

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, 2016

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

## NOTICE OF THE 124TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We send our condolences to the shareholders who are affected by the Kumamoto Earthquake that occurred this April. You are cordially invited to attend the 124th 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, Thursday, June 23, 2016 (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, 2016 (Friday) at 10:00 am (Japan Standard Time)  
**2. Place:** 16th Floor Towers Ballroom  
Nagoya Marriott Associa Hotel  
1-1-4, Meieki, Nakamura-ku, Nagoya

The venue of the meeting is different from that of the last meeting. Please refer to the "access map" at the end of this notice (omitted from this translation) and make sure to attend at the correct location.

- 3. Agendas:**
- Matters to be reported:**
1. Report on the Business Report, Consolidated Financial Statements for the 124th fiscal term (from April 1, 2015 to March 31, 2016) 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 124th fiscal term (from April 1, 2015 to March 31, 2016)

**Matters to be resolved:**

- Proposal 1:** Election of 11 Directors  
**Proposal 2:** Election of 3 Auditors  
**Proposal 3:** Payment of performance-based remuneration to 5 Directors

## 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 voting rights exercise form enclosed and return it to us.

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

Please access the designated website for exercising voting rights (<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 voting rights exercise form enclosed herewith. Follow the instructions to enter your approval or disapproval of the proposals. Before voting, please ensure that you read the "Guide to Exercising Voting Rights by the Internet" included on the next page.

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 by Internet, only the vote by Internet shall be valid and the vote by postal mail shall not count.

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 not count.

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- ◎If you plan to attend the meeting, please present the voting rights exercise form to the receptionist at the meeting.
  - ◎Of the documents that are required to be submitted with this Notice of Ordinary General Meeting of Shareholders, the "consolidated notes to the consolidated financial statements" 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 documents listed in accompanying materials to this Notice of Ordinary General Meeting of Shareholders and the consolidated notes and notes on Brother's website have been audited by the Auditors and Accounting Auditors.
  - ◎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.
  - ◎Notice of Resolutions of the 124th 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 (<http://www.brother.co.jp/investor/meeting/index.htm>)

## Guide to Exercising Voting Rights by the Internet

In the event that you exercise your voting rights by Internet, please follow the instructions below. If you are attending the Ordinary General Meeting of Shareholders, you are not required to exercise your voting rights by the Internet or by postal mail (voting rights exercise form).

### 1. The Website for Exercising Your Voting Rights

- (1) You can exercise your voting rights by accessing the website designated by the Company (<http://www.evotep.jp/>) using a personal computer, smartphone or other mobile phones (i-mode, EZWeb or Yahoo! Keitai (\*)). Please note that the website is closed between 2 a.m. and 5 a.m. [Japan time] every day.  
  
\*“i-mode,” “EZWeb” and “Yahoo!” are brands or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION, and Yahoo! Inc., respectively.
- (2) You may be unable to access the website depending on your internet environment and settings, including the use of antivirus software, proxy servers, firewall for internet connection, or other factors.
- (3) When using a mobile phone other than a smartphone, please use either i-mode, EZWeb, or Yahoo! Keitai service. Please note that if your mobile phone other than a smartphone disables encrypted communication (SSL encryption) or cannot send mobile phone information, you will be unable to exercise your voting rights by mobile phone due to security reasons.
- (4) Only the voting rights that you exercise by internet by 6:00 p.m., Thursday, March 23, 2016 will be valid. We kindly ask you to vote as early as possible. If you have any questions, please contact the Help Desk indicated below.

### 2. How to Exercise Voting Rights by the Internet

- (1) Please access the website for exercising voting rights (<http://www.evotep.jp/>), enter the “login ID” and “temporary password” that is indicated on the voting rights exercise form, and exercise your voting rights by following the directions on the screen.
- (2) We will be asking you to change your “temporary password” on the website for exercising your voting rights, in order to prevent improper access (identity theft) and manipulation of voting data by third parties.
- (3) The “login ID” and “temporary password” provided are valid only for this Ordinary General Meeting of Shareholders.

### 3. Validity of your Votes if you Exercise your Voting Rights more than once

- (1) If you exercise your voting rights both by postal mail and by the Internet, only the vote by the Internet shall be valid and the vote by postal mail shall not count.
- (2) If you exercise your voting rights more than once by Internet, 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 not count.

### 4. Fees for Accessing the Website to Exercise Voting Rights

Any fees, such as the cost of internet access, incurred when accessing the website to exercise your voting rights (for example, Internet service provider connection fees) shall be borne by you. If you are using a mobile phone other than a smartphone, you will be bearing fees for data packet transmission and other fees related to the use of the mobile phone.

<p>Help Desk for Inquiries about the Online System Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation Telephone: 0120-173-027 (toll free, Japan only) Reception hours: 9:00–21:00 [Japan time]</p>
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## 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 close of this Ordinary General Meeting of Shareholders. It is proposed that eleven Directors be elected.

The candidates for Directors are as follows:

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
1	Toshikazu Koike (October 14, 1955)  Attendance Record for the Board of Directors' Meeting for this fiscal year  12 out of 12 times (100%)	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 (current position)	25,700
2	Shigeki Ishikawa (January 18, 1953)  Attendance Record for the Board of Directors' Meeting for this fiscal year  12 out of 12 times (100%)	April 1976: Joined the Company June 1995: General Manager of Production Dept., Image System Division, Image Equipment Business of the Company October 1997: Division Manager, Image System Division of the Company June 2000: Executive Officer of the Company, Executive Vice President of Information & Document Company April 2002: Executive Officer of the Company, President of Information & Document Company June 2002: Director & Managing Executive Officer of the Company April 2008: Director & Senior Managing Executive Officer of the Company June 2008: Representative Director & Senior Managing Executive Officer of the Company (current position) [Responsibilities in the Company] Head of P&S Business Division Responsible for: Intellectual Property Dept.	32,700

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
3	<p>Tomoyuki Hasegawa (May 16, 1955)</p> <p>Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p>12 out of 12 times (100%)</p>	<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</p> <p>June 2013: Director &amp; Managing Executive Officer of the Company</p> <p>June 2014: Representative Director &amp; Managing Executive Officer of the Company</p> <p>April 2015: Representative Director of the Company (current position) Representative Director &amp; President of Nissei Corporation (current position)</p>	15,630
4	<p>Jun Kamiya (February 11, 1959)</p> <p>Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p>12 out of 12 times (100%)</p>	<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</p> <p>June 2014: Director &amp; Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company] Head of N&amp;C Business Division Responsible for: N&amp;C Business Division Network System Development Dept.</p>	16,700
5	<p>Ichiro Sasaki (April 30, 1957)</p> <p>Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p>12 out of 12 times (100%)</p>	<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</p> <p>June 2014: Director &amp; Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company] Head of Domino Business Division and Industrial Printing Business Division Responsible for: Industrial Printing Business Division Industrial System Sales &amp; Marketing Dept. and Industrial Printing Business Division New Technology Development Dept.</p>	35,880

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
6	<p>Tadashi Ishiguro (June 21, 1960)</p> <p>Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p>12 out of 12 times (100%)</p>	<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</p> <p>April 2014: Director and Chairman of Brother International Corporation (U.S.A.)</p> <p>June 2014: Director &amp; Group Managing Executive Officer of the Company</p> <p>January 2015: Director &amp; Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]</p> <p>Responsible for: P&amp;S Business Division Business Planning Dept., P&amp;S Business Division SOHO and Emerging Country Business Development Dept., and P&amp;S Business Division SMB and S&amp;S Business Development Dept.</p> <p>General Manager of P&amp;S Business Division Business Planning Dept.</p>	13,900
7	<p>Yukihisa Hirano (February 25, 1938)</p> <p>Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p>12 out of 12 times (100%)</p>	<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.</p>	17,500
<p>Yukihisa 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 Group, independent of the managing executives. For these reasons, the Company proposes the reelection of Yukihisa Hirano.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
8	<p data-bbox="284 546 464 607">Atsushi Nishijo (July 24, 1942)</p> <p data-bbox="244 645 504 775">Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p data-bbox="272 808 475 869">11 out of 12 times (91.7%)</p>	<p data-bbox="518 293 1289 416">April 1965: Joined Sumitomo Corporation June 1993: Director of Sumitomo Corporation Executive Vice President of Sumitomo Corporation of America</p> <p data-bbox="518 423 1289 577">April 1997: Managing Director of Sumitomo Corporation April 2001: Senior Managing Director and General Manager for the Americas of Sumitomo Corporation President and Chief Executive Officer of Sumitomo Corporation of America</p> <p data-bbox="518 584 1289 674">April 2002: Executive Vice President of Sumitomo Corporation April 2003: Director, Executive Vice President of Sumitomo Corporation</p> <p data-bbox="518 680 1289 770">June 2003: Executive Vice President of Sumitomo Corporation April 2005: Advisor of Sumisho Computer Systems Corporation (now SCSK Corporation)</p> <p data-bbox="518 777 1289 837">June 2005: Chairman of the Board of Sumisho Computer Systems Corporation</p> <p data-bbox="518 844 1289 904">June 2009: Special Advisor of Sumisho Computer System Corporation</p> <p data-bbox="518 911 1289 972">June 2010: Chairman of Japan Cable and Telecommunications Association (current position) Advisor of Sumitomo Corporation (current position) Director of the Company (current position)</p> <p data-bbox="518 978 1289 1090">March 2014 Outside Director of Skylark Co., Ltd. (current position)</p>	10,700
<p data-bbox="236 1131 1476 1317">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 Group, independent of the managing executives. For these reasons, the Company proposes the reelection of Atsushi Nishijo.</p>			
9	<p data-bbox="272 1451 475 1512">Shigehiko Hattori (August 21, 1941)</p> <p data-bbox="244 1550 504 1680">Attendance Record for the Board of Directors' Meeting for this fiscal year</p> <p data-bbox="272 1713 475 1774">12 out of 12 times (100%)</p>	<p data-bbox="518 1323 1289 1413">April 1964: Joined Shimadzu Corporation June 1989: President of Shimadzu Scientific Instruments Inc., U.S.A.</p> <p data-bbox="518 1420 1289 1480">June 1993: Director, Member of the Board of Shimadzu Corporation</p> <p data-bbox="518 1487 1289 1547">June 1997: Managing Director of Shimadzu Corporation</p> <p data-bbox="518 1554 1289 1615">June 2003: President and CEO of Shimadzu Corporation</p> <p data-bbox="518 1621 1289 1682">June 2009: Chairman of the Board of Shimadzu Corporation</p> <p data-bbox="518 1688 1289 1749">June 2011: Outside Director of Mitsubishi Tanabe Pharma Corporation (current position)</p> <p data-bbox="518 1756 1289 1816">March 2012: Outside Director of Sapporo Holdings Limited (current position)</p> <p data-bbox="518 1823 1289 1883">June 2012: Director of the Company (current position) July 2012: Outside Director of Meiji Yasuda Life Insurance Company (current position)</p> <p data-bbox="518 1890 1289 1951">March 2015: Outside Auditor of Nikkei Inc. (current position) June 2015: Senior Advisor of Shimadzu Corporation (current position)</p>	6,700
<p data-bbox="236 1915 1476 2112">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 Group, independent of the managing executives. For these reasons, the Company proposes the reelection of Shigehiko Hattori.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
10	Koichi Fukaya (December 3, 1943)  Attendance Record for the Board of Directors' Meeting for this fiscal year  12 out of 12 times (100%)	<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>	6,700
<p>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 Group, independent of the managing executives. For these reasons, the Company proposes the reelection of Koichi Fukaya.</p>			
11	Soichi Matsuno (June 20, 1944)  Attendance Record for the Board of Directors' Meeting for this fiscal year  11 out of 12 times (91.7%)	<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.</p> <p>June 2014: Director of the Company (current position)</p>	2,200
<p>Soichi Matsuno 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 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 Group, independent of management executives. For these reasons, the Company proposes the reelection of Soichi Matsuno.</p>			

Notes:

- There is no special conflict of interest between each of these candidates and the Company.
- Yukihisa Hirano, Atsushi Nishijo, Shigehiko Hattori, Koichi Fukaya, and Soichi Matsuno are candidates for outside directors, and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company (refer to page 11 [page numbers are not consistent with this translation]). The Company has notified the Tokyo Stock Exchange, Inc. of designation of Yukihisa Hirano, Atsushi Nishijo, Shigehiko Hattori, Koichi Fukaya, and Soichi Matsuno as independent directors as defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
- 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.

4. Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, Koichi Fukaya, and Soichi Matsuno are currently outside directors of the Company, and at the close of this Ordinary General Meeting of Shareholders, will have served seven years, six years, four years, four years, and two years respectively as outside director.
5. Yukihiisa Hirano, Atsushi Nishijo, Shigehiko Hattori, Koichi Fukaya, and Soichi Matsuno 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, Koichi Fukaya, and Soichi Matsuno if they are reappointed.

## Proposal 2: Election of 3 Auditors

The term of office of Auditor Hiroaki Maruyama will expire and Auditor Masato Narita and Masaki Takatsugi will resign from their positions to retire as of the close of this Ordinary General Meeting of Shareholders. It is proposed that three Auditors be elected. This Proposal has been agreed by the Board of Auditors.

The candidates for Auditors are as follows:

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Number of the Company's shares in possession
1	※ Munetaka Fujii (August 16, 1955)	April 1978: Joined the Company April 2005: General Manager of Finance Department April 2006: Executive Officer of the Company April 2016: General Manager of Corporate Auditor's Office (current position)	448,900
2	※ Keiichi Hino (July 26, 1957)	October 1981: Joined the Company May 1985: Brother Industries (U.K.) Ltd. October 1989: Brother Industries (Ireland) Ltd. December 2005: Managing Director of Brother Industries Technology (M) Sdn. Bhd. April 2008: Chairperson & General Director of Brother Industries (Vietnam) Ltd. April 2013: General Manager of Production Strategy Planning Dept. April 2016: General Manager of Corporate Auditor's Office (current position)	4,000
3	※ Koji Onogi (February 16, 1955)	March 1977: Joined Tokai Corp. September 1981: Director of Tokai Corp. June 1987: Director & Managing Executive Officer of Tokai Corp. June 1991: Director & Senior Managing Executive Officer of Tokai Corp. June 1994: Director & Executive Vice President of Tokai Corp. June 1995: Representative Director & Executive Vice President of Tokai Corp. June 1998: Representative Director & President of Tokai Corp. (current position)	0
Koji Onogi has been involved in the management of group companies through his experience as Representative Director & President of Tokai Corp. Through his extensive experience, insight, and achievements, he will be able to perform the duties of the Auditor of the Company, independent of the management executives. For these reasons, the Company proposes the election of Koji Onogi.			

### Notes:

- There is no special conflict of interest between each of these candidates and the Company.
- The asterisk (※) indicates a newly nominated auditor candidate.
- Koji Onogi is a candidate for outside auditor and satisfies the requirements under Independence Standards for Outside Officers adopted by the Company (refer to page 11 [page numbers are not consistent with this translation]). Koji Onogi will be filed as independent auditor defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
- If Koji Onogi 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 his liability, whichever is higher.

(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<sup>\*1</sup> 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<sup>\*3</sup> 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<sup>\*4</sup>).

\*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 5 Directors**

The Company proposes that performance-based remuneration according to the business results in this term (124th) be paid to five directors: Toshikazu Koike, Shigeki Ishikawa, Jun Kamiya, Ichiro Sasaki, and Tadashi Ishiguro. It is also proposed that the total amount of the performance-based remuneration to be paid be 22.60 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.