidated Financial Statements, and the Audit Reports by the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements for the 52nd Fiscal Year (from May 1, 2023 to April 30, 2024)
2. The Non-Consolidated Financial Statements for the 52nd Fiscal Year (from May 1, 2023 to April 30, 2024)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Six Directors
Proposal No. 3: Payment of Special Service Reward to the Founder

- If there are any amendments to items for which measures for providing information in electronic format are to be taken, a notice of the amendments and the details of the items before and after the amendments will be announced on both websites listed above.
- In such cases as a change in the operation of the General Meeting of Shareholders, related information will be announced on the Company’s website listed above. You can confirm the latest information on the Company’s website when desired.
- Paper-based documents including items for which measures for providing information in electronic format are to be taken are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following items in accordance with the provisions of laws and regulations and the Company’s Articles of Incorporation. The Audit & Supervisory Board Members and Accounting Auditors have audited the documents that were audited, including the following matters.
 - (i) “Status of Accounting Auditor” and “Structure and Policy of the Company” in the Business Report

- (ii) “Consolidated Statements of Changes in Shareholder’s Equity” and “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements
- (iii) “Non-Consolidated Statements of Changes in Shareholder’s Equity” and “Notes to the Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements

We will post video of the General Meeting of Shareholders on the Company website at a later date for the sake of shareholders who are unable to attend. Please take the opportunity to access the footage, which we intend to make available in early August 2024.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company's basic policy for the appropriation of surplus is to maintain a consolidated payout ratio of 40% or more, taking into account enhancing internal reserves to expand business in the medium and long term, based on our basic policy of persistently furnishing consistent dividends.

Based on the above policy, the year-end dividends for the fiscal year under review shall be ¥14 per share. Accordingly, including the interim dividend of ¥9 per share, the annual dividend will be ¥23 per share.

1. Type of dividend property
To be paid in cash.
2. Allotment of dividend property and their aggregate amount
We propose ¥14 in dividends per share of the Company's common stock. The total dividends will be ¥365,734,222.
3. Effective date of dividends of surplus
July 29, 2024

Proposal No. 2: Election of Six Directors

Director Kanji Nakano sadly passed away on May 8, 2024, and the terms of office of all seven current Directors will expire at the conclusion of this annual general meeting of shareholders. Also, Director Kozo Iwata has been advancing the management of the Company since its establishment, realizing over 50 years of service, but now that a business foundation for the next generation has been established, he will resign as of the conclusion of this annual general meeting of shareholders.

Following consideration of the current management structure, the Company judges that it is sufficient to ensure the continued effectiveness of the Board of Directors and it therefore proposes that the number of Directors be reduced by one to six, as well as the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name			Current position in the Company	Number of years in office as a Director
1	Reelection	Takashi Furutsuka		President & Representative Director	13 years
2	Reelection	Kotaro Yoshii		Director	2 years
3	Reelection	Hiroshi Endo		Director	7 years
4	New election	Katsuhiro Miyoshi		Executive Officer	–
5	Reelection	Takeshi Kadokami	Candidate for Outside Director Independent Officer	Director	6 years
6	Reelection	Harumi Matsumura	Candidate for Outside Director Independent Officer	Director	5 years

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Takashi Furutsuka (February 26, 1965)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Attendance at Board of Directors meetings 100% (13 of 13)</p>	<p>Apr. 1988 Joined the Company</p> <p>Aug. 2007 Executive Officer, Manager of Shizuoka Factory</p> <p>Apr. 2010 Executive Officer, General Manager of Production Division</p> <p>Aug. 2010 Senior Executive Officer, General Manager of Production Division</p> <p>July 2011 Assumed office as Director, General Manager of Production Division</p> <p>Apr. 2013 Assumed office as Director of Kobe Delicatessen Co., Ltd. (current position)</p> <p>July 2013 Assumed office as Managing Director, General Manager of Production Division</p> <p>July 2014 Assumed office as President & Representative Director</p> <p>May 2016 Assumed office as Senior Managing Director, in charge of Production Division, Purchasing Division and Quality Assurance Department</p> <p>July 2017 Assumed office as Vice President & Representative Director</p> <p>July 2018 Assumed office as President & Representative Director (current position)</p> <p>Oct. 2020 President of Rockfield (Shanghai) Restaurant Management Co., Ltd. (current position)</p>	59,303 shares
<p>Reasons for nomination as candidate for Director</p> <p>Takashi Furutsuka plays key roles in making decisions on important matters and supervising execution of business, which has involved taking charge of our Group's management as Representative Director, and spearheading efforts to transform business process to achieve medium- to long-term growth. He is spearheading our efforts to achieve sustainable food abundance as declared in our "Vision 2030," and we have accordingly nominated him as a candidate to continue serving as a Director so that he will help the Company achieve further development and greater corporate value taking into account his strong leadership based on his extensive experience and achievements related to overall management.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Kotaro Yoshii (May 24, 1971) Reelection Attendance at Board of Directors meetings 100% (13 of 13)	<p>Apr. 1995 Joined the Company</p> <p>Sept. 2004 Supervisor of East Japan Roadside Store Sales Group of East Japan Sales Division</p> <p>June 2013 Head of Product Development Group of Planning & Development Office</p> <p>July 2014 Head of Planning & Development Office of Planning & Development Division</p> <p>Nov. 2016 Deputy General Manager of Planning & Development Division</p> <p>May 2017 General Manager of Planning & Development Division</p> <p>Aug. 2017 Executive Officer, General Manager of Planning & Development Division</p> <p>July 2021 Executive Officer, General Manager of Corporate Planning Division</p> <p>July 2022 Assumed office as Director, General Manager of Corporate Planning Division</p> <p>May 2024 Director, General Manager of Corporate Planning Division, in charge of Frozen Foods Promotion Department (current position)</p>	5,524 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kotaro Yoshii has held important positions in planning and development and corporate planning operations, serving in roles that involve managing stores within the sales operations. As General Manager of the Corporate Planning Division, he is currently involved in devising and promoting the medium-term management plan and business plans, engaging in business reforms using digital solutions, and improving customer experience-based value. In May 2024, he has taken charge of the newly established Frozen Foods Promotion Department, and worked to strengthen the Company's frozen food product power and improve brand recognition, etc. In light of his expertise and achievements, we have accordingly nominated him as a candidate to continue serving as a Director so that he will help the Company achieve further development and greater corporate value.</p>			
3	Hiroshi Endo (January 1, 1962) Reelection Attendance at Board of Directors meetings 100% (13 of 13)	<p>Feb. 1988 Joined the Company</p> <p>Aug. 2007 Executive Officer, General Manager of East Japan Sales Department</p> <p>Aug. 2010 Senior Executive Officer, General Manager of East Japan Merchandise Division</p> <p>Aug. 2011 Executive Officer, Head of Product Strategy Office</p> <p>Aug. 2013 Executive Officer, General Manager of Corporate Planning Department</p> <p>Aug. 2014 Senior Executive Officer, General Manager of Corporate Planning Division</p> <p>May 2016 Senior Executive Officer, General Manager of East Japan Sales Division</p> <p>July 2017 Assumed office as Director, General Manager of Sales Division</p> <p>May 2023 Director, in charge of Sales Division</p> <p>July 2023 Director, in charge of Sales Division and Corporate sales Division (current position)</p>	10,557 shares
<p>Reasons for nomination as candidate for Director</p> <p>Hiroshi Endo has extensive knowledge and experience related to sales policy and business strategy based on his background of holding important positions in sales and corporate planning operations. In charge of the Sales Division and Corporate sales Division, he has taken the lead in efforts to promote "new client contact development," including strengthening the sales system, which has involved reforming how store sales are conducted and improving productivity, building long-term relations with customers through apps, and full-scale direct sales (wholesale) centered on frozen foods. In light of his expertise and achievements, we have accordingly nominated him as a candidate to continue serving as a Director so that he will help the Company achieve further development and greater corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Katsuhiro Miyoshi (March 11, 1970) New election	<p>Apr. 1992 Joined the Company</p> <p>May 2011 General Manager of Planning & Development Department of Planning & Development Division</p> <p>Dec. 2014 General Manager of Product Department of East Japan Sales Division</p> <p>June 2016 General Manager of Sales Division</p> <p>May 2017 Manager of Tamagawa Factory</p> <p>July 2021 General Manager of Production Division</p> <p>Aug. 2022 Executive Officer, General Manager of Production Division</p> <p>May 2024 Executive Officer, General Manager of Planning & Development Division (current position)</p>	5,700 shares
<p>Reasons for nomination as candidate for Director</p> <p>Katsuhiro Miyoshi has extensive knowledge and experience related to the Company's business model of integrated production and sales, based on his background of holding important positions in the production and planning and development operations, serving in roles that involve managing stores within the sales operations. In his current position as the General Manager of Planning and Development Division, he is also working to strengthen product and brand power with new value propositions for prepared foods and developing high value-added products. In light of his expertise and achievements, we have accordingly nominated him as a new candidate as a Director capable of helping the Company achieve further development and greater corporate value.</p>			
5	Takeshi Kadokami (October 3, 1952) Reelection Outside Independent Attendance at Board of Directors meetings 100% (13 of 13) Tenure as Outside Director 6 years	<p>July 1991 Established GEODE Inc., Representative Director (current position)</p> <p>May 1999 Editorial Advisor of "Amakaratecho" of Create Kansai Co., Ltd (current position)</p> <p>Oct. 2002 Honorary Sommelier of Japan Sommelier Association (current position)</p> <p>May 2010 Chief Judge, "Capital of Gourmet Osaka," the Osaka Chamber of Commerce and Industry (current position)</p> <p>June 2016 Vice Chairman of ALL JAPAN FOOD Association (current position)</p> <p>July 2018 Assumed office as Director of the Company (current position)</p> <p>Feb. 2019 Chairman of Baillage du Kansai JAPON, Chaine des Rotisseurs (current position)</p> <p>Apr. 2020 Advisor, Osaka Innovative Gastronomy Promotion Council (current position)</p> <p>Apr. 2024 Lecturer of "Food Culture Design Course" at Kyoto University of the Arts (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Outside Director and overview of expected roles</p> <p>Takeshi Kadokami has an inquisitive mind and extensive knowledge when it comes to cuisine given his role as a food columnist who has been familiar with the culinary world over many years, having served as Editorial Advisor of "Amakaratecho" culinary magazine, and as Vice Chairman of ALL JAPAN FOOD Association. Based on that extensive expertise, his multifaceted viewpoint is being applied to the Company's Board of Directors, particularly in terms of disseminating new information through food, and he sufficiently fulfills his role of making management decisions and supervising the Company from an independent and objective perspective. We have consequently nominated him as a candidate to continue serving as an Outside Director as we also expect him to furnish useful opinions and suggestions for achieving further development of the Company and greater corporate value, particularly in terms of improving our planning and development strengths as well as our sales promotion capabilities in prompting value creation with respect to our prepared foods.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Harumi Matsumura (March 25, 1954)	Apr. 1976 Joined The Seibu Department Stores, Ltd. (currently Sogo & Seibu Co., Ltd.) June 2004 Representative Director of Henri Charpentier Co. Ltd. (currently Suzette Co. Ltd.) July 2008 Assumed office as Director of the Company July 2011 Senior Executive Officer of JS Group Corporation (currently LIXIL Corporation) Senior Executive Officer of LIXIL Corporation Retired from Director of the Company June 2013 Executive Officer, Executive Vice President of LIXIL Group Corporation (currently LIXIL Corporation) Director of LIXIL Corporation July 2019 Assumed office as Director of the Company (current position) June 2021 Director of Fast Fitness Japan, Inc. June 2022 Director of Kamigumi Co., Ltd. (current position) June 2023 Audit & Supervisory Board Member of The Hiroshima Bank, Ltd.	1,000 shares
	Reelection Outside Independent Attendance at Board of Directors meetings 100% (13 of 13) Tenure as Outside Director 5 years	Reasons for nomination as candidate for Outside Director and overview of expected roles Harumi Matsumura is familiar with the retail sector based on her background as Representative Director of confectionery manufacturer Henri Charpentier Co. Ltd. (currently Suzette Co. Ltd.) and in important positions at LIXIL Group Corporation (currently LIXIL Corporation), a housing equipment manufacturer. Based on that extensive knowledge and experience as a corporate manager, her practical viewpoints in areas such as management strategy and human resource development is being applied to the Company's Board of Directors, and she sufficiently fulfills her role of making management decisions and supervising the Company from an independent and objective perspective. We have consequently nominated her as a candidate to continue serving as an Outside Director as we also expect her to furnish useful opinions and suggestions for achieving further development of the Company and greater corporate value, particularly in terms of strengthening our business foundations for the future.	

- (Notes)
1. Takeshi Kadokami is the Representative Director of GEODE Inc. and in the fiscal year ended April 30, 2024, the Company carried out one transaction with said company concerning advertising cooperation. As the total amount of this transaction was less than ¥10 million, it meets the Company's independence criteria. There is no special interest between any of the other candidates and the Company.
 2. Harumi Matsumura is scheduled to be appointed as an External Director of Hirogin Holdings, Inc. upon resolution at the Annual General Meeting of Shareholders planned to be held in June 2024.
 3. Takeshi Kadokami and Harumi Matsumura are candidates for Outside Director. The Company registers these two persons as Independent Officers with the Tokyo Stock Exchange, Inc.
 4. The Company has concluded agreements with Takeshi Kadokami and Harumi Matsumura pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit the amount of their liability for damages as provided for in Article 423, paragraph (1) of the Companies Act. Pursuant to the agreement, the maximum amount of liability for damages shall be the minimum liability amount provided for by the laws and regulations. If the reelection of Takeshi Kadokami and Harumi Matsumura is approved, the Company plans to renew the aforementioned agreements with them.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers damages that insured parties, including the Company's Directors, are liable for due to their duties (this excludes such situations as liability for damages due to illegal activities by the insured party, including criminal acts). If each candidate is elected and assumes the office as Director, each candidate will be included as an insured under this insurance policy. Moreover, the Company intends to renew the policy with the same policy details when the next renewal is due.

[Independence Criteria for Outside Officers]

An Outside Officer or candidate for Outside Officer of the Company is deemed to be independent providing none of the following descriptions apply.

- a. An executive of the Company or one of its subsidiaries (hereafter collectively referred to as "the Group")
- b. A non-executive director or accounting advisor (in the case of Outside Audit & Supervisory Board Members) of the Group
- c. A person for whom the Group is a major business partner or an executive of such

- d. A major business partner of the Group or an executive of such
- e. A major shareholder of the Company (a person who directly or indirectly holds 10% or more of voting rights) or an executive of such
- f. An executive of a company for which an officer of the Group serves concurrently as an outside officer
- g. A consultant, accounting expert or legal expert who has received a large amount of money or other property, excluding officer remuneration, from the Group
- h. An executive of an organization which has received a large amount in donations from the Group
- i. A spouse or close relative (first or second degree) of an executive of the Group
- j. A person who belongs to the auditing firm conducting accounting audits of the Group
- k. A person who belongs to a financial institution from which the Group has borrowings
- l. A person for whom any of items b. to k. has applied to in the past three years

- (Notes)
- 1. “Executive” refers to an executive director, executive officer, or any other officer or employee who executes business on behalf of a corporation or other organization, or any other equivalent person or employee.
 - 2. In items c. and d., “major business partner” refers to a company or organization for which the total amount of transactions in the most recent fiscal year is 2% or more of the annual consolidated net sales.
 - 3. In items g. and h., “large amount” refers to ¥10 million or more.

Reference

Composition of Officers [after the conclusion of this annual general meeting of shareholders]

The Company seeks to maintain sustainable growth and increase corporate value over the medium- to long-term, underpinned by its management policy, which is based on its principles and values. When it comes to basic policy of management and other important corporate matters of the Board of Directors, this necessitates making decisions in a transparent, fair, swift, and decisive manner, while also monitoring and supervising Directors in their execution of duties. As such, we think it is important that we maintain an appropriate balance across the Board of Directors as a whole with their diversity of expertise and experience.

The Company has identified “skills beneficial to the Board of Directors” upon deliberation by the Board of Directors, of which at least one-third of the membership consists of Outside Directors, based on the Vision 2030, medium-term management plan, etc.

[Definition of skills]

Item	Definition of skills and reasons for selection
Corporate management	<ul style="list-style-type: none"> - This entails experience serving as representative director of a company or equivalent managerial experience. - This has been selected because of the need to make decisions on medium- to long-term management policy and management strategy.
Finance / accounting	<ul style="list-style-type: none"> - This entails knowledge and experience related to financial accounting and managerial accounting. - This has been selected because of the need to make arrangements for investing in growth, promoting capital management, supervising management, and managing risk.
Sustainability	<ul style="list-style-type: none"> - This entails expertise with respect to: (1) environmental initiatives, (2) health initiatives and co-creation with society, (3) governance, legal affairs, and risk management, and (4) human resources development and personnel management. - This has been selected because of the need for establishing a basis for making decisions on management policy and management strategy, supervising management, managing risk, and creating corporate value.
Transformational capabilities	<ul style="list-style-type: none"> - This entails capabilities for giving rise to innovative products and new value with respect to prepared foods, embracing a spirit of taking on challenges, and capabilities for taking personal initiative to achieve transformation. - This has been selected because of the need for applying our principles and values and ensuring our ongoing growth as a leading company in the prepared foods industry.
Expertise in the food industry and culinary sector	<ul style="list-style-type: none"> - This entails expertise related to the prepared foods industry, food and retail industry, etc. - This has been selected because of the need for making decisions on management policy and management strategy, and providing products and services that give rise to greater customer satisfaction.
Producing capabilities	<ul style="list-style-type: none"> - This entails knowledge and experience regarding technology and quality control in producing prepared foods, and experience and expertise regarding production oriented to authenticity in pursuit of “safety and security,” “deliciousness,” and “freshness,” in terms of capability to procure ingredients. - This has been selected because of the need to provide high-value products and appropriately manage risk.
Planning and development capabilities	<ul style="list-style-type: none"> - This entails experience and expertise related to planning brand strategy and proposing beneficial products that draw on knowledge of marketing and ingredients. - This has been selected because of the need to make decisions on product strategy and sales policy in a manner that significantly affects the Company’s operating results.

[Skills Matrix]

Name	Gender	Current / Reelection / New election	Outside	Knowledge, experience and capabilities owned by each Director / Audit & Supervisory Board Member						
				Corporate manage- ment	Finance / account- ing	Sustaina- bility	Transfor- mational capabili- ties	Expertise in the food industry and culinary sector	Producing capabili- ties	Planning and develop- ment capabili- ties
Takashi Furutsuka	Male	Reelection		○	○	(1)(2) (3)(4)	○	○	○	
Kotaro Yoshii	Male	Reelection			○	(1)(2)(4)	○	○		○
Hiroshi Endo	Male	Reelection			○	(1)(4)	○	○		○
Katsuhiro Miyoshi	Male	New election				(1)(2)	○	○	○	○
Takeshi Kadokami	Male	Reelection	●			(2)		○		○
Harumi Matsumura	Female	Reelection	●	○		(1)(4)		○		
Shohei Yuki	Male	Current			○	(3)				
Masahito Kakegawa	Male	Current	●		○	(3)				
Kazuya Mito	Male	Current	●			(3)				

* The above matrix does not show all the knowledge, experience and capabilities owned by each Director / Audit & Supervisory Board Member.

* Audit & Supervisory Board Members are included in the above matrix.

Proposal No. 3: Payment of Special Service Reward to the Founder

The term of office of Director Kozo Iwata will expire at the conclusion of this annual general meeting of shareholders, and he will be retiring. Mr. Kozo Iwata served as Representative Director of the Company since its establishment until July 26, 2023, and made significant contributions to the development of the Group by expanding the concept of “prepared foods” using “salads” as a tool, spreading this concept of food culture throughout Japan, opening up the prepared foods market, and creating new food value. Accordingly, in order to reward Mr. Kozo Iwata for his distinguished service during his term in office as Director, the Company proposes a payment of a Special Service Reward of 500 million yen.

The Board of Directors has fully considered this proposal and deems its content to be appropriate.

The timing and method of such payment shall be decided by the Board of Directors.

The following is a brief biography of Mr. Kozo Iwata, the recipient of the Special Service Reward.

Name (Date of birth)	Career	
Kozo Iwata (September 14, 1940)	June 1972	Established the Company, Assumed office as President & Representative Director
	July 2014	Assumed office as Chairperson, Representative Director & Chief Executive Officer
	May 2016	Assumed office as Chairperson, President & Representative Director
	July 2018	Assumed office as Chairperson & Representative Director
	July 2023	Assumed office as Honorary Chairperson & Director To present