

Note: The following is an English translation of the original Japanese version, prepared only for the convenience of shareholders. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Information referred to herein may not have an English translation. The pages referred to are those in the original Japanese version.

(Securities code: 6448)

June 8, 2020

15-1, Naeshiro-cho, Mizuho-ku, Nagoya
BROTHER INDUSTRIES, LTD.

Toshikazu Koike
Representative Director & Chairman

NOTICE OF THE 128TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are hereby notified that the 128th Ordinary General Meeting of Shareholders is to be held as stated below. As a result of careful consideration of the recent situation in which citizens are requested by the government and prefectural governors to stay home, avoid going anywhere other than the area where they currently reside and take measures for preventing the spread of the novel coronavirus (COVID-19), we decided to take appropriate preventive measures in order to hold this General Meeting of Shareholders.

From the perspective of preventing the spread of COVID-19 and also in consideration of these circumstances, we would appreciate it if you could refrain from attending the meeting in person if at all possible, and instead exercise your voting right in advance by postal mail or the internet as described in "Exercising Your Voting Rights" on the following page. Please review the attached "Reference Material for General Meeting of Shareholders" and exercise your right by 6:00 pm, Tuesday, June 23, 2020 (Japan Standard Time).

Meeting Details

- 1. Date and time:** June 24, 2020 (Wednesday) at 10:00 am (Japan Standard Time)
- 2. Place:** Brother Industries, Ltd. Mizuho Plant Hall
1-1-1, Kawagishi, Mizuho-ku, Nagoya
- 3. Agendas:**
- Matters to be reported:**
1. Report on the Business Report, Consolidated Financial Statements for the 128th fiscal term (from April 1, 2019 to March 31, 2020) and the result of the audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Report on the Financial Statements for the 128th fiscal term (from April 1, 2019 to March 31, 2020)
- Matters to be resolved:**
- Proposal 1:** Election of 11 Directors
- Proposal 2:** Election of 1 Corporate Auditors
- Proposal 3:** Payment of performance-based remuneration to 6 Directors

If you plan to attend the meeting, please present the voting rights exercise form enclosed herewith to the receptionist at the meeting.

Exercising Your Voting Rights

If you are unable to attend the meeting, please vote by using one of the following methods.

[Voting by proxy]

You can appoint another shareholder who has a voting right as your proxy to attend the meeting. Please note that your proxy will be requested to present written proof of the appointment.

[Voting by postal mail]

Please indicate your approval or disapproval of the proposals in the voting rights exercise form enclosed herewith and return it to us.

Due Date for Exercising your Voting Rights:

To be received no later than 6:00 pm on Tuesday, June 23, 2020 (Japan Standard Time)

[Voting by the internet]

Please access the designated website for exercising voting rights (<https://evote.tr.mufg.jp/>) on your personal computer, smartphone, or mobile phone with the “login ID” and the “temporary password” provided in the voting rights exercise form enclosed herewith. Please follow the instructions on the screen to enter your approval or disapproval of the proposals.

For details, please refer to the next page.

Due Date for Exercising your Voting Rights:

To be entered no later than 6:00 p.m. on Tuesday, June 23, 2020 (Japan Standard Time)

Handling of Voting Rights Exercised More Than Once

If you exercise your voting right more than once by postal mail and by the internet, only the vote by the internet shall be valid and the vote by postal mail shall be void.

You can vote more than once (revote) through the internet. In this case, however, only the last vote shall be valid. Similarly, if a voting right is exercised more than once by personal computer, smartphone, and/or mobile phone, only the last vote shall be valid. All prior votes shall be void.

Documents Disclosed on the Internet

- Of the documents that are required to be provided with this Notice of Ordinary General Meeting of Shareholders, the Business Report “Matters Concerning Stock Acquisition Rights,” the Consolidated Financial Statements “Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements” and the Non-consolidated Financial Statements “Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements” are posted on our website in accordance with laws and regulations and Article 16 of our Articles of Incorporation, and are not included in this Notice of Ordinary General Meeting of Shareholders. In addition, the Business Report listed in the accompanying materials to this Notice of Ordinary General Meeting of Shareholders and the Business Report “Matters Concerning Stock Acquisition Rights” on Brother’s website have been audited by the Corporate Auditors. Consolidated Financial Statements and the Non-consolidated Financial Statements listed in the accompanying materials to this Notice of Ordinary General Meeting of Shareholders and the Consolidated Financial Statements “Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements” and the Non-consolidated Financial Statements “Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements” on Brother’s website have been audited by the Corporate Auditors and Accounting Auditor.
- Any revisions to the reference materials for the General Meeting of Shareholders, the Business Report, or the Non-consolidated or Consolidated Financial Statements will be published on Brother’s website.
- Notice of Resolutions of the 128th Ordinary General Meeting of Shareholders will be published on Brother’s website and will not be sent in paper form by mail.

Brother’s Website (<https://global.brother/ja/investor/meeting>)

Guide to Exercising Voting Rights by the Internet

Due Date for Exercising your Voting Right by the internet:

To be entered no later than 6:00 pm on Tuesday, June 23, 2020(Japan Standard Time)

How to Scan the QR Code

You can log into the Website for Exercising Voting Rights without entering the login ID and temporary password provided in the duplicate copy of the voting rights exercise form.

(1) Scan the QR code provided in the duplicate copy of the voting rights exercise form (on the right-hand side).

Note: The QR code is the registered trademark of Denso Wave Incorporated.

(2) Then, enter your approval or disapproval following the instructions on the screen.

It is only possible to login the Website by using the QR code once.

To re-exercise your voting right or exercise your voting right without using the QR code, please refer to “How to Enter Your Login ID and Temporary Password.”

About the Electronic Voting Rights Exercise Platform

Nominal shareholder such as trust banks acting as administrators (including standing proxies) can use the Electronic Voting Rights Exercise Platform to exercise their voting rights for this General Meeting of Shareholders, if they apply in advance for the use of the Electronic Voting Rights Exercise Platform operated by ICJ, Inc.

How to Enter Your Login ID and Temporary Password

Website for Exercising Voting Rights: <https://evote.tr.mufg.jp/>

(1) Access the Website for Exercising Voting Rights.

(2) Enter the login ID and temporary password provided in the duplicate copy of the voting rights exercise form (on the right-hand side) and click the button.

(3) Register a new password.

(4) Then, enter your approval or disapproval following the instructions on the screen.

Attention

- You may be unable to use the Website depending on your internet environment, or the type of internet service or device you have.
- The Website will be closed between 2 am and 5 am [Japan Standard Time] every day.
- We will be asking you to change your “temporary password” on the Website, to prevent improper access (identity theft) and manipulation of voting data by third parties.
- The “login ID” and “temporary password” provided are only valid for this General Meeting of Shareholders.
- You shall be responsible for the internet connection fees payable to the providers and communication expenses payable to telecommunication carriers (including telephone and packet communication fees) to access the Website.

Inquiries about the system

If you have any questions about the operation of your personal computer, smartphone, or mobile phone in relation to the exercise of your voting rights via the Website, please contact the number below.

Mitsubishi UFJ Trust and Banking Corporation,
Stock Transfer Agency Department, Help Desk
Telephone: 0120-173-027 (toll free, Japan only)
Reception hours: 9:00–21:00 [Japan Standard Time]

Reference Material for General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Election of 11 Directors

The term of office of all eleven current Directors will expire at the end of this General Meeting of Shareholders. Therefore, it is proposed to elect or reelect eleven Directors. The candidates for Directors are as follows:

Candidate Number	Candidate Name	Responsibilities in Brother Industries, Ltd. (the “Company”)	Attendance Record for the Board of Directors’ Meeting (fiscal year 2019)
1	Toshikazu Koike (64 years old) Candidate for Reelection	Representative Director & Chairman of the Company	12 out of 12 times (100%)
2	Ichiro Sasaki (63 years old) Candidate for Reelection	Representative Director & President of the Company	12 out of 12 times (100%)
3	Tadashi Ishiguro (60 years old) Candidate for Reelection	Representative Director & Senior Managing Executive Officer of the Company Head of P&S Business Division Responsible for: P&S Business Division SPS Business Development Dept., General Manager of SPS Business Development Dept.	12 out of 12 times (100%)
4	Tasuku Kawanabe (64 years old) Candidate for Reelection	Representative Director & Senior Managing Executive Officer of the Company Head of Machinery Business Division Responsible for: Machinery Business Division Business Planning Dept., Industrial Business Development Dept., Machine Tools Sales Dept., Machine Tools Development Dept., Machine Tools CS Planning Dept., Industrial Sewing Machine Sales Dept., Industrial Sewing Machine Development Dept., Technology Dept., Production Dept., and Quality Management Dept.	12 out of 12 times (100%)

Candidate Number	Candidate Name	Responsibilities in Brother Industries, Ltd. (the “Company”)	Attendance Record for the Board of Directors’ Meeting (fiscal year 2019)
5	<p>Jun Kamiya (61 years old) Candidate for Reelection</p>	<p>Director & Managing Executive Officer of the Company</p> <p>Head of N&C Business Division</p> <p>Responsible for: N&C Business Division Network System Development Dept.</p>	12 out of 12 times (100%)
6	<p>Yuichi Tada (60 years old) Candidate for Reelection</p>	<p>Director & Managing Executive Officer of the Company</p> <p>Responsible for: Corporate Planning Dept.</p>	12 out of 12 times (100%)
7	<p>Koichi Fukaya (76 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)
8	<p>Keisuke Takeuchi (72 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)

Candidate Number	Candidate Name	Responsibilities in Brother Industries, Ltd. (the “Company”)	Attendance Record for the Board of Directors’ Meeting (fiscal year 2019)
9	<p>Aya Shirai (60 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)
10	<p>Kazunari Uchida (68 years old)</p> <p>New Candidate Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	—	—
11	<p>Naoki Hidaka (67 years old)</p> <p>New Candidate Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	—	—

(Note) Each candidate’s age indicates the age as of the date of this General Meeting of Shareholders.

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
1	<p>Toshikazu Koike (October 14, 1955)</p> <p>64 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1979: Joined the Company</p> <p>August 1982: Brother International Corporation (U.S.A.)</p> <p>October 1992: Director of Brother International Corporation (U.S.A.)</p> <p>January 2000: Director & President of Brother International Corporation (U.S.A.)</p> <p>June 2004: Director of the Company</p> <p>January 2005: Director & Chairman of Brother International Corporation (U.S.A.)</p> <p>April 2005: Director & Managing Executive Officer of the Company</p> <p>April 2006: Director & Senior Managing Executive Officer of the Company</p> <p>June 2006: Representative Director & Senior Managing Executive Officer of the Company</p> <p>June 2007: Representative Director & President of the Company</p> <p>June 2018: Representative Director & Chairman of the Company (current position)</p>	28,100
<p>Reason for nomination as a director candidate: Toshikazu Koike has an excellent track record and demonstrated outstanding qualities as a senior executive. After having years of experience as the head of the Americas sales headquarters, he drove the growth of our primary printing business as the President of Information & Document Company. As the President of the Company since 2007, he led the Company Group to steady growth towards achieving our long-term business vision. Further since 2018, he, as the Chairman of the Board of the Company, has shown his ability on promoting corporate governance for the Company Group. It is therefore considered that his skills are essential to the operation of the Company. For these reasons, the Company proposes the reelection of Toshikazu Koike.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
2	<p>Ichiro Sasaki (April 30, 1957)</p> <p>63 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1983: Joined the Company January 2005: Managing Director of Brother U.K. Ltd. April 2008: General Manager of NID Research & Development Dept. of the Company April 2009: Executive Officer of the Company April 2013: Managing Executive Officer of the Company June 2014: Director & Managing Executive Officer of the Company June 2016: Representative Director & Managing Executive Officer of the Company April 2017: Representative Director & Senior Managing Executive Officer of the Company June 2018: Representative Director & President of the Company (current position)</p>	40,380
<p>Reason for nomination as a director candidate: As an engineer for product development, Ichiro Sasaki was one of the people who established the foundation of our laser printer technology. He possesses a broad range of knowledge based on his experience, which includes operations in the manufacturing field (such as product planning and quality assurance) and management of our U.K. sales company. He led the acquisition of the Domino business and its subsequent integration, and after taking the position of the President of the Company in 2018, he has demonstrated excellent leadership in various fields of the Company. We believe his extensive knowledge, leadership and other qualities will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Ichiro Sasaki.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
3	<p>Tadashi Ishiguro (June 21, 1960)</p> <p>60 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1984: Joined the Company</p> <p>May 1987: Brother International Corporation (U.S.A.)</p> <p>January 2005: Director & President of Brother International Corporation (U.S.A.)</p> <p>April 2011: Group Executive Officer of the Company</p> <p>April 2013: Group Managing Executive Officer of the Company</p> <p>April 2014: Director and Chairman of Brother International Corporation (U.S.A.)</p> <p>June 2014: Director & Group Managing Executive Officer of the Company</p> <p>January 2015: Director & Managing Executive Officer of the Company</p> <p>April 2017: Director & Senior Managing Executive Officer of the Company</p> <p>June 2017: Representative Director & Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company] Head of P&S Business Division</p> <p>Responsible for: P&S Business Division SPS Business Development Dept., General Manager of SPS Business Development Dept.</p>	23,300
	<p>Reason for nomination as a director candidate: With years of experience as the head of the Americas sales headquarters, Tadashi Ishiguro drove the growth of our business in the Americas. After returning to Japan, as an executive responsible for corporate planning, he formulated the Mid-Term Business Strategy. Since fiscal year 2017, he has been appointed as the chief operating officer of P&S business and demonstrated his leadership in driving the business. We believe his knowledge and experience will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Tadashi Ishiguro.</p>		
	<p>Important Concurrent Offices: None</p>		

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
4	<p>Tasuku Kawanabe (April 28, 1956)</p> <p>64 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1979: Joined the Company</p> <p>October 2000: General Manager of Machinery & Solution Company Machine Tools Division Development Dept. of the Company</p> <p>April 2007: Executive Officer of the Company and President of Machinery & Solution Company</p> <p>April 2014: Managing Executive Officer of the Company and President of Machinery & Solution Company</p> <p>June 2017: Director & Managing Executive Officer of the Company</p> <p>April 2018: Director & Senior Managing Executive Officer of the Company</p> <p>June 2018: Representative Director & Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company] Head of Machinery Business Division</p> <p>Responsible for: Machinery Business Division Business Planning Dept., Industrial Business Development Dept. Dept., Machine Tools Sales Dept., Machine Tools Development Dept., Machine Tools CS Planning Dept., Industrial Sewing Machine Sales Dept., Industrial Sewing Machine Development Dept., Technology Dept., Production Dept., and Quality Management Dept.</p>	17,200
	<p>Reason for nomination as a director candidate: After taking several key roles in production engineering, development design, domestic sales and other divisions, Tasuku Kawanabe was appointed in 2007 as the president of the Machinery & Solution Company. Since then, he has served as a chief operating officer of such business and has a track record of growing it to become one of the pillars of the Company Group in terms of both sales and profits. We believe the above-mentioned capabilities as well as his experience and knowledge in a broad range of industrial areas (including machine tools, industrial sewing machines and industrial parts) will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Tasuku Kawanabe.</p>		
	<p>Important Concurrent Offices: Director of Nissei Corporation</p>		

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
5	<p>Jun Kamiya (February 11, 1959)</p> <p>61 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1981: Joined the Company</p> <p>October 1995: Director & President of Brother International Corporation (Canada) Ltd.</p> <p>April 1999: General Manager of Business Machines Div. of Brother Sales, Ltd.</p> <p>June 2001: Director of Brother Sales, Ltd.</p> <p>June 2003: Director & Managing Executive Officer of Brother Sales, Ltd.</p> <p>June 2005: Representative Director & President of Brother Sales, Ltd.</p> <p>April 2008: Executive Officer of the Company</p> <p>December 2009: Representative Director & Chairman of Xing Inc.</p> <p>April 2010: Group Managing Executive Officer of the Company</p> <p>April 2013: Managing Executive Officer of the Company</p> <p>June 2014: Director & Managing Executive Officer of the Company (current position)</p> <p>April 2018: Representative Director & Chairman, President of Xing Inc.</p> <p>April 2019: Representative Director & Chairman of Xing Inc. (current position)</p> <p>[Responsibilities in the Company] Head of N&C Business Division</p> <p>Responsible for: N&C Business Division Network System Development Dept.</p>	20,300
	<p>Reason for nomination as a director candidate:</p> <p>Jun Kamiya served as the president of our Canadian sales company and president of Brother Sales Ltd., and achieved success in improving the business performance of both companies. Since he was appointed as the chief operating officer of N&C business, he has driven the growth of such business through M&A and other measures. He has also facilitated stabilization of the business. We believe his knowledge and business experience in these fields including the management of the domestic and international sales companies will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Jun Kamiya.</p>		
	<p>Important Concurrent Offices: None</p>		

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
6	<p>Yuichi Tada (August 15, 1959)</p> <p>60 years old (Male)</p> <p>Candidate for Reelection</p>	<p>April 1982: Joined the Company</p> <p>August 1994: Brother International Corporation (U.S.A.)</p> <p>April 2006: General Manager of Printing & Solutions Company Corporate Planning Dept. of the Company</p> <p>April 2007: Executive Vice President of Printing & Solutions Company of the Company</p> <p>April 2012: Group Executive Officer of the Company, Managing Director of Brother Holding (Europe) Ltd., and Chairman & Managing Director of Brother International Europe Ltd.</p> <p>April 2017: Managing Executive Officer of the Company</p> <p>June 2017: Director & Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]</p> <p>Responsible for: Corporate Planning Dept.</p>	9,100
<p>Reason for nomination as a director candidate: Through years of experience in our Americas sales headquarters and the Company's headquarters, Yuichi Tada possesses superior knowledge in the fields of corporate planning and management, product planning and other business areas. As the head of our European sales headquarters, he contributed to the growth of the Company Group by various measures such as expanding the SMB (Small and Medium Business) market in Europe. We believe his knowledge and experience will help contribute to the growth of Brother group's corporate value. For these reasons, the Company proposes the reelection of Yuichi Tada.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
7	<p style="text-align: center;">Koichi Fukaya (December 3, 1943)</p> <p style="text-align: center;">76 years old (Male)</p> <p style="text-align: center;">Candidate for Reelection</p> <p style="text-align: center;">Outside Director Candidate</p> <p style="text-align: center;">Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1966: Joined Nippondenso Co. Ltd. (now DENSO Corporation)</p> <p>March 1995: Executive Director, Member of the Board of Nippondenso Co., Ltd.</p> <p>April 1995: President of Nippondenso Manufacturing U.S.A., Inc. (now DENSO Manufacturing Michigan, Inc.)</p> <p>June 1998: Managing Director of DENSO Corporation</p> <p>June 2002: Senior Executive Director, Member of the Board of DENSO Corporation</p> <p>June 2003: President and CEO of DENSO Corporation</p> <p>June 2008: Vice Chairman of DENSO Corporation</p> <p>June 2009: Chairman of DENSO Corporation</p> <p>June 2012: Outside Director of the Company (current position)</p> <p>June 2017: Advisor of DENSO Corporation</p>	11,500
<p>Reason for nomination as an outside director candidate:</p> <p>Koichi Fukaya has been involved in the management of a global group of companies through his experience as president and CEO of DENSO Corporation, and in the overseas manufacturing facilities of DENSO Corporation. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Koichi Fukaya.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
8	<p>Keisuke Takeuchi (November 18, 1947)</p> <p>72 years old (Male)</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1970: Joined Japan Gasoline Co., Ltd. (now JGC Holdings Corporation)</p> <p>June 2000: Director of JGC Corporation (now JGC Holdings Corporation)</p> <p>June 2001: Managing Director of JGC Corporation</p> <p>June 2002: Senior Managing Director of JGC Corporation</p> <p>June 2006: Director and Vice President of JGC Corporation</p> <p>March 2007: President and Representative Director of JGC Corporation</p> <p>June 2009: Chairman and Representative Director of JGC Corporation</p> <p>June 2014: Principal Corporate Advisor of JGC Corporation</p> <p>June 2017: Outside Director of the Company (current position)</p> <p>June 2019: Outside Director of Japan Post Bank Co., Ltd. (current position)</p>	2,800
<p>Reason for nomination as an outside director candidate: Keisuke Takeuchi has been involved in the management of a global group of companies through his experience as Representative Director and President and Representative Director and Chairman of JGC Corporation. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Keisuke Takeuchi.</p>			
<p>Important Concurrent Offices: Outside Director of Japan Post Bank Co., Ltd.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
9	<p>Aya Shirai (May 23, 1960)</p> <p>60 years old (Female)</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1979: Joined All Nippon Airways Co., Ltd.</p> <p>June 1993: Member of Amagasaki City Council</p> <p>December 2002: The Mayor of Amagasaki City</p> <p>June 2011: Outside Director of Gunze Limited</p> <p>April 2013: Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation (current position)</p> <p>June 2015: Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd. (current position)</p> <p>Outside Director of Sumitomo Precision Products Co., Ltd.</p> <p>June 2018: Outside Director of Sanyo Chemical Industries, Ltd. (current position)</p> <p>June 2019: Outside Director of the Company (current position)</p>	600
<p>Reason for nomination as an outside director candidate:</p> <p>Aya Shirai has been engaged in the management of various manufacturing companies for years through her experience as an outside director. She has also engaged in the top management of local government and actively promoted the diversification of organizations. Through her extensive experience, insight, and achievements, she can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Aya Shirai. Although Aya Shirai was not previously involved in corporate management other than as an outside director, based on the above reasons, it was determined that Aya Shirai will be able to appropriately conduct the duties of Outside Director.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd.</p> <p>Outside Director of Sanyo Chemical Industries, Ltd.</p> <p>Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
10	<p>Kazunari Uchida (October 31, 1951)</p> <p>68 years old (Male)</p> <p>New Candidate</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1974: Joined Japan Airlines Co., Ltd. Jan 1985: Joined Boston Consulting Group June 2000: Japan Representative of Boston Consulting Group April 2006: Professor of Faculty of Commerce at Waseda University (current position) February 2012: Outside Auditor of Kewpie Corporation June 2012: Outside Director of Lifenet Insurance Company Outside Director of Mitsui-Soko Co., Ltd. (now Mitsui-Soko Holdings Co., Ltd.) August 2012: Outside Director of Japan ERI Co., Ltd. December 2013: Outside Director of ERI Holdings Co., Ltd. June 2014: Independent Advisory Committee Member of the Company February 2015: Outside Director of Kewpie Corporation (current position) March 2016: Outside Director of Lion Corporation (current position)</p>	0
<p>Reason for nomination as an outside director candidate: Besides Kazunari Uchida has deep knowledge in the business management field as Japan Representative of Boston Consulting Group, he has been engaged in the management of various companies for years through his experience as an outside director and corporate auditor. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the election of Kazunari Uchida.</p>			
<p>Important Concurrent Offices: Professor of Faculty of Commerce at Waseda University Outside Director of Kewpie Corporation Outside Director of Lion Corporation</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
11	<p>Naoki Hidaka (May 16, 1953)</p> <p>67 years old (Male)</p> <p>New Candidate</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1976: Joined Sumitomo Corporation</p> <p>April 2001: General Manager of Chicago Office, Sumitomo Corporation of America</p> <p>April 2007: Executive Officer, General Manager of Metal Products for Automotive Industries Div. of Sumitomo Corporation</p> <p>April 2009: Managing Executive Officer, General Manager of Chubu Regional Business Unit of Sumitomo Corporation</p> <p>April 2012: Senior Managing Executive Officer, General Manager of Kansai Regional Business Unit of Sumitomo Corporation</p> <p>June 2013: Representative Director, Senior Managing Executive Officer, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation</p> <p>April 2015: Representative Director, Executive Vice President, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation</p> <p>June 2018: Special Advisor of Sumitomo Corporation</p> <p>June 2019: Advisor of Sumitomo Corporation</p>	0
	<p>Reason for nomination as an outside director candidate:</p> <p>Naoki Hidaka has been involved in the management of a global group of companies through his experience as Executive Vice President of Sumitomo Corporation and its overseas offices. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the election of Naoki Hidaka.</p>		
	<p>Important Concurrent Offices: None</p>		

Notes:

- There is no special conflict of interest between each of these candidates and the Company.
- Koichi Fukaya, Keisuke Takeuchi, Aya Shirai, Kazunari Uchida, and Naoki Hidaka are candidates for outside directors, and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company (refer to page 15 [page numbers are not consistent with this translation]). The Company has notified the Tokyo Stock Exchange, Inc. of designation of Koichi Fukaya, Keisuke Takeuchi, and Aya Shirai as independent directors as defined in the Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc. The company plans to notify the Tokyo Stock Exchange, Inc. of designation of Kazunari Uchida, and Naoki Hidaka as independent directors as defined in the Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
- Koichi Fukaya, Keisuke Takeuchi, and Aya Shirai are currently outside directors of the Company, and at the end of this General Meeting of Shareholders, will have served eight years, three years, and one year respectively as an outside director.
- Koichi Fukaya, Keisuke Takeuchi, and Aya Shirai are currently outside directors of the Company. The Company has entered into agreements with each of them respectively for limiting their liability to the statutory limit for limiting their liability. The Company plans to enter into agreements with each of Koichi Fukaya, Keisuke Takeuchi, and Aya Shirai for limiting their liability to the statutory limit if each of them is reappointed. Also, the Company plans to enter into agreement with each of Kazunari Uchida and Naoki Hidaka for limiting their liability to the statutory limit if each of them is appointed.
- Sumitomo Precision Products Co., Ltd., for which Aya Shirai served as Outside Director, found that it overcharged to the Department of Defense for its sale of defense equipment in January 2019 and voluntarily declared the fact to the Authority. While Aya Shirai had regularly alerted management executives to the importance of internal control at occasions such as meetings of the board of directors, she discharged her responsibilities including a suggestion that internal control and compliance-based management should be further ensured to further thoroughly investigate the cause and to prevent recurrence from time to time after such finding.

6. Toshikazu Koike is expected to be elected as an outside director of Toyo Seikan Group Holdings, Ltd. in late June 2020.
7. Tasuku Kawanabe is expected to retire from his position of Director of Nissei Corporation in the middle of June 2020.
8. Yuichi Tada is expected to be elected as a Director of Nissei Corporation in the middle of June 2020.

Proposal 2: Election of Corporate Auditor

The term of office of Corporate Auditor Keiichi Hino will expire as of the close of this Ordinary General Meeting of Shareholders. It is proposed that a Corporate Auditor be elected. This Proposal has been agreed by the Audit & Supervisory Board.

The candidate for Corporate Auditor is as follows:

Candidate	Name (Date of birth)	Personal history, duties, and important concurrent offices	Ownership of number of the Company's common shares
	<p>Keizo Obayashi (July 14, 1962)</p> <p>57 years old (Male)</p> <p>New Candidate</p>	<p>April 1986: Joined the Company</p> <p>March 2004: Brother International Europe, Ltd.</p> <p>April 2017: General Manager of Treasury Dept. of the Company</p> <p>April 2020: General Manager of Corporate Auditors' Office of the Company (current position)</p>	<p>2,700</p>
	<p>Reason for nomination as an auditor candidate: Keizo Obayashi has the knowledge and skills in accounting and tax fields through his experiences in business machines div., corporate planning dept., and European regional sales office. Most recently, he has the experience in promoting the internal control of the Company Group as the responsible person in Treasury Dept. Based on such insight and experience, it is considered most appropriate for him to be appointed as a Corporate Auditor of the Company. For these reasons, the Company proposes the election of Keizo Obayashi as a Corporate Auditor.</p>		
	<p>Important Concurrent Offices: None</p>		

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. Candidate's age indicates the age as of the date of this General Meeting of Shareholders.

(Reference) Independence Standards for Outside Officers

Brother Industries, Ltd. determines that an individual who falls into one of the followings does not hold independence from the Company.

- (1) An incumbent or past director, executive officer, manager or employee (including an executive officer) of Brother Industries, Ltd. and its subsidiaries (hereafter collectively referred to as Brother Industries, Ltd. etc.).
- (2) An individual who is currently serving or served within the past five years as a business executor^{*1} of a corporation or any other organization (hereafter referred to as a corporation, etc.) that applies to one of the followings.
 - A corporation, etc. which is the major shareholder^{*2} of Brother Industries, Ltd.
 - A corporation, etc. of which Brother Industries, Ltd. etc. is the major shareholder
 - A corporation, etc., which paid Brother Industries, Ltd., etc. the amount of money that is more than two percent of the consolidated net sales of Brother Industries, Ltd. during the business year concerned
 - A corporation, etc. which received either ten million yen of annual payment or a payment equals to two percent of the consolidated net sales of the said corporation, etc., whichever is larger, from Brother Industries, Ltd. etc. during the relevant business year
 - A corporation/organization, etc. which obtained more than ten million yen of annual payment, or a payment more than two percent of the gross income or recurring revenue of the said corporation/organization, etc., whichever is larger, from Brother Industries, Ltd. as a donation or grant during the relevant business year
- (3) An individual who currently serves or served within the past five years as a business executor of a company, at which an individual from Brother Industries, Ltd., etc. serves as its director.
- (4) A certified public accountant who currently serves or served within the past five years as an accounting auditor of Brother Industries, Ltd., etc., or currently belongs or belonged within the past five years to an auditing firm, which serves as the accounting auditor of Brother Industries, Ltd., etc.
- (5) A consultant, accounting specialist, or a legal expert who currently receives or received within the past five years either a payment of more than two percent of the net sales of the business year or ten million yen, whichever is higher, from Brother Industries, Ltd., etc. (excluding the remuneration of officers).
(In the case of which the recipient of the said compensation is an organization, such as a corporation or guild, this applies to a consultant, accounting specialist or legal expert who belongs to the organization concerned.)
- (6) An individual who is currently a close relative^{*3} or was a close relative within the past five years of the individuals mentioned in (1) through (5) above respectively (excluding individuals who are not considered as important individuals^{*4}).

*1: A business executor is a director in charge of executing a business operation or executive officer of a corporation or any other organization, an officer or employee in charge of executing a business operation of any other corporation, etc., those who fulfill the duty stipulated in the Article 598 (1) of the Japanese Companies Act or any other individual that has a similar responsibility, employee, director (excluding an outside director), a manager who has a similar responsibility, or those who execute tasks of employees, etc.

*2: Refers to a shareholder who holds more than ten percent of voting rights.

*3: Refers to relatives within the second degree of kinship.

*4: As to (1) through (3) above, an important individual means a director, executive officer, or an employee who is a department manager or at a higher position (including an executive officer). As to (4) above, it refers to certified public accountants belonging to respective auditing firms. As for (5) above, it means a director, executive officer, an employee who is a department manager or at a higher position (including an executive officer), certified public accountants belonging to respective auditing firms, or attorneys belonging to respective law firms.

Proposal 3: Payment of Performance-Based Remuneration to 6 Directors

The Company proposes that performance-based remuneration according to the business results in this term (128th) be paid to six Directors (excluding outside directors): Toshikazu Koike, Ichiro Sasaki, Tadashi Ishiguro, Tasuku Kawanabe, Jun Kamiya, and Yuichi Tada. It is also proposed that the total amount of the performance-based remuneration to be paid be 71.59million yen in accordance with the prescribed standard of the Company, and that the specific amount for each director, and the time and manner of payment, be left to the discretion of the Board of Directors.