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Securities Code: 2266

March 6, 2025

To our shareholders

Hiroyasu Tsukamoto, President and CEO  
**Rokko Butter Co., Ltd.**  
1-3-13 Sakaguchi-dori, Chuo-ku, Kobe-shi,  
Hyogo

## **Notice of the 101st Annual General Meeting of Shareholders**

We are pleased to announce the 101st Annual General Meeting of Shareholders of Rokko Butter Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 101st Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website using the internet address shown below and select “Notice of the 101st Annual General Meeting of Shareholders” to review the information.

The Company’s website: <https://www.qbb.co.jp/ir/meeting/> (in Japanese)

In addition to posting matters for which measures for providing information in electronic format are to be taken on the website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address given below, input the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

**If you do not attend the meeting on the day, you may exercise your voting rights via the internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the guidance shown on the following pages by 5:30 p.m., Wednesday, March 26, 2025 (JST).**

- **Please make sure not to make mistakes, as the building, floor and venue are different although the place of the meeting is the same hotel as the last time.**
- **There will be no gifts to shareholders attending this general meeting of shareholders.**

1. **Date and time:** Thursday, March 27, 2025, at 10:00 a.m. (JST)
2. **Venue:** 6-10-1 Minatojima Nakamachi, Chuo-ku, Kobe-shi, Hyogo  
Banquet Hall Kairaku, 1st Basement Floor, Main Building, Kobe Portopia Hotel  
(Please make sure not to make mistakes, as the building, floor and venue are different although the place of the meeting is the same hotel as the last time.)

3. **Purpose of the meeting:**

**Matters to be reported:** The Business Report and the Financial Statements for the 101st fiscal year (from January 1, 2024 to December 31, 2024)

**Matters to be resolved:**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3** Election of Three Directors Who Are Audit and Supervisory Committee Members

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- Please note that, if revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.
- Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
  - (i) "Matters related to the Financial Auditor," "The system to ensure appropriate business and its operation," and "The basic policy on control of the company" in the business report
  - (ii) "Statement of changes in equity" and "Notes to non-consolidated financial statements" in financial statements
  - (iii) "Audit report by the Financial Auditor" and "Audit report of the Audit and Supervisory Committee" in the audit report.

Accordingly, the business report and the financial statements included in such documents are part of the documents included in the scope of audits by the Financial Auditor when preparing the Financial Auditor's report and by the Audit and Supervisory Committee when preparing the audit report.

Please note that, if there are changes in operations of this meeting due to the situation in the future, a notice of the changes will be posted on the Company's website.

The Company's website: <https://www.qbb.co.jp/> (in Japanese)

**The year-end report (shareholders' newsletter) that shareholders have been receiving after the Annual General Meeting of Shareholders shall no longer be mailed but instead only posted on the Company's website from the 101st report.**

**However, we plan to continue providing the interim report (shareholders' newsletter) by mail as before.**

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

### **Proposal No. 1      Appropriation of Surplus**

The Company intends to pay a year-end dividend as follows based on the Company's belief that the most important matter with respect to its dividend policy is to maintain a stable dividend while enhancing internal reserves in order to strengthen the corporate structure and secure profits for the future.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount  
¥20 per common share of the Company  
Total payment: ¥389,658,580
- (3) Effective date of dividends of surplus  
March 28, 2025

**Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all eight Directors (excluding, however, Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors, lowering the number of Directors by one to ensure prompt decision-making.

Regarding this proposal, the Audit and Supervisory Committee of the Company considers that all the candidates for Director are suitable for the position.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Hirokazu Miyake (November 6, 1952)	Apr. 1976	Joined the Company	37,000 shares
		Apr. 2005	Head of Production Management Group	
		Jan. 2007	Head of Production Management Group, Head of Production Group	
	Reappointment	Mar. 2007	Director, Head of Production Group	
		Apr. 2010	Director, General Manager of Inami Production Department	
	Attendance at the Board of Directors meetings 12/12 (100%)	Mar. 2011	Managing Director, General Manager of Production Division, Inami Factory Manager	
		Jan. 2015	President	
		Mar. 2021	Chairman of the Board (current position)	
Reasons for nomination as candidate for Director He became President in 2015, and since becoming Chairman of the Board in 2021, he has overseen the Company's overall management. Furthermore, the Company has decided on his continued candidacy for Director because he has the ability to make accurate and prompt overall management decisions and achieve sustainable growth and increase corporate value of the Company.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Hiroyasu Tsukamoto (August 5, 1975)  Reappointment  Attendance at the Board of Directors meetings 12/12 (100%)	Apr. 2000	Joined the Company	81,622 shares
		Apr. 2012	General Manager of Purchasing Department	
		Jan. 2013	General Manager of Inami Production Department	
		Mar. 2013	Director, General Manager of Inami Production Department	
		Jan. 2015	Managing Director, in charge of Corporate Planning Department, in charge of Human Resource and General Administration Department, in charge of Quality Assurance Department, in charge of Purchasing Department	
		Jan. 2017	Senior Managing Director, in charge of Corporate Planning Department, in charge of Human Resource and General Administration Department, in charge of Quality Assurance Department, in charge of Purchasing Department	
		Jan. 2018	Director, Vice President, General Manager of Development Division	
		Mar. 2019	Vice President, General Manager of Development Division	
		Jan. 2021	Vice President, General Manager of Development Division, General Manager of Business Development Department	
		Mar. 2021	President	
		Mar. 2023	President and CEO (current position)	
Reasons for nomination as candidate for Director He became a Director in 2013 and has served as President since 2021, demonstrating strong leadership based on his extensive experience and expertise. Furthermore, the Company has decided on his continued candidacy for Director because he has the ability to develop new ideas and act on management strategies, and thus he will be able to achieve sustainable growth and increase corporate value of the Company.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Yukio Nakamura (August 15, 1961)  Reappointment  Attendance at the Board of Directors meetings 12/12 (100%)	Apr. 1984	Joined the Company	13,000 shares
		Apr. 2009	Head of Quality Assurance Group	
		Apr. 2011	General Manager of Production Management Department	
		Jan. 2015	General Manager of Inami Production Department	
		Mar. 2015	Director, Deputy General Manager of Production Division, General Manager of Inami Production Department	
		Jan. 2018	Director, Deputy General Manager of Development Division, General Manager of Product Development Department	
		Mar. 2019	Managing Director, General Manager of Production Division, Kobe Factory Manager, Inami Factory Manager	
		Mar. 2021	Managing Director, General Manager of Production and Development Division, General Manager of Development Division, Kobe Factory Manager	
		Jan. 2023	Managing Director, General Manager of Production Division, Kobe Factory Manager	
		Mar. 2023	Director and Managing Executive Officer, General Manager of Production Division, Kobe Factory Manager	
		Mar. 2024	Director and Senior Managing Executive Officer, General Manager of Production Division, Kobe Factory Manager (current position)	
Reasons for nomination as candidate for Director He has a wealth of operational experience and knowledge as a person responsible for such divisions as production, development, and quality assurance divisions. Currently, he supervises the production division as Kobe Factory Manager. The Company has decided on his continued candidacy for Director because he can continue to contribute to the Company's sustainable growth and the enhancement of corporate value.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Yasunori Saito (July 31, 1965)  Reappointment  Attendance at the Board of Directors meetings 12/12 (100%)	Apr. 1988	Joined the Company	11,000 shares
		Jan. 2014	General Manager of Kitakanto Branch	
		Jan. 2015	General Manager of Nagoya Branch	
		Jan. 2016	General Manager of Tokyo Branch	
		Jan. 2017	General Manager of Retail Sales Department	
		Mar. 2017	Director, General Manager of Retail Sales Department	
		Jan. 2018	Director, Deputy General Manager of Sales Division, General Manager of Retail Sales Department	
		Jan. 2019	Director, Deputy General Manager of Sales Division, General Manager of Retail Sales Department, General Manager of Confectionery Sales Department	
		Mar. 2021	Managing Director, General Manager of Sales Division	
		Mar. 2023	Director and Managing Executive Officer, General Manager of Sales Division	
Jan. 2024	Director and Managing Executive Officer, General Manager of Sales Division, Adviser to Marketing Division (current position)			
Reasons for nomination as candidate for Director He has a wealth of operational experience and knowledge as a person who has been responsible for the Company's sales division for many years. He has reinforced the sales division and built good relationships with a wide range of business partners. The Company has decided on his continued candidacy for Director because he has thorough knowledge about the Company and operations in the industry, and he has the ability to make accurate and quick decisions on the Company's overall management.				
5	Yoko Sato (July 27, 1952)  Reappointment Outside Independent  Attendance at the Board of Directors meetings 11/12 (91.7%)	Apr. 1991	Registered with Daini Tokyo Bar Association	0 shares
		Apr. 1997	Registered with Kobe Bar Association	
		Apr. 1997	Joined Sato Law Office (current position)	
		Mar. 2004	Outside Audit & Supervisory Board Member of the Company	
		Mar. 2015	Outside Director (current position)	
		[Significant concurrent positions outside the Company] Attorney in Sato Law Office		
		Reasons for nomination as candidate for outside Director and summary of expected role As she is a lawyer with many years of experience, she has provided accurate advice from a professional perspective on the Company's legal affairs, compliance enhancement, various changes in the business environment, etc. The Company has decided on her continued candidacy for outside Director because she can appropriately fulfill her duties as an outside Director.		

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Yoko Niiyama (January 1, 1952)  Reappointment Outside Independent  Attendance at the Board of Directors meetings 9/10 (90.0%)	Jan. 2002 Professor at Division of Agronomy and Horticultural Science of Graduate School of Agriculture of Kyoto University Mar. 2017 Professor Emeritus of Kyoto University (current position) Apr. 2017 Professor at College of Economics of Ritsumeikan University Apr. 2018 Professor at College of Gastronomy Management of Ritsumeikan University Aug. 2020 Representative Director of General Incorporated Association, Research Institute for Food system, Kyoto (current position) Mar. 2024 Outside Director of the Company (current position) [Significant concurrent positions outside the Company] Representative Director of General Incorporated Association, Research Institute for Food system, Kyoto Professor Emeritus of Kyoto University	0 shares
Reasons for nomination as candidate for outside Director and summary of expected role She has extensive experience and highly specialized knowledge as a university professor (agronomics and economics), experience as a representative of an incorporated association, and excellent personality and insight. The Company has decided on her continued candidacy for outside Director because she can supervise the management and make important decisions from an objective standpoint.			



Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yasushi Taguchi (January 8, 1974)  New appointment Outside	<p>Apr. 1998      Joined The Fuji Bank, Limited</p> <p>May 2001      Joined Mitsubishi Corporation Red Meat Unit, Foods (Commodity) Div.</p> <p>Nov. 2005      Seconded to Foodlink Corporation</p> <p>Oct. 2007      Feed &amp; Meat Business Unit, Foods (Commodity) Div., Mitsubishi Corporation</p> <p>Dec. 2008      Seconded to Indiana Packers Corporation</p> <p>Jan. 2012      Feed, Meat &amp; Livestock Unit of Produce &amp; Marine Products Div. of Mitsubishi Corporation</p> <p>Apr. 2015      Seconded to Nosan Corporation Executive Officer, General Manager of Corporate Planning Dept.</p> <p>Oct. 2018      Team Leader of Canned Seafoods Team, Marine Products Dept., Fresh Food Products Div., Mitsubishi Corporation</p> <p>Apr. 2021      Seconded to Foodlink Corporation, Representative Director, President &amp; CEO</p> <p>Apr. 2023      General Manager of Livestock &amp; Meat Products Dept., Farm, Dairy &amp; Meat Produce Div., Mitsubishi Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] General Manager of Livestock &amp; Meat Products Dept., Farm, Dairy &amp; Meat Produce Div., Mitsubishi Corporation Director of Nosan Corporation Director of Japan Farm Holdings Inc. Director of Japan Farm Co., Ltd. Director of Indiana Packers Corporation Director of Shenyang Huamei Food Co., Ltd.</p>	0 shares
<p>Reasons for nomination as candidate for outside Director and summary of expected role</p> <p>As he has abundant experience at a general trading company, with a wide range of information and insights into the food industries at home and abroad, he will provide accurate advice to strengthen the Company's management system. The Company has decided on his new candidacy for outside Director because he can appropriately fulfill his duties as an outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yoko Sato, Yoko Niiyama and Yasushi Taguchi are candidates for outside Director.
  3. Yoko Sato and Yoko Niiyama are the Company's outside Directors, and at the conclusion of this meeting, Ms. Sato's and Ms. Niiyama's tenure will have been ten years and one year, respectively.
  4. As indicated in the career summary above, Yasushi Taguchi has been serving for the past ten years as a business executive at Mitsubishi Corporation, which has specific relations with the Company.
  5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has concluded an agreement with Yoko Sato and Yoko Niiyama to limit liability for damages as prescribed in Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If the reelection of Ms. Sato and Ms. Niiyama is approved, the Company plans to renew the aforementioned agreements with them. In addition, if the election of Yasushi Taguchi is approved, the Company plans to enter into a similar limited liability agreement with him.
  6. The Company has submitted notification to Tokyo Stock Exchange that Yoko Sato and Yoko Niiyama have been designated as independent officers provided for by the aforementioned exchange. If the reelection of Ms. Sato and Ms. Niiyama is approved, the Company plans for their designation as independent officers to continue.
  7. 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. If each candidate is elected as Director, the Company plans to include each of them as an insured in the insurance policy. A summary of the details of the insurance policy is stated in "(1) Directors" in "3. Matters Concerning Company Officers" of the Business Report (in Japanese). In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

### Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Eiichi Oka (March 14, 1961)  New appointment	Apr. 1984      Joined the Company Apr. 2010      General Manager of Internal Audit Office, Corporate Strategy Planning Division Apr. 2012      General Manager of Internal Audit Office Apr. 2021      Executive Officer and General Manager of Internal Audit Office (current position)  [Significant concurrent positions outside the Company] Audit & Supervisory Board Member of Mitsuya Group Honsha Co.,Ltd.	2,300 shares
	Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member The Company has decided on his new candidacy for Director who is an Audit and Supervisory Committee Member because based on his abundant experience and expert insight acquired as General Manager of Internal Audit Office, he is expected to contribute to the enhancement of corporate value, such as providing useful suggestions and advice to the Company's management while taking steps to strengthen the auditing and oversight of business execution.		
2	Ryuzo Imazu (October 22, 1954)  Reappointment Outside Independent  Attendance at the Board of Directors meetings 10/12 (83.3%) Attendance at the Audit and Supervisory Committee meetings 10/12 (83.3%)	Apr. 1980      Joined Imazu Co., Ltd. Jan. 1997      Representative Director and President (current position) Mar. 1998      Outside Audit & Supervisory Board Member of the Company Mar. 2023      Outside Director (Audit and Supervisory Committee Member) (current position)  [Significant concurrent positions outside the Company] Representative Director and President of Imazu Co., Ltd.	368,408 shares
	Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected role The Company has decided on his continued candidacy for outside Director who is an Audit and Supervisory Committee Member because he serves as the Representative Director and President of Imazu Co., Ltd., which is engaged in the import and wholesale of food, and it is expected that he will continue to make effective use of his extensive expertise in the food field and management knowledge in performing audit work for the Company going forward.		

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yoshio Hayakawa (June 10, 1952)  Reappointment Outside Independent  Attendance at the Board of Directors meetings 11/12 (91.7%) Attendance at the Audit and Supervisory Committee meetings 11/12 (91.7%)	Oct. 1980      Joined Showa Audit Corporation (now Ernst & Young ShinNihon LLC) Mar. 1985      Registered as a certified public accountant May 2005      Senior Partner of Shin Nihon & Co. (now Ernst & Young ShinNihon LLC) June 2011      Retired from Shin Nihon & Co. (now Ernst & Young ShinNihon LLC) July 2011      Representative of Hayakawa Accounting Office (current position) Dec. 2011      Registered as a certified tax accountant Mar. 2015      Outside Audit & Supervisory Board Member of the Company Mar. 2023      Outside Director (Audit and Supervisory Committee Member) (current position) [Significant concurrent positions outside the Company] Representative of Hayakawa Accounting Office Auditor of Osaka Seikei Gakuen Outside Audit & Supervisory Board Member of Joshin Denki Co., Ltd.	0 shares
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and summary of expected role</p> <p>The Company has decided on his continued candidacy for outside Director who is an Audit and Supervisory Committee Member because he has extensive experience as a certified public accountant and specialized knowledge of corporate accounting, and it is expected that he will continue to make effective use of his high insight into finance and accounting in performing audit work for the Company going forward.</p>			

- Notes:
1. Ryuzo Imazu is Representative Director and President of Imazu Co., Ltd. Imazu Co., Ltd. has a business relationship with the Company to sell some products. There is no special interest between any other candidates and the Company.
  2. Ryuzo Imazu and Yoshio Hayakawa are candidates for outside Director.
  3. Ryuzo Imazu and Yoshio Hayakawa are the Company's outside Directors who are Audit and Supervisory Committee Members, and at the conclusion of this meeting, their tenure will have been two years.
  4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Company's Articles of incorporation, the Company has concluded agreements with Ryuzo Imazu and Yoshio Hayakawa to limit liability for damages as prescribed in Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If the reelection of Mr. Imazu and Mr. Hayakawa is approved, the Company plans to renew the aforementioned agreements with them.
  5. The Company has submitted notification to Tokyo Stock Exchange that Ryuzo Imazu and Yoshio Hayakawa have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Imazu and Mr. Hayakawa is approved, the Company plans for their designation as independent officers to continue.
  6. 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. If each candidate is elected as Director who is an Audit and Supervisory Committee Member, the Company plans to include each of them as an insured in the insurance policy. A summary of the details of the insurance policy is stated in "(1) Directors" in "3. Matters Concerning Company Officers" of the Business Report (in Japanese). In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Skills Matrix in the Notice of Convocation and Corporate Governance Report

The skills matrix of the Board of Directors is as shown below when Proposals No. 2 and No. 3 are approved and adopted in their original forms.

Name	Title (Planned)	Corporate management	Finance/ accounting	Legal affairs/ compliance/ risk management	Production/ technical development	Sales/ marketing	Personnel/ labor affairs/ HR strategies	Sustainability/ ESG	Global
Hirokazu Miyake	Chairman of the Board	●	●	●	●			●	
Hiroyasu Tsukamoto	President and CEO	●	●	●	●	●	●	●	
Yukio Nakamura	Director and Senior Managing Executive Officer				●	●		●	
Yasunori Saito	Director and Managing Executive Officer					●			●
Yoko Sato	Outside Director			●			●		
Yoko Niiyama	Outside Director					●		●	
Yasushi Taguchi	Outside Director	●		●		●			●
Eiichi Oka	Director (full-time Audit and Supervisory Committee Member)		●	●					
Ryuzo Imazu	Outside Director (Audit and Supervisory Committee Member)	●	●			●			●
Yoshio Hayakawa	Outside Director (Audit and Supervisory Committee Member)		●						