

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 2, 2014

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

## NOTICE OF THE 122ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 122nd 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, Monday, June 23, 2014 (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, 2014 (Tuesday) at 10:00 am (Japan Standard Time)  
**2. Place:** 3rd Floor Baroque Room  
Nagoya Tokyu Hotel  
4-6-8, Sakae, Naka-ku, Nagoya

Please refer to the "access map" at the end of this notice (omitted from this translation).

- 3. Agendas:**  
**Matters to be reported:**
1. Report on the Business Report, Consolidated Financial Statements for the 122nd fiscal term (from April 1, 2013 to March 31, 2014) and the result of the audits of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors
  2. Report on the Financial Statements for the 122nd fiscal term (from April 1, 2013 to March 31, 2014)

**Matters to be resolved:**

- Proposal 1:** Election of 11 Directors  
**Proposal 2:** Payment of performance-based remuneration to 3 Directors

Shareholders are invited to a reception to be held after the general meeting to meet and talk with the directors, auditors and executive officers. Drinks will be served.

## Exercising Your Voting Rights

- (1) 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 [Exercise Form] enclosed and return it to us.

### **[Voting by Internet]**

Please access the designated website (<http://www.evotep.jp/>) on your personal computer, smartphone, or mobile phone (i-mode, EZweb or Yahoo! Keitai) with the "login ID" and the "temporary password" provided in the [Exercise Form] enclosed herewith. Follow the instructions to enter your approval or disapproval of the proposals. Before voting, please ensure that you read the "Notes for Exercising Voting Rights via Internet" contained in the attached reference material (Page 58) (omitted from this translation).

Nominee shareholders (including standing proxies) such as custodian banks can apply in advance to use the electronic voting platform provided by ICJ Inc. to exercise their voting rights through that platform.

- (2) If you exercise your voting right both by postal mail and through the Internet, the vote by the Internet shall be treated as valid and the voting by mail shall not count.

You can vote more than once (revote) through the Internet. In this case, however, only the last vote shall be regarded as valid. Only the last vote shall be regarded as valid if a voting right is exercised more than once by personal computer, smartphone, and or mobile phone. All prior votes shall not count.

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If you plan to attend the meeting, please present the [Exercise Form] to the receptionist at the meeting. Any revisions to the reference material for General Meeting of Shareholders, the business report, or the unconsolidated or consolidated financial statements will be published on Brother's website (<http://www.brother.co.jp/investor/index.htm>).

Notice of Resolutions of the 122nd Ordinary General Meeting of Shareholders will be published on Brother's website (<http://www.brother.co.jp/investor/meeting/index.htm>), and will not be sent in paper form by mail.

## Reference Material for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal 1: Election of 11 Directors

The term of office of all seven current Directors will expire at the close of this Ordinary General Meeting of Shareholders. It is proposed that eleven Directors be elected, with an increase of four Directors for enhancement of the management framework.

The candidates for Directors are as follows:

| Candidate number | Name<br>(Date of birth)                | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Number of the Company's shares in possession |
|------------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1                | Toshikazu Koike<br>(October 14, 1955)  | <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 &amp; President of Brother International Corporation (U.S.A.)</p> <p>June 2004: Director of the Company</p> <p>January 2005: Director &amp; Chairman of Brother International Corporation (U.S.A.)</p> <p>April 2005: Director &amp; Managing Executive Officer of the Company</p> <p>April 2006: Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2006: Representative Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2007: Representative Director &amp; President of the Company (current position)</p>                                                                                                                                                                                                        | 24,300                                       |
| 2                | Shigeki Ishikawa<br>(January 18, 1953) | <p>April 1976: Joined the Company</p> <p>June 1995: General Manager of Production Dept., Image System Division, Image Equipment Business of the Company</p> <p>October 1997: Division Manager, Image System Division of the Company</p> <p>June 2000: Executive Officer of the Company, Executive Vice President of Information &amp; Document Company</p> <p>April 2002: Executive Officer of the Company, President of Information &amp; Document Company</p> <p>June 2002: Director &amp; Managing Executive Officer of the Company</p> <p>April 2008: Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2008: Representative Director &amp; Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of Printing Business Development Dept.<br/>Responsible for: Quality Management Dept., Customer Satisfaction Dept., Development Management Dept., and Intellectual Property Dept.</p> | 29,500                                       |

| Candidate number | Name<br>(Date of birth)                | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of the Company's shares in possession |
|------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 3                | Tomoyuki Hasegawa<br>(May 16, 1955)    | <p>April 1978: Joined the Company</p> <p>January 2000: Managing Director of Brother International Corporation GmbH</p> <p>April 2003: General Manager of Public Relations &amp; General Affairs Dept. of the Company</p> <p>June 2004: Executive Officer of the Company</p> <p>April 2009: Managing Executive Officer of the Company</p> <p>June 2009: Outside Director of Nissei Corporation (current position)</p> <p>June 2013: Director &amp; Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of Industrial Parts Business<br/>Responsible for: MIS Dept.</p>                                                                                                                                                                                                                                                                                                                                              | 14,230                                       |
| 4                | ※<br>Jun Kamiya<br>(February 11, 1959) | <p>April 1981: Joined the Company</p> <p>October 1995: Director &amp; President of Brother International Corporation (Canada) Ltd.</p> <p>April 1999: General Manager of Business Machines Div. of Brother Sales, Ltd.</p> <p>April 2000: Executive Officer of Brother Sales, Ltd.</p> <p>June 2001: Director of Brother Sales, Ltd.</p> <p>June 2003: Director &amp; Managing Executive Officer of Brother Sales, Ltd.</p> <p>June 2005: Representative Director &amp; President of Brother Sales, Ltd.</p> <p>April 2008: Executive Officer of the Company</p> <p>December 2009: Representative Director &amp; Chairman of XING Inc. (current position)</p> <p>April 2010: Group Managing Executive Officer of the Company</p> <p>April 2013: Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of N&amp;C Business Dept.<br/>Responsible for: Network System Development Dept. and N&amp;C Business Dept.</p> | 14,600                                       |
| 5                | ※<br>Ichiro Sasaki<br>(April 30, 1957) | <p>April 1983: Joined the Company</p> <p>October 2004: Managing Director of Brother U.K. Ltd.</p> <p>April 2008: General Manager of NID Research &amp; Development Dept. of the Company</p> <p>April 2009: Executive Officer of the Company</p> <p>April 2013: Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of Service &amp; Solutions Business Development Dept.<br/>Responsible for: Software Development Dept. 1, Software Development Dept. 2, and Software Application Development Dept.</p>                                                                                                                                                                                                                                                                                                                                                                                                           | 34,280                                       |

| Candidate number | Name<br>(Date of birth)                  | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number of the Company's shares in possession |
|------------------|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 6                | ※<br>Tadashi Ishiguro<br>(June 21, 1960) | <p>April 1984: Joined the Company</p> <p>May 1987: Brother International Corporation (U.S.A.)</p> <p>January 2005: Director &amp; 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 (current position)</p> <p>April 2014: Director and Chairman of Brother International Corporation (U.S.A.) (current position)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 12,000                                       |
| 7                | Yukihisa Hirano<br>(February 25, 1938)   | <p>April 1961: Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)</p> <p>December 1989: Director and President of Toyota Motor Manufacturing (UK) Ltd.</p> <p>September 1990: Director and General Manager of Europe Business Division of Toyota Motor Corporation</p> <p>June 1997: Director and President of Kanto Auto Works, Ltd.</p> <p>May 1998: Representative Director and President of Central Japan International Airport Co., Ltd.</p> <p>June 2007: Director and Chairman of Central Japan International Airport Co., Ltd.</p> <p>June 2009: Director of the Company (current position)</p> <p>June 2011: Chief Executive Advisor of Central Japan International Airport Co., Ltd.</p> <p>June 2012: Outside Auditor of KDDI Corporation (current position)</p> <p>June 2013: Advisor of Central Japan International Airport Co., Ltd. (current position)</p>                                                                                                                                                                                                                                                                                            | 13,300                                       |
| 8                | Atsushi Nishijo<br>(July 24, 1942)       | <p>April 1965: Joined Sumitomo Corporation</p> <p>June 1993: Director of Sumitomo Corporation<br/>Executive Vice President of Sumitomo Corporation of America</p> <p>April 1997: Managing Director of Sumitomo Corporation</p> <p>April 2001: Senior Managing Director and General Manager for the Americas of Sumitomo Corporation<br/>President and Chief Executive Officer of Sumitomo Corporation of America</p> <p>April 2002: Executive Vice President of Sumitomo Corporation</p> <p>April 2003: Director, Executive Vice President of Sumitomo Corporation</p> <p>June 2003: Executive Vice President of Sumitomo Corporation</p> <p>April 2005: Advisor of Sumisho Computer Systems Corporation (now SCSK Corporation)</p> <p>June 2005: Chairman of the Board of Sumisho Computer Systems Corporation</p> <p>June 2009: Special Advisor of Sumisho Computer System Corporation</p> <p>June 2010: Chairman of Japan Cable and Telecommunications Association (current position)<br/>Advisor of Sumitomo Corporation (current position)<br/>Director of the Company (current position)</p> <p>March 2014: Outside Director of Skylark Co., Ltd. (current position)</p> | 7,900                                        |

| Candidate number | Name<br>(Date of birth)                | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Number of the Company's shares in possession |
|------------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 9                | Shigehiko Hattori<br>(August 21, 1941) | <p>April 1964: Joined Shimadzu Corporation</p> <p>June 1989: President of Shimadzu Scientific Instruments Inc., U.S.A.</p> <p>June 1993: Director, Member of the Board of Shimadzu Corporation</p> <p>June 1997: Managing Director of Shimadzu Corporation</p> <p>June 2003: President and CEO of Shimadzu Corporation</p> <p>June 2009: Chairman of the Board of Shimadzu Corporation (current position)</p> <p>June 2011: Outside Director of Mitsubishi Tanabe Pharma Corporation (current position)</p> <p>March 2012: Outside Director of Sapporo Holdings Limited (current position)</p> <p>June 2012: Director of the Company (current position)</p> <p>July 2012: Outside Director of Meiji Yasuda Life Insurance Company (current position)</p>                                                                                          | 3,900                                        |
| 10               | Koichi Fukaya<br>(December 3, 1943)    | <p>April 1966: Joined Nippondenso Co., Ltd. (now DENSO Corporation)</p> <p>March 1995: Executive Director, Member of the Board of Nippon Denso Co., Ltd. (now DENSO Corporation)</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>January 2006: Corporate Auditor (Outside auditor) of JTEKT Corporation (current position)</p> <p>June 2008: Vice Chairman of DENSO Corporation</p> <p>June 2009: Chairman of DENSO Corporation</p> <p>June 2012: Director of the Company (current position)</p> <p>June 2013: Advisor of DENSO Corporation (current position)</p> | 3,900                                        |
| 11               | ※<br>Soichi Matsuno<br>(June 20, 1944) | <p>April 1967: Joined Eisai Co., Ltd.</p> <p>April 1992: President of Eisai Corporation of North America, Inc.</p> <p>June 1993: Director of Eisai Co., Ltd.</p> <p>February 1997: Executive Director of Eisai Co., Ltd.</p> <p>June 2000: Director and Senior Managing Executive Officer of Eisai Co., Ltd.</p> <p>June 2001: Chairman of Eisai Inc., U.S.A.</p> <p>June 2004: Representative Executive Officer Deputy President of Eisai Co., Ltd.</p> <p>June 2010: Advisor of Eisai Co., Ltd. (current position)</p>                                                                                                                                                                                                                                                                                                                          | 0                                            |

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. The asterisk (※) indicates a newly nominated director candidate.
3. Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, Koichi Fukaya, and Soichi Matsuno are candidates for outside directors. The Company has notified the Tokyo Stock Exchange, Inc. of designation of Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, and Koichi Fukaya as independent directors as defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.. Soichi Matsuno will be filed as independent director defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
4. The reasons for the nomination of the outside director candidates are as follows:

- Yukihiisa Hirano is currently the outside director of the Company. He has been involved in the management of Toyota Motor Corporation and Central Japan International Airport Co., Ltd. Through his extensive experience, insight, and achievements as an executive of a global group of companies, he can provide advice regarding the Company's management, make important decisions and supervise the execution of business of the Company, independent of the managing executives. For these reasons, the Company proposes the reelection of Yukihiisa Hirano.
  - Atsushi Nishijo is currently the outside director of the Company. He 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's management, make important decisions and supervise the execution of business of the Company, independent of the managing executives. For these reasons, the Company proposes the reelection of Atsushi Nishijo.
  - Shigehiko Hattori is currently the outside director of the Company. He has been involved in the management of a global group of companies through his experience as president and CEO of Shimadzu Corporation, and in the overseas sales offices of Shimadzu Corporation. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company's management, make important decisions and supervise the execution of business of the Company, independent of the managing executives. For these reasons, the Company proposes the reelection of Shigehiko Hattori.
  - Koichi Fukaya is currently the outside director of the Company. He 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's management, make important decisions and supervise the execution of business of the Company, independent of the managing executives. For these reasons, the Company proposes the reelection of Koichi Fukaya.
  - 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's management, make important decisions and supervise the execution of business of the Company, independent of management executives. For these reasons, the Company proposes the election of Soichi Matsuno.
5. On January 25, 2013, while Shigehiko Hattori was serving as representative director of Shimadzu Corporation, Shimadzu Corporation received a suspension of its designated contractor status from the Japanese Ministry of Defense, because it was discovered that Shimadzu Corporation overcharged the Japanese Ministry of Defense for aircraft equipment. Shimadzu Corporation has refunded the overcharged amount on March 25, 2014, and the suspension of its designated contractor status was lifted. Further, on January 30, 2012 (US Standard Time), while Koichi Fukaya was serving as representative director of DENSO Corporation, DENSO Corporation concluded a plea agreement with the United States Department of Justice, based on charges that it violated antitrust laws in connection with sales of certain automotive components.
  6. Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, and Koichi Fukaya are currently outside directors of the Company, and at the close of this Ordinary General Meeting of Shareholders, will have served five years, four years, two years, and also two years respectively.
  7. Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, and Koichi Fukaya are currently outside directors of the Company. The Company has entered into agreements with them respectively for limiting their liability to 10 million yen each or the statutory limit for limiting their liability, whichever is higher. The Company plans to enter into the same agreements with Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, and Koichi Fukaya if they are reappointed. If Soichi Matsuno is appointed, the Company plans to enter into an agreement with him to limit his liability to 10 million yen or the statutory limit for limiting their liability, whichever is higher.

## **Proposal 2: Payment of Performance-Based Remuneration to 3 Directors**

The Company proposes that performance-based remuneration according to the business results in this term (122nd) be paid to three directors: Toshikazu Koike, Shigeki Ishikawa, and Tomoyuki Hasegawa. It is also proposed that the total amount of the performance-based remuneration to be paid be 35.14 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.