(Securities Code: 2910)
July 7, 2026

To our shareholders:

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

Notice of the 54th Annual General Meeting of Shareholders

We are pleased to announce the 54th 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., Monday, July 27, 2026 (JST).

1. **Date and Time:** Tuesday, July 28, 2026, 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 54th Fiscal Year (from May 1, 2025 to April 30, 2026)
   2. The Non-Consolidated Financial Statements for the 54th Fiscal Year (from May 1, 2025 to April 30, 2026)

   Matters to be resolved

   Proposal No. 1: Appropriation of Surplus
   Proposal No. 2: Election of Six Directors

- 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) "Principal Business," "Main Lenders," "Overview of Limited Liability Agreements," "Overview of Directors and Officers Liability Insurance Policy," "Outside Officers," "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 mid-August 2026.

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 as well as progressive dividends, 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.
This fiscal year's operating results produced lower revenue and lower profit year on year, reflecting not only rising raw material prices and increased personnel expenses due to costs such as labor shortages, but also heightening cost-consciousness among consumers. Nevertheless, placing priority on providing stable and continuous dividends, the Company has decided to provide the annual dividend amount as indicated in the dividend forecast.
Based on the above policy, the year-end dividends for the fiscal year under review shall be ¥15 per share. Accordingly, including the interim dividend of ¥9 per share, the annual dividend will be ¥24 per share.

1. Type of dividend property
   To be paid in cash.
2. Allotment of dividend property and their aggregate amount
   We propose ¥15 in dividends per share of the Company's common stock. The total dividends will be ¥392,109,255.
3. Effective date of dividends of surplus
   July 29, 2026

Proposal No. 2: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of six Directors.

This proposal has been made after being scrutinized by the Nominating and Remuneration Committee, and taking into consideration the current management structure, the Company judges that it is sufficient to ensure the continued effectiveness of the Board of Directors.

Meanwhile, when nominating Outside Directors, the Company selects persons capable of giving advice on its corporate activities based on the extensive experience and substantial insight of each individual, while also meeting the independence criteria for Outside Officers of the Company.

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	15 years
2	Reelection	Kotaro Yoshii		Managing Director	4 years
3	Reelection	Katsuhiro Miyoshi		Director	2 years
4	Reelection	Hideo Ichimiya		Director	1 year
5	Reelection	Kazuyo Yunoki	Candidate for Outside Director Independent Officer	Director	1 year
6	Reelection	Noriko Kitajima	Candidate for Outside Director Independent Officer	Director	1 year

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Takashi Furutsuka
(February 26, 1965)

Reelection

Attendance at Board of Directors meetings
100%
(13 of 13)</td><td>Apr. 1988 Joined the Company
Aug. 2007 Executive Officer, Manager of Shizuoka Factory
Apr. 2010 Executive Officer, General Manager of Production Division
Aug. 2010 Senior Executive Officer, General Manager of Production Division
July 2011 Assumed office as Director, General Manager of Production Division
Apr. 2013 Assumed office as Director of Kobe Delicatessen Co., Ltd.
July 2013 Assumed office as Managing Director, General Manager of Production Division
July 2014 Assumed office as President & Representative Director
May 2016 Assumed office as Senior Managing Director, in charge of Production Division, Purchasing Division and Quality Assurance Department
July 2017 Assumed office as Vice President & Representative Director
July 2018 Assumed office as President & Representative Director (current position)
Oct. 2020 President of Rockfield (Shanghai) Restaurant Management Co., Ltd. (current position)
July 2024 Assumed office as Representative Director of Kobe Delicatessen Co., Ltd. (current position)</td><td>71,076 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Takashi Furutsuka plays key roles in making decisions on important matters and supervising execution of business, which has involved spearheading efforts to transform business process to achieve medium- to long-term growth as Representative Director. He views human capital as the most important management resource, and has spearheaded the Company by incorporating the initiatives declared in our "Vision 2030" into management practices through ongoing dialogue with employees, ensuring that the views of on-site staff are accurately applied to decision-making processes. In light of his strong leadership based on his extensive experience and a proven track record in general management, 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.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company’s shares owned</th></tr>
<tr><td rowspan="2">2</td><td>Kotaro Yoshii
(May 24, 1971)

Reelection

Attendance at Board of Directors meetings
100%
(13 of 13)</td><td>Apr. 1995 Joined the Company
Sept. 2004 Supervisor of East Japan Roadside Store Sales Group of East Japan Sales Division
June 2013 Head of Product Development Group of Planning & Development Office
July 2014 Head of Planning & Development Office of Planning & Development Division
Nov. 2016 Deputy General Manager of Planning & Development Division
May 2017 General Manager of Planning & Development Division
Aug. 2017 Executive Officer, General Manager of Planning & Development Division
July 2021 Executive Officer, General Manager of Corporate Planning Division
July 2022 Assumed office as Director, General Manager of Corporate Planning Division
May 2024 Director, General Manager of Corporate Planning Division, in charge of Frozen Foods Promotion Department
July 2024 Assumed office as Managing Director, General Manager of Corporate Planning Division, in charge of Management Division and Frozen Foods Promotion Department
Assumed office as Director of Kobe Delicatessen Co., Ltd. (current position)
May 2026 Assumed office as Managing Director, in charge of Management Division, Human Resources Division, Quality Assurance Department and Frozen Foods Promotion Department (current position)</td><td>9,882 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
As Managing Director, Kotaro Yoshii is involved in strengthening corporate governance of the Company, enhancing the effectiveness of the Board of Directors, and advancing the human resources strategy. He is also working on enhancing risk management through BCP and improving customer trust by strengthening the compliance system. 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.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company’s shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Katsuhiro Miyoshi
(March 11, 1970)

Reelection

Attendance at Board of Directors meetings
100%
(13 of 13)</td><td>Apr. 1992 Joined the Company
May 2011 General Manager of Planning & Development Department of Planning & Development Division
Dec. 2014 General Manager of Product Department of East Japan Sales Division
June 2016 General Manager of Sales Division
May 2017 Manager of Tamagawa Factory
July 2021 General Manager of Production Division
Aug. 2022 Executive Officer, General Manager of Production Division
May 2024 Executive Officer, General Manager of Planning & Development Division
July 2024 Assumed office as Director, General Manager of Planning & Development Division
Assumed office as Director of Kobe Delicatessen Co., Ltd. (current position)
Aug. 2025 Director, General Manager of Planning & Development Division, in charge of Purchasing Division (current position)</td><td>8,633 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
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. In his current position as the General Manager of Planning & Development Division and in charge of the Purchasing Division, he is also working to strengthen product and brand power with new value propositions for prepared foods, development of high value-added products and securing new procurement sources for raw materials, and to enhance the value chain to ensure stable supply. 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.</td></tr>
<tr><td rowspan="2">4</td><td>Hideo Ichimiya
(October 1, 1963)

Reelection

Attendance at Board of Directors meetings
100%
(10 of 10)</td><td>Mar. 1983 Joined the Company
May 2009 General Manager of Sales Department of West Japan Sales Division
May 2014 General Manager of Sales Department of East Japan Sales Division
Aug. 2014 Executive Officer, General Manager of Sales Department of East Japan Sales Division
Aug. 2016 Executive Officer, General Manager of West Japan Sales Division
May 2023 Executive Officer, General Manager of Sales Division
May 2025 Executive Officer, General Manager of Sales Division
July, 2025 Assumed office as Director, General Manager of Sales (current position)</td><td>6,069 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Hideo Ichimiya has extensive knowledge and experience related to sales policy and store strategy based on his background of holding important positions in sales divisions. In his current position as the General Manager of Sales Division, he is spearheading “new client contact development,” such as new store openings including “Umi & Yama Kitchen,” promoting store renewal strategies, expanding direct sales (wholesale), and strengthening online shops and catering. Further, in order to achieve our ESG objectives, he has also taken the lead in efforts to reduce food waste at stores and minimize the use of fossil fuel-derived plastics. 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.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company’s shares owned</th></tr>
<tr><td rowspan="2">5</td><td>Kazuyo Yunoki
(July 11, 1960)

Reelection
Outside
Independent

Attendance at Board of Directors meetings
100%
(10 of 10)</td><td>Mar. 1983
Sept. 1990

May 2008

Mar. 2010

May 2012

May 2015

May 2019

Mar. 2021

Dec. 2021
May 2022

May 2023

Apr. 2025

June 2025

July 2025</td><td>Joined The Daimaru, Inc.
Assigned to Merchandise Planning Division (stationed at Paris Representative Office)
Corporate Officer, General Manager of Sapporo Store
Corporate Officer, General Manager of Daimaru Sapporo Store of Daimaru Matsuzakaya Department Stores Co., Ltd.
Corporate Officer, Executive Store Manager of Daimaru Kobe Store
President & Representative Director of The Hakata Daimaru, Inc. and Managing Executive Officer of Daimaru Matsuzakaya Department Stores Co., Ltd.
Managing Executive Officer, Senior Executive General Manager of Affiliated Business Unit of J. FRONT RETAILING Co., Ltd.
President & Representative Director of GINZA SIX Retail Management Co., Ltd. and Executive Officer of Daimaru Matsuzakaya Department Stores Co., Ltd.
Outside Director of Shinnihonseiyaku Co., Ltd.
Adviser of Daimaru Matsuzakaya Department Stores Co., Ltd.
Outside Director of AEON Hokkaido Co., Ltd. (current position)
Outside Director of AEON Kyushu Co., Ltd. (current position)
Director of Kobe City University of Foreign Studies
Outside Director of Kamigumi Co., Ltd. (current position)
Assumed office as Director of the Company (current position)</td><td>300 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Outside Director and overview of expected roles
Kazuyo Yunoki is familiar with the retail sector based on her background in important positions at J. FRONT RETAILING Co., Ltd., as President & Representative Director of group companies. Based on her extensive experience and expertise as a corporate manager, we expect that her practical viewpoints on management strategy will be applied to the Company’s Board of Directors. She provides useful opinions and suggestions for achieving further development of the Company and greater corporate value, in terms of strengthening our business foundations through human resources and organizational development efforts, and advancing our risk management system. In light of this, we also deem that she is a person who takes full responsibility when it comes to making decisions on important matters of the Company’s management and supervising the execution of business from an independent perspective, and have accordingly nominated her as a candidate to continue serving as an Outside Director.</td></tr>
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Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
6	Noriko Kitajima (October 25, 1974) Reelection Outside Independent Attendance at Board of Directors meetings 100% (10 of 10)	Oct. 2000	Registered as an attorney at law Joined Takahiko Inoue Law Office (currently Phoenix Law Offices)	100 shares
		Jan. 2012	Joint Representative of Phoenix Law Offices (current position)	
		June 2015	Outside Director (Audit & Supervisory Committee Member) of SANKYO KASEI CORPORATION	
		Mar. 2017	Outside Audit & Supervisory Board Member of Daitron Co., Ltd.	
		June 2021	Outside Audit & Supervisory Board Member of Daiei Kankyo Co., Ltd.	
		Mar. 2023	Outside Director (Audit and Supervisory Committee Member) of Taki Chemical Co., Ltd. (current position)	
		June 2024	Outside Director (Audit and Supervisory Committee Member) of Daiei Kankyo Co., Ltd. (current position)	
		Mar. 2025	Outside Director (Audit and Supervisory Committee Member) of Daitron Co., Ltd. (current position)	
		July 2025	Assumed office as Director of the Company (current position)	
	Reasons for nomination as candidate for Outside Director and overview of expected roles Noriko Kitajima possesses extensive experience and specialist knowledge of corporate law as an attorney at law. She has also served as an Outside Director who is an Audit and Supervisory Committee Member at a number of companies, and provides useful opinions and suggestions for achieving further development of the Company and greater corporate value through efforts to strengthen governance in ESG framework, as well as for the promotion of human resource development through the further enhancement and implementation of our compliance system. Although she has never been involved in a management position of a company except as an outside officer in the past, for the reasons described above, we deem her capable of fulfilling the duties of Outside Director, and have accordingly nominated her as a candidate to continue serving as an Outside Director.			

(Notes)

1. There is no special interest between any of the candidates and the Company.
2. Kazuyo Yunoki and Noriko Kitajima are candidates for Outside Director. The Company registers these two persons as Independent Officers with the Tokyo Stock Exchange, Inc.
3. The Company has concluded agreements with Kazuyo Yunoki and Noriko Kitajima 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. If their reelections are approved, the Company plans to renew the aforementioned agreements with them. The maximum amount of liability for damages under these agreements shall also be the minimum liability amount provided for by the laws and regulations.
4. 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 pursuant to this proposal, 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.
5. If each candidate is elected and assumes the office as Director pursuant to this proposal, the Company intends to enter into an indemnification agreement with each Director as provided for in Article 430-2, paragraph (1) of the Companies Act. The Company agrees to indemnify the expenses specified in item (i) of the same paragraph and the losses specified in item (ii) of the same paragraph, within the scope prescribed by laws and regulations. In addition, the Board of Directors is responsible for determining whether indemnification is necessary and the scope of indemnification, as a measure to ensure that the proper performance of duties is not compromised.

[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.

Based on the Vision 2030, medium-term management plan, etc., the "skills beneficial to the Board of Directors" has been determined by the Board of Directors following deliberation by a non-statutory Nominating and Remuneration Committee, the majority of which consists of Outside Directors.

[Definition of skills]

Item	Definition of skills and reasons for selection
Corporate management	- This entails experience serving as representative director of a company or equivalent managerial experience, embracing a spirit of taking on challenges, and capabilities for taking personal initiative to achieve transformation. - This has been selected because of the need to make decisions on medium- to long-term management policy and management strategy, as well as investment decisions for growth.
Finance / accounting	- This entails knowledge and experience related to financial accounting and managerial accounting. - This has been selected because of the need to make arrangements for promoting capital management, supervising management, and managing risk.
Sustainability	- 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, organizational development and DEI. - 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.
Expertise in the food and retail industry and culinary sector	- 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.
Production and development	- This entails knowledge and experience regarding development capability, production 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.
Brand strategy and marketing	- This entails experience and expertise related to planning brand strategy and product and sales strategy, and proposing beneficial products that draw on knowledge of marketing and ingredients. - This has been selected because of the need for making decisions on product strategy and sales policies that have a significant impact on the Company's operating results, and building and strengthening customer relationships to expand our market share, customer base, and create new markets.

[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 / accounting	Sustain-ability	Expertise in the food and retail industry and culinary sector	Production and develop-ment	Brand strategy and marketing
Takashi Furutsuka	Male	Reelection		○	○	(1)(2)(3)(4)	○	○	
Kotaro Yoshii	Male	Reelection			○	(1)(2)(3)(4)	○		○
Katsuhiro Miyoshi	Male	Reelection				(1)(2)	○	○	○
Hideo Ichimiya	Male	Reelection				(1)(4)	○		○
Kazuyo Yunoki	Female	Reelection	●	○		(3)(4)	○		○
Noriko Kitajima	Female	Reelection	●			(3)(4)			
Shohei Yuki	Male	Current			○	(3)			
Kazuya Mito	Male	Current	●			(3)			
Sayuri Yoneda	Female	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.