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 3, 2019

15-1, Naeshiro-cho, Mizuho-ku, Nagoya
BROTHER INDUSTRIES, LTD.
Toshikazu Koike
Representative Director & Chairman

NOTICE OF THE 127TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 127th Ordinary General Meeting of Shareholders to be held as stated below.
If you are unable to attend the meeting, please review the attached "Reference Material for General Meeting of Shareholders" and exercise your voting right by 6:00 pm, Friday, June 21, 2019 (Japan Standard Time) by one of the methods described in "Exercising Your Voting Rights" on the following page.

Meeting Details

1. Date and time: June 24, 2019 (Monday) 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 127th fiscal term (from April 1, 2018 to March 31, 2019) 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 127th fiscal term (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Proposal 1: Election of 11 Directors
Proposal 2: Election of 2 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 Friday, June 21, 2019 (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 Friday, June 21, 2019 (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 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. 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 the127th 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 Friday, June 21, 2019(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."

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]

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.

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 2018)
1	**Toshikazu Koike** (63 years old) Candidate for Reelection	Representative Director & Chairman of the Company	12 out of 12 times (100%)
2	**Ichiro Sasaki** (62 years old) Candidate for Reelection	Representative Director & President of the Company	12 out of 12 times (100%)
3	**Tadashi Ishiguro** (59 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** (63 years old) Candidate for Reelection	Director & Senior Managing Executive Officer of the Company Head of Machinery Business Division Responsible for: Machinery Business Division Business Planning Dept., Machine Tools Sales Dept., Industrial Sewing Machine Sales Dept., Machine Tools Development Dept., Industrial Sewing Machine Development Dept., Technology Dept., Production Dept., Machine Tools CS Planning 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 2018)
5	**Jun Kamiya** (60 years old) Candidate for Reelection	Director & Managing Executive Officer of the Company Head of N&C Business Division Responsible for: N&C Business Division Network System Development Dept.	12 out of 12 times (100%)
6	**Yuichi Tada** (59 years old) Candidate for Reelection	Director & Managing Executive Officer of the Company Responsible for: Marketing Strategy Center Sales & Marketing Strategy Development Dept. and Design Dept., Corporate Planning Dept.	12 out of 12 times (100%)
7	**Atsushi Nishijo** (76 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	12 out of 12 times (100%)
8	**Koichi Fukaya** (75 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	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 2018)
9	**Soichi Matsuno** (75 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	12 out of 12 times (100%)
10	**Keisuke Takeuchi** (71 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	12 out of 12 times (100%)
11	**Aya Shirai** (59 years old) New Candidate Outsider Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	—	—

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

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">1</td><td>Toshikazu Koike
(October 14, 1955)

63 years old
(Male)

Candidate for Reelection</td><td>April 1979: Joined the Company
August 1982: Brother International Corporation (U.S.A.)
October 1992: Director of Brother International Corporation (U.S.A.)
January 2000: Director & President of Brother International Corporation (U.S.A.)
June 2004: Director of the Company
January 2005: Director & Chairman of Brother International Corporation (U.S.A.)
April 2005: Director & Managing Executive Officer of the Company
April 2006: Director & Senior Managing Executive Officer of the Company
June 2006: Representative Director & Senior Managing Executive Officer of the Company
June 2007: Representative Director & President of the Company
June 2018: Representative Director & Chairman of the Company (current position)</td><td>27,500</td></tr>
<tr><td colspan="3">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. Since he was appointed as our Representative Director & President in 2007, he has led the Company Group to steady growth towards achieving our long-term business vision. 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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">2</td><td>Ichiro Sasaki
(April 30, 1957)

62 years old
(Male)

Candidate for Reelection</td><td>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)</td><td>39,280</td></tr>
<tr><td colspan="3">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. Furthermore, he has demonstrated excellent leadership in relation to the acquisition of the Domino business and its subsequent integration. 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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">3</td><td>Tadashi Ishiguro
(June 21, 1960)

59 years old
(Male)

Candidate for Reelection</td><td>April 1984: Joined the Company
May 1987: Brother International Corporation (U.S.A.)
January 2005: Director & President of Brother International Corporation (U.S.A.)
April 2011: Group Executive Officer of the Company
April 2013: Group Managing Executive Officer of the Company
April 2014: Director and Chairman of Brother International Corporation (U.S.A.)
June 2014: Director & Group Managing Executive Officer of the Company
January 2015: Director & Managing Executive Officer of the Company
April 2017: Director & Senior Managing Executive Officer of the Company
June 2017: Representative Director & Senior Managing Executive Officer of the Company (current position)

[Responsibilities in 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.</td><td>20,300</td></tr>
<tr><td colspan="3">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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">4</td><td>Tasuku Kawanabe
(April 28, 1956)

63 years old
(Male)

Candidate for Reelection</td><td>April 1979: Joined the Company
October 2000: General Manager of Machinery & Solution Company Machine Tools Division Development Dept. of the Company
April 2007: Executive Officer of the Company and President of Machinery & Solution Company
April 2014: Managing Executive Officer of the Company and President of Machinery & Solution Company
June 2017: Director & Managing Executive Officer of the Company
April 2018: Director & Senior Managing Executive Officer of the Company
June 2018: Representative Director & Senior Managing Executive Officer of the Company (current position)

[Responsibilities in the Company]
Head of Machinery Business Division

Responsible for:
Machinery Business Division Business Planning Dept., Machine Tools Sales Dept., Industrial Sewing Machine Sales Dept., Machine Tools Development Dept., Industrial Sewing Machine Development Dept., Technology Dept., Production Dept., Machine Tools CS Planning Dept., and Quality Management Dept.</td><td>16,700</td></tr>
<tr><td colspan="3">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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: Director of Nissei Corporation</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">5</td><td>Jun Kamiya
(February 11, 1959)

60 years old
(Male)

Candidate for Reelection</td><td>April 1981: Joined the Company
October 1995: Director & President of Brother International Corporation (Canada) Ltd.
April 1999: General Manager of Business Machines Div. of Brother Sales, Ltd.
June 2001: Director of Brother Sales, Ltd.
June 2003: Director & Managing Executive Officer of Brother Sales, Ltd.
June 2005: Representative Director & President of Brother Sales, Ltd.
April 2008: Executive Officer of the Company
December 2009: Representative Director & Chairman of XING Inc.
April 2010: Group Managing Executive Officer of the Company
April 2013: Managing Executive Officer of the Company
June 2014: Director & Managing Executive Officer of the Company (current position)
April 2018: Representative Director & Chairman, President of Xing Inc.
April 2019: Representative Director & Chairman of XING Inc. (current position)

[Responsibilities in the Company]
Head of N&C Business Division

Responsible for:
N&C Business Division
Network System Development Dept.</td><td>19,400</td></tr>
<tr><td colspan="3">Reason for nomination as a director candidate:
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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">6</td><td>Yuichi Tada
(August 15, 1959)

59 years old
(Male)

Candidate for Reelection</td><td>April 1982: Joined the Company
August 1994: Brother International Corporation (U.S.A.)
April 2006: General Manager of Printing & Solutions Company Corporate Planning Dept. of the Company
April 2007: Executive Vice President of Printing & Solutions Company of the Company
April 2012: Group Executive Officer of the Company, Managing Director of Brother Holding (Europe) Ltd., and Chairman & Managing Director of Brother International Europe Ltd.
April 2017: Managing Executive Officer of the Company
June 2017: Director & Managing Executive Officer of the Company (current position)

[Responsibilities in the Company]

Responsible for:
Marketing Strategy Center Sales & Marketing Strategy Development Dept. and Design Dept.,
Corporate Planning Dept.</td><td>9,000</td></tr>
<tr><td colspan="3">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. Most recently, 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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
7	**Atsushi Nishijo** (July 24, 1942) 76 years old (Male) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	April 1965: Joined Sumitomo Corporation June 1993: Director of Sumitomo Corporation Executive Vice President of Sumitomo Corporation of America April 1997: Managing Director of Sumitomo Corporation April 2001: Senior Managing Director and General Manager for the Americas of Sumitomo Corporation and President and Chief Executive Officer of Sumitomo Corporation of America April 2002: Executive Vice President of Sumitomo Corporation April 2003: Director, Executive Vice President of Sumitomo Corporation June 2003: Executive Vice President of Sumitomo Corporation April 2005: Advisor of Sumisho Computer Systems Corporation (now SCSK Corporation) June 2005: Chairman of the Board of Sumisho Computer System Corporation June 2009: Special Advisor of Sumisho Computer System Corporation June 2010: Advisor of Sumitomo Corporation **Outside Director of the Company (current position)** March 2014: **Outside Director of Skylark Co., Ltd. (current position)**	15,700

Reason for nomination as an outside director candidate:

Atsushi Nishijo has been involved in the management of Sumitomo Corporation and Sumisho Computer Systems Corporation (now SCSK Corporation). Through his extensive experience, insight, and achievements as both an executive of a global group of companies and of an information technology company, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business, independent of the managing executives. For these reasons, the Company proposes the reelection of Atsushi Nishijo.

Important Concurrent Offices:

Outside Director of Skylark Co., Ltd.

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">8</td><td>Koichi Fukaya
(December 3, 1943)

75 years old
(Male)

Candidate for Reelection

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1966: Joined Nippondenso Co. Ltd. (now DENSO Corporation)
March 1995: Executive Director, Member of the Board of Nippondenso Co., Ltd.
April 1995: President of Nippondenso Manufacturing U.S.A., Inc. (now DENSO Manufacturing Michigan, Inc.)
June 1998: Managing Director of DENSO Corporation
June 2002: Senior Executive Director, Member of the Board of DENSO Corporation
June 2003: President and CEO of DENSO Corporation
June 2008: Vice Chairman of DENSO Corporation
June 2009: Chairman of DENSO Corporation
June 2012: Outside Director of the Company (current position)
June 2017: Advisor of DENSO Corporation</td><td>10,300</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate:
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, independent of the managing executives. For these reasons, the Company proposes the reelection of Koichi Fukaya.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">9</td><td>Soichi Matsuno
(June 20, 1944)

75years old
(Male)

Candidate for Reelection

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1967: Joined Eisai Co., Ltd.
April 1992: President of Eisai Corporation of North America, Inc.
June 1993: Director of Eisai Co., Ltd.
February 1997: Managing Director of Eisai Co., Ltd.
June 2000: Director and Senior Managing Executive Officer of Eisai Co., Ltd.
June 2001: Chairman of Eisai Inc., U.S.A.
June 2004: Representative Executive Officer Deputy President of Eisai Co., Ltd.
June 2010: Advisor of Eisai Co., Ltd.
June 2014: Outside Director of the Company (current position)</td><td>7,200</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate:

Soichi Matsuno has been involved in the management of a global group of companies through his experience as Deputy President of Eisai Co., Ltd., and in the overseas offices of Eisai Co., Ltd. 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, independent of management executives. For these reasons, the Company proposes the reelection of Soichi Matsuno.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">10</td><td>Keisuke Takeuchi
(November 18, 1947)

71 years old
(Male)

Candidate for Reelection

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1970: Joined Japan Gasoline Co., Ltd. (now JGC Corporation)
June 2000: Director of JGC Corporation
June 2001: Managing Director of JGC Corporation
June 2002: Senior Managing Director of JGC Corporation
June 2006: Director and Vice President of JGC Corporation
March 2007: President and Representative Director of JGC Corporation
June 2009: Chairman and Representative Director of JGC Corporation
June 2014: Principal Corporate Advisor of JGC Corporation
October 2014: Outside Director of Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development (current position)
June 2017: Outside Director of the Company (current position)</td><td>1,600</td></tr>
<tr><td colspan="3">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, independent of management executives. For these reasons, the Company proposes the reelection of Keisuke Takeuchi.</td></tr>
<tr><td colspan="3">Important Concurrent Offices:
Outside Director of Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td></tr>
</table>

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, position,
duties and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">11</td><td>Aya Shirai
(May 23, 1960)

59 years old
(Female)

New Candidate

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1979: Joined All Nippon Airways Co., Ltd.
June 1993: Member of Amagasaki City Council
December 2002: The Mayor of Amagasaki City
June 2011: Outside Director of Gunze Limited (current position)
April 2013: Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation (current position)
June 2015: Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd. (current position)
Outside Director of Sumitomo Precision Products Co., Ltd. (current position)
June 2018: Outside Director of Sanyo Chemical Industries, Ltd. (current position)</td><td>0</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate:
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, independent of management executives. For these reasons, the Company proposes the election 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.</td></tr>
<tr><td colspan="3">Important Concurrent Offices:
Outside Director of Gunze Limited
Outside Director of Pegasus Sewing Machine Mfg Co., Ltd.
Outside Director of Sumitomo Precision Products Co., Ltd.
Outside Director of Sanyo Chemical Industries, Ltd.
Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation</td></tr>
</table>

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. Atsushi Nishijo, Koichi Fukaya, Soichi Matsuno, Keisuke Takeuchi, and Aya Shirai are candidates for outside directors, and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company (refer to page 16 [page numbers are not consistent with this translation]). The Company has notified the Tokyo Stock Exchange, Inc. of designation of Atsushi Nishijo, Koichi Fukaya, Soichi Matsuno, and Keisuke Takeuchi 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 Aya Shirai as an independent director as defined in the Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
3. Atsushi Nishijo, Koichi Fukaya, Soichi Matsuno, and Keisuke Takeuchi are currently outside directors of the Company, and at the end of this General Meeting of Shareholders, will have served nine years, seven years, five years and two years respectively as an outside director.
4. Atsushi Nishijo, Koichi Fukaya, Soichi Matsuno, and Keisuke Takeuchi 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 Atsushi Nishijo, Koichi Fukaya, Soichi Matsuno, and Keisuke Takeuchi for limiting their liability to the statutory limit if each of them is reappointed.
   Also, the Company plans to enter into agreement with Aya Shirai for limiting her liability to the statutory limit if she is appointed.
5. Keisuke Takeuchi is expected to be elected as an outside director of Japan Post Bank Co., Ltd. in middle of June 2019.
6. Sumitomo Precision Products Co., Ltd., for which Aya Shirai serves 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 made 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.

7. Aya Shirai is expected to retire from those positions of Outside Director of Gunze Limited and the same position of Sumitomo Precision Products Co., Ltd. in late June 2019.

Proposal 2: Election of 2 Auditors

The term of office of Auditor Tomoyoshi Arita will expire and Auditor Koji Onogi will resign from his position to retire as of the close of this Ordinary General Meeting of Shareholders. It is proposed that two Auditors be elected. This Proposal has been agreed by the Board of Auditors.

The candidate for two Auditors are as follows:

Candidate Number	Candidate Name	Responsibilities in Brother Industries, Ltd. (the "Company")
1	**Masaaki Kanda** (67 years old) New Candidate Outside Auditor Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.	—
2	**Kazuya Jono** (64 years old) New Candidate Outside Auditor Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.	—

(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, duties, and important concurrent offices	Ownership of number of the Company's common shares
1	**Masaaki Kanda** (October 1, 1951) 67 years old (Male) New Candidate Outside Auditor Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.	April 1976: Registered as an attorney November 1989: Elected as the Mayor of Ichinomiya City February 1999: Elected as the Governor of Aichi Prefecture January 2011: **President of Aichi Arts Center (current position)** June 2014: **Outside Director of Ogaki Kyoritsu Bank Ltd. (current position)**	0
	Reason for nomination as an outside auditor candidate: In addition to his professional career as an attorney at law, Masaaki Kanda has been engaged in the administrative operations of the local government for years. He also has been involved in the management of private corporation as an outside director. Through his extensive experience, insight and achievements, he can provide auditing over the operation of the Company, independent of the managing executives. For these reasons, the Company proposes the election of Masaaki Kanda as an Outside Auditor. Although Masaaki Kanda was not previously involved in corporate management other than as an outside director, based on the above reasons, it was determined that Masaaki Kanda will be able to appropriately conduct the duties of Outside Auditor.		
	Important Concurrent Offices: Outside Director of Ogaki Kyoritsu Bank Ltd. President of Aichi Arts Center		

<table>
<tr><th>Candidate number</th><th>Name
(Date of birth)</th><th>Personal history, duties,
and important concurrent offices</th><th>Ownership of number of the Company's common shares</th></tr>
<tr><td rowspan="3">2</td><td>Kazuya Jono
(December 10, 1954)

64 years old
(Male)

New Candidate

Outside Auditor Candidate

Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1977: Joined Mitsui Bank (now Sumitomo Mitsui Banking Corporation)
June 2005: Executive Officer of Sumitomo Mitsui Banking Corporation ("SMBC")
April 2007: Managing Executive Officer of SMBC
April 2009: Managing Executive Officer of Sumitomo Mitsui Financial Group ("SMFG")
Director and President of Sumitomo Mitsui Card & Credit, Inc. (retired on March 2011)
April 2010: Director and Senior Managing Executive Officer of SMBC (retired on March 2012)
Senior Managing Executive Officer of SMFG
June 2011: Director of SMFG (retired on March 2012)
June 2012: Director and President, CEO of Citybank Japan Ltd. (retired on May 2014)
June 2015: Outside Auditor of The Japan Steel Works Ltd. (current position)
Outside Auditor of Toray Industries, Inc. (current position)</td><td>0</td></tr>
<tr><td colspan="3">Reason for nomination as an outside auditor candidate:
Kazuya Jono has been involved in the management of financial institution for years. Through his extensive experience, insight and achievements, he can provide auditing over the operation of the Company, independent of the managing executives. For these reasons, the Company proposes the election of Kazuya Jono as an Outside Auditor.</td></tr>
<tr><td colspan="3">Important Concurrent Offices:
Outside Auditor of The Japan Steel Works, Ltd.
Outside Auditor of Toray Industries, Inc.</td></tr>
</table>

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. Masaaki Kanda and Kazuya Jono are candidates for outside auditor, and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company (refer to page 16 [page numbers are not consistent with this translation]). The Company plans to notify the Tokyo Stock Exchange, Inc. of designation of Masaaki Kanda and Kazuya Jono as independent Auditors as defined in the Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
3. The Company plans to enter into agreements with Masaaki Kanda and Kazuya Jono for limiting their liability to the statutory limit if each of them is appointed.
4. Kazuya Jono is expected to retire from the position of Outside Auditor of The Japan Steel Works, Ltd. in late June 2019.

(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 (127th) 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 83.16 million 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.