

Please note that this document is provided for reference purpose only and has been translated from its original Japanese version. In the event of any discrepancies between the translation and the Japanese original, the Japanese original shall be considered authoritative. The company disclaims any responsibility for the accuracy of this translation or for any direct, indirect, or other damages that may result from its use.

Securities code 3611

June 11, 2026

(The start date of the electronic provision measures is June 4, 2026)

Attention All Shareholders

Noriyuki Matsuoka
Representative Director and President
MATSUOKA CORPORATION
8-19 Nishimachi 2-chome, Fukuyama, Hiroshima

CONVOCATION NOTICE
FOR THE 70th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

Thank you for your continued support and interest in Matsuoka Corporation (the “Company”).

You are hereby notified that the 70th Ordinary General Meeting of Shareholders will be held as described below.

We have implemented electronic provision measures for your convenience. The relevant information regarding the convocation of the 70th Ordinary General Meeting of Shareholders can be accessed through the following websites.

1. Our company website:

You can visit our official website at the following URL

<https://www.matsuoka.co.jp/ir/library/>



2. Tokyo Stock Exchange website:

The information is also available on the Tokyo Stock Exchange website.

Please visit the following URL

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



To access the details, search for our company by entering company name or security code. Then, select "Basic Information" and navigate to "Browse Documents/PR Information."

Please note that if you wish to exercise your voting rights by written form or via the internet, we kindly ask you to refer the document titled "Instructions for Exercising Voting Rights" below. Thereafter, please review the shareholder meeting reference materials provided through the electronic provision measures and proceed to exercise your voting rights accordingly no later than 6 p.m., Thursday, June 25, 2026 (JST).

Your cooperation is greatly appreciated.

Details

- 1. Date and Time** Friday, June 26, 2026 at 10 a.m. (JST)
- 2. Venue** 2F, Head Office of Matsuoka Corporation
8-19 Nishimachi 2-chome, Fukuyama, Hiroshima
- 3. Meeting Agenda**
 - Matters to be reported**
 1. The Company's 70th fiscal year (April 1, 2025 to March 31, 2026) business reports including business overview, and Audit Results of the Consolidated Financial Statements by Accounting Auditor and the Audit Committee
 2. Non-consolidated Financial Statements for the Company's 70th fiscal year (April 1, 2025 to March 31, 2026)
 - Matters to be resolved**
 - Proposal No. 1** Appropriation of Retained Earnings
 - Proposal No. 2** Election of nine (9) Directors

End

-
- © If you are attending the meeting in person, please kindly submit the enclosed Voting Form at the reception desk upon your arrival at the venue.
- © Please be aware that the following items are not included in the physical documents we are providing. This exclusion is in accordance with legal requirements and our company's Articles of Incorporation. The Audit & Supervisory Board Members and accounting auditors have audited the subject documents, including the following matters:
1. In the business report: "Matters concerning the company's new share subscription rights," "Matters concerning the auditor," and "Structure and operational status to ensure proper business operations."
 2. The consolidated statement of changes in shareholders' equity and the consolidated notes to the financial statements.
 3. The statement of changes in shareholders' equity and the specific notes to the financial statements.
- © If any revisions occur to the electronic versions, we will promptly publish the updated information on our company website and the Tokyo Stock Exchange website, as previously mentioned.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and Reference Items

Proposal No. 1 Appropriation of Retained Earning

Regarding the appropriation of retained earnings, we maintain a target consolidated payout ratio of approximately 30% as our core dividend policy, adjusting distributions based on actual performance while balancing strategic needs for growth investments, financial stability, and retained earnings to strengthen our business foundation.

For the 70th fiscal year, the Company plans to distribute a profit dividend of 100 yen per share, consisting of a regular dividend of 90 yen per share plus a 10 yen per share commemorative dividend to celebrate the 70th anniversary of the company's founding.

(Year-end dividend)

(1) Type of dividend property

Cash

(2) Allocation of dividends and the total amount

100 yen per share of common stock of the Company (90 yen per share plus 10 yen per share for 70th anniversary celebration)

Total amount of dividends: 1,049,843,800 yen

(3) Effective date of payment of dividends

June 29, 2026

Proposal No. 2 Election of nine (9) Directors

Terms of office for all nine (9) directors will expire at the close of this General Meeting. We hereby propose the election of nine (9) Directors.

The Director candidates are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Noriyuki Matsuoka (Jan. 24, 1957) <u>Reelection</u>	Jan. 1995 Senior Managing Director of the Company Jun. 2000 Representative Director and President Jun. 2001 Chairman of MATSUOKA INDUSTRY GROUP CO., LTD. (to present) Jun. 2014 Representative Director and President, Chief Executive Officer Jun. 2016 Representative Director and President Jun. 2018 Representative Director and President, CEO Jun. 2021 Representative Director and President Jun. 2022 Representative Director and President, CEO & COO Apr. 2024 Representative Director, President and Executive Officer (to present) (Significant concurrent positions) Chairman, MATSUOKA INDUSTRY GROUP CO., LTD. Chairman, JIAXING DEYONG TEXTILES CO., LTD. President, TM Textiles & Garments (HK) Limited	1,254,300
[Reasons for nomination as a candidate for Director] Mr. Matsuoka has been leading the management as the head of the entire Group since taking office as Representative Director of the Company in June 2000. He brings extensive experience as a corporate leader and possesses profound insights into the apparel and garments industry. The Company recognizes his exceptional expertise and abilities that can continually enhance corporate value and drive sustainable growth. As such, he has been nominated as a candidate for the position of Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Atsushi Watanabe (Dec. 17, 1979) <u>Reelection</u>	Apr. 2002 Joined the Company Apr. 2017 General Manager, Sales Dept. 3, Sales Division Jul. 2018 Executive Officer, Sales Dept. 3 Jul. 2019 Senior Executive Officer, Sales Apr. 2021 Senior Executive Officer, General Manager, Sales Apr. 2023 Executive Officer, Deputy General Manager Apr. 2024 Managing Executive Officer, Head of Business Headquarters, General Manager of Business Unit 1 Jun. 2024 Director, Managing Executive Officer, Head of Business Headquarters, General Manager of Business Unit 1 Apr. 2025 Director, Managing Executive Officer, Head of Business Headquarters, General Manager of Business Unit 1, General Manager of Sales Dept. 3 (to present)	39,900
[Reasons for nomination as a candidate for Director] Since joining the Company in 2002, Mr. Watanabe has amassed decades of experience in sales. As the head of business headquarters, he has consistently demonstrated leadership and expertise in this role. We respectfully propose his reappointment to continue supporting our Company's business development initiatives.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Makoto Baba (Feb. 25, 1957) Reelection	Apr. 1975 Joined Hachidaiya Corporation Jan. 1986 Joined the Company Jun. 2005 Director, in charge of Production Management Apr. 2006 Director, Head of Production Department Jul. 2013 Director, Jiaying Matsuoka Huawei Garment Ltd. Jun. 2014 Director, CPO Jun. 2016 Managing Director, Head of Production Department Jul. 2018 Senior Executive Officer, in charge of PT.MATSUOKA INDUSTRIES INDONESIA Jul. 2022 Senior Executive Officer, CPO Apr. 2023 Executive Officer, CPO Jun. 2023 Director, CPO (in charge of Production Headquarters) Apr. 2024 Director, Senior Executive Officer, Business Headquarters, in charge of Production Engineering Apr. 2025 Director, Senior Executive Officer, Business Headquarters, Business Unit 1, in charge of Production Engineering (to present)	40,000
[Reasons for nomination as a candidate for Director] Since joining the Company in 1986, Mr. Baba has been a key figure in our production department, providing technical guidance and management expertise in the sewing field. He has demonstrated strong leadership in improving the quality and productivity of our products. As we are launching new manufacturing lines, we seek his experience to drive quality and enhance productivity, thus contributing to the overall corporate value of our group. Therefore, we kindly request his appointment for this position.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Hiroyuki Kaneko (Dec. 10, 1969) <u>Reelection</u>	Apr. 2005 Joined SAZABY LEAGUE, Ltd. Oct. 2016 Joined the Company Apr. 2017 Head of Accounting & Finance Dept. Jul. 2018 Executive Officer, Administration Dept. Apr. 2021 Executive Officer, Administration Headquarters Jun. 2021 Director, in charge of Administration Jun. 2022 Director and CFO (in charge of Administration) Apr. 2023 Director and CFO (in charge of Group Overall Administration) Apr. 2024 Director, Senior Executive Officer, in charge of Accounting and Finance Apr. 2025 Director, Senior Executive Officer, Head of Accounting and Finance (to present)	500
[Reasons for nomination as a candidate for Director] Mr. Kaneko has been responsible for the overall administration of the Company since his joining in 2016. With his extensive expertise and considerable experience in corporate planning, finance & accounting, as well as HR & general affairs, he has consistently demonstrated his leadership capabilities. The Company recognizes Mr. Kaneko's ability to enhance the overall administrative structure and believes that he will continue to fulfill this role effectively. As such, he has been nominated as a candidate for the position of Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Tatsunori Matsuoka (May 13, 1983) <u>Reelection</u>	May 2006 Joined the Company Jan. 2011 Managing Director, MK Apparels Limited Jul. 2012 Executive Officer, Head of the Southeast Asia Area Jul. 2015 Executive Officer, Head of Overseas Business Jun. 2016 Director Jul. 2018 Senior Executive Officer, Head of Business Unit 1 Apr. 2021 Senior Executive Officer, Head of Business Unit 2 Apr. 2023 Executive Officer, Head of China Business Apr. 2024 Senior Executive Officer, Head of General Affairs Jun. 2024 Director, Senior Executive Officer, Head of General Affairs Apr. 2025 Director, Senior Executive Officer, Head of General Affairs & HR (to present)	80,000
[Reasons for nomination as a candidate for Director] Mr. Matsuoka possesses a comprehensive understanding of global business dynamics, cultivated over decades of invaluable experience in China, Bangladesh, and various other countries. His extensive background has equipped him with abundant expertise in business development and corporate management. Consequently, he has been nominated as a candidate for the position of Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Akihiro Matsuoka (May 17, 1973) <u>New candidate</u>	Apr. 1996 Joined World Co., Ltd. Apr. 2017 Joined Tsuneishi LR Co., Ltd. Jun. 2019 Joined the Company Apr. 2021 General Manager of Product Planning Department, Business Unit 1, Business Headquarters Apr. 2023 Executive Officer, Deputy Head of Production Headquarters Apr. 2024 Executive Officer, General Manager of Production Engineering Department, Business Headquarters Apr. 2025 Executive Officer, General Manager of Corporate Strategy Office, Corporate Planning Department, and General Manager of Production Engineering Department, Business Unit 1, Business Headquarters Apr. 2026 Senior Executive Officer, Head of Corporate Planning Department, and General Manager of Production Engineering Department, Business Unit 1, Business Headquarters (to present)	0
[Reasons for nomination as a candidate for Director] Having developed strong business execution capabilities over many years in the apparel industry, since joining our company, Mr. Matsuoka has worked in product planning and production departments and has contributed to building our future strategy in the corporate planning department. We request his new appointment to utilize these insights and contribute to enhancing corporate value.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Takashi Eshima (Oct. 22, 1971) <u>Reelection</u>	Aug. 1996 Joined Okano Hightech Co., Ltd. (currently OHT Inc.) Dec. 2008 Representative Director Oct. 2013 Director, General Manager of Sales Division Jan. 2015 General Manager of Overall Business Management Headquarters, SEIWA CO., LTD. May 2015 Director, General Manager of Overall Business Management Headquarters Jun. 2015 Audit & Supervisory Board Member of the Company Jun. 2017 Outside Director of the Company (to present) Aug. 2023 Vice President, Shimoe Corporation	0
[Reasons for nomination as a candidate for Outside Director and expectations from the Company] Mr. Eshima possesses extensive experience and a profound understanding of business management. The Company anticipates that his expertise and abilities will enhance and oversee the management framework of the Company, ultimately benefiting minority shareholders.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Peter Niklai (Dec. 19, 1973) <u>Reelection</u>	Apr. 2000 Joined Capgemini Ernst & Young Japan K.K. May 2006 Joined Credit Suisse Securities (Japan) Limited Apr. 2008 Joined Shane Corporation Ltd. May 2010 Joined Berlitz Japan, Inc. Jun. 2012 Joined INCJ, Ltd. Apr. 2018 Managing Director, INCJ, Ltd. Nov. 2020 Managing Director, JIC Capital, Ltd. Nov. 2023 Managing Director and Executive Officer, INCJ, Ltd. May 2025 Senior Director, Renesas Electronics Corporation (to present) Jun. 2025 Outside Director of the Company (to present) (Significant concurrent positions) Senior Director, Renesas Electronics Corporation	0
[Reasons for nomination as a candidate for Outside Director and expectations from the Company] We are appointing Mr. Niklai as an outside director to leverage his extensive experience and insights in the financial and fund industries for the benefit of our management. We expect him to contribute to strengthening our corporate governance and to oversee management to ensure that the interests of minority shareholders are not unjustly harmed.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Akimitsu Fujii (July 5, 1968) <u>New candidate</u>	Apr. 1991 Joined The Japan Development Bank (currently Development Bank of Japan Inc.) Jun. 2009 Joined Sakurajui medical corporation Mar. 2011 Managing Director, Sakurajui Co., Ltd. Oct. 2018 Joined RORZE CORPORATION Mar. 2019 Head of the President's Office, RORZE CORPORATION May 2022 Head of the Planning Office, Administration Division, RORZE CORPORATION Jan. 2026 CFO, Sakurajui Co., Ltd. (to present) (Significant concurrent positions) CFO, Sakurajui Co., Ltd.	0
[Reasons for nomination as a candidate for Outside Director and expectations from the Company] We request the new appointment of Mr. Fujii as an outside director, so that his extensive experience and insight regarding governance and internal control can be utilized in our company's management. We expect him to leverage his experience to improve governance and oversee the company's management to ensure that the interests of minority shareholders are not unfairly harmed.			

Notes:

- None of the candidates mentioned above have a particular vested interest in the Company.
- Mr. Takashi Eshima, Mr. Peter Niklai and Mr. Akimitsu Fujii are being considered as candidates for the position of Outside Directors. Mr. Eshima and Mr. Niklai are registered as independent directors with the Tokyo Stock Exchange and have no conflicts of interest with the general shareholders, as required by the Exchange. If their reelection is approved, the Company plans to maintain their independent director registration with the Exchange. The Company also plans to appoint Mr. Fujii as an independent director and report this to the same Exchange.
- Mr. Eshima is currently an Outside Director of the Company. His executed term of office as an outside director will reach nine (9) years at the close of this General Meeting of Shareholders. Prior to becoming an outside director, Mr. Eshima served as an independent Audit & Supervisory Board Member for a period of two (2) years.
Similarly, Mr. Niklai is serving as an Outside Director presently. His executed term of office as an outside director will have been one (1) year at the close of this General Meeting of Shareholders.
- The Company has entered into agreements with the Outside Directors in accordance with Article 427, paragraph 1 of the Companies Act of Japan and Article 28, paragraph 2 of its Articles of Incorporation. These agreements are aimed at limiting the liability for damages of the outside directors to the maximum extent permitted by laws and regulations. If the reelection of Mr. Eshima and Mr. Niklai is approved, the Company intends to enter into similar agreements with each of them. If Mr. Fujii's appointment is approved, the Company plans to enter into a similar limited liability contract with him.
- The company has secured a liability insurance contract with an insurance company that provides coverage for all directors and officers, as stipulated in Article 430-3, paragraph 1 of the Companies Act. This contract encompasses expenses related to damages and claims that may arise during the execution of their duties or from claims pursued against them. The insurance coverage extends to directors, auditors, officers, and employees responsible for specific tasks. All nominated directors are included in this insurance arrangement. The Company intends to renew the insurance contract with the same level of coverage during the next renewal period.

For reference. The candidates for Proposal No.2 and auditors are expected to bring valuable expertise, specialized skills, and relevant experience to their roles as follows.

	Name	Roles	Management	Sales	Production, technology, and quality control	Overseas business	Finance and accounting	HR, legal, and compliance	Sustainability, ESG	ICT DX
Directors	Noriyuki Matsuoka	Representative Director	○	○	○	○				
	Atsushi Watanabe	Director		○		○				○
	Makoto Baba	Director			○	○			○	
	Hiroyuki Kaneko	Director					○		○	○
	Tatsunori Matsuoka	Director				○		○	○	
	Akihiro Matsuoka	Director		○	○					○
	Takashi Eshima	Outside Director	○		○					○
	Peter Niklai	Outside Director	○			○	○			
	Akimitsu Fujii	Outside Director	○				○		○	
Auditors	Fumihiro Kuriyama	Full-time Auditor	○	○		○				
	Kenji Ueno	Full-time Outside Auditor	○			○	○			
	Koichiro Oka	Independent Auditor	○				○	○		
	Hisayuki Matsumoto	Independent Auditor					○	○		○

Note: The above statement does not cover the full expertise of each individual, but rather outlines the desired expertise and experience to bring to the Company.

End