

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.

June 26, 2018

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

Toshikazu Koike
Representative Director & Chairman

NOTICE OF RESOLUTIONS OF THE 126TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

Please take notice that, at the 126th Ordinary General Meeting of Shareholders of Brother Industries, Ltd. held on June 26, 2018, reports were made and resolutions were adopted as follows:

Matters Reported:

1. Report on the Business Report, Consolidated Financial Statements for the 126th fiscal term (from April 1, 2017 to March 31, 2018) and the result of the audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
The particulars of the above Business Report, the Consolidated Financial Statements, and the result of the audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board were reported.
2. Report on the Financial Statements for the 126th fiscal term (from April 1, 2017 to March 31, 2018)
The particulars of the above Financial Statements were reported.

Matters Resolved:

Agenda Item 1: Partial Amendments to the Articles of Incorporation

This item was approved and adopted as proposed.

The details of the amendments are as follows.

(Proposed amendments are underlined.)

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Purposes)</p> <p>Article 2 The Company is formed for the following purposes:</p> <ol style="list-style-type: none">(1) <u>To manufacture and sell sewing machines and parts thereof;</u>(2) <u>To manufacture and sell machine tools;</u>(3) <u>To manufacture, sell, and rent electric machines and appliances; electronic machines and appliances; and information and communication machines and appliances;</u>(4) <u>To manufacture and sell knitting machines;</u>(5) <u>To manufacture and sell business machines;</u>(6) <u>To manufacture and sell musical instruments;</u>(7) <u>To manufacture and sell furniture and bedding;</u>(8) <u>To manufacture, sell, and rent health, medical, and measuring equipment;</u>(9) <u>To manufacture and sell parts for various machines and equipment;</u>(10) <u>To manufacture, sell, and lease machines and equipment for generation and storage of electricity and associated parts;</u>(11) <u>To manufacture and sell wiring and connecting devices for optical telecommunication;</u>	<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Purposes)</p> <p>Article 2 The Company is formed for the following purposes:</p> <ol style="list-style-type: none">(1) <u>To manufacture and sell sewing machines and appliances;</u>(2) <u>To manufacture and sell industrial machinery and equipment;</u>(3) <u>To manufacture and sell electronic and electric machines and appliances, and information and communication machines and appliances;</u>(4) <u>To manufacture and sell audio/visual devices and appliances;</u>(5) <u>To manufacture and sell equipment in fields related to health, medical and energy;</u>(6) <u>To manufacture and sell various machines and equipment, and parts thereof;</u>(7) <u>To conduct data processing business; provide information, and information and communication services;</u>(8) <u>To conduct advertising agency business; and to plan, make and sell publications, software, and events;</u>(9) <u>To conduct insurance agency business, to conduct financing business and to conduct leasing business;</u>(10) <u>To conduct real estate business, construction, and transporting and warehousing, and to conduct automobile maintenance business;</u>(11) <u>To sell clothing, daily commodities, furniture and fixtures, automobiles, vouchers, foodstuff and liquor, and to deal in secondhand articles;</u>

<p>(12) <u>To export or import such products and/or parts as stated in any of the foregoing subparagraphs;</u></p> <p>(13) <u>To import, export and sell clothing, daily commodities, cosmetics, interior decorations, artistic handicrafts, books, stationery, teaching materials and/or tools, leather articles, sports equipment or materials, amusement goods, precision instruments, optical instruments, precious metals, personal ornaments, automobiles, motor bicycles, mini-cars, foodstuff and liquor;</u></p> <p>(14) <u>To conduct computerized data processing business; and to produce, sell, and rent software;</u></p> <p>(15) <u>To do business of provision of information, information and communication, and advertising agency, using new media technology;</u></p> <p>(16) <u>To do business of acquiring industrial property, and to consult on such business;</u></p> <p>(17) <u>To sell, purchase, lease, manage, act as an intermediary or otherwise deal with real estate;</u></p> <p>(18) <u>To do business of planning, executing, contracting the civil engineering construction and the gardening works;</u></p> <p>(19) <u>To do business of contracting to maintain and guard the buildings;</u></p> <p>(20) <u>To manage restaurants, cultural schools, karaoke boxes and bars, and fitness clubs; to do business of travel agency; to do business of printing and publishing; to sell medical supplies; to do business of dispatching labors; and to do business of fee-charging placement;</u></p> <p>(21) <u>To raise musicians and other performers and arrange their performances, and to plan and hold various events;</u></p>	<p>(12) <u>To manage various facilities, such as restaurants, amusement facilities, sports facilities; to do business of travel agency; to do business of dispatching labors; to do business of fee-charging placement; and to do business of security services;</u></p> <p>(13) <u>To provide services incidental to any of the purposes stated in any of the foregoing subparagraphs;</u></p> <p>(14) <u>To conduct any of the businesses incidental to or relating to any of the purposes stated in any of the foregoing subparagraphs.</u></p>
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(22) To plan, make, and sell publication and software of sounds, pictures, videos, and characters, and to acquire and license their copyright and rights neighboring to copyright.

(23) To do business of in-home care service support and in-home care service under the Long-Term Care Insurance Law, and to manage care facilities, and to sell nursing care goods and instruments;

(24) To do business of consulting on safety and health;

(25) To sell, purchase, deal with securities, and to do financing business and to do leasing business;

(26) To do agency of nonlife insurance and life insurance;

(27) To do business of transporting by trucks and warehousing;

(28) To do any of the business incidental to or relating to any of the purposes stated in any of the foregoing subparagraphs.

Articles 3 to 32 (Text omitted)

(Agreement with Outside Directors Regarding Limitation of Liability)

Article 33 The Company and outside Directors may, if a case falls under requirements specified by law or ordinance regarding the liability of the Article 423, Paragraph 1 of the Company Law, enter into an agreement which limit the liability of outside directors. Provided the limit of the liability shall be the higher amount of money, either the amount designated by the agreement which shall be higher than Yen 10,000,000 or the amount of money of the minimum liability limit regulated by the law and the ordinance.

Articles 34 to 43 (Text omitted)

Articles 3 to 32 (Remain unchanged)

(Agreement with Outside Directors Regarding Limitation of Liability)

Article 33 The Company and outside Directors may, if a case falls under requirements specified by law or ordinance regarding the liability of the Article 423, Paragraph 1 of the Company Law, enter into an agreement which limit the liability of outside directors. Provided that the amount of liability under such agreement shall be limited to the minimum liability amount regulated by the law and legal ordinances.

Articles 34 to 43 (Remain unchanged)

<p>(Agreement with Outside Statutory Auditors Regarding Limitation of Liability)</p> <p>Article 44 The Company and outside Statutory Auditors may, if a case falls under requirements specified by law or ordinance regarding the liability of the Article 423, Paragraph 1 of the Company Law, enter into an agreement which limit the liability of outside Statutory Auditors. <u>Provided the limit of the liability shall be the higher amount of money, either the amount designated by the agreement which shall be higher than 10,000,000 yen or the amount of money of the minimum liability limit regulated by the law and the ordinance.</u></p>	<p>(Agreement with Outside Statutory Auditors Regarding Limitation of Liability)</p> <p>Article 44 The Company and outside Statutory Auditors may, if a case falls under requirements specified by law or ordinance regarding the liability of the Article 423, Paragraph 1 of the Company Law, enter into an agreement which limit the liability of outside Statutory Auditors. <u>Provided that the amount of liability under such agreement shall be limited to the minimum liability amount regulated by the law and legal ordinances.</u></p>
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Agenda Item 2: Election of 11 Directors

Mr. Toshikazu Koike, Mr. Ichiro Sasaki, Mr. Tadashi Ishiguro, Mr. Tasuku Kawanabe, Mr. Jun Kamiya, Mr. Yuichi Tada, Mr. Atsushi Nishijo, Mr. Shigehiko Hattori, Mr. Koichi Fukaya, Mr. Soichi Matsuno and Mr. Keisuke Takeuchi (eleven in all) were re-elected as Directors as proposed, and all of them assumed office respectively.

Agenda Item 3: Election of 2 Auditors

Mr. Kazuyuki Ogawa, and Mr. Akira Yamada (two in all) were newly appointed as Auditors as proposed, and all of them assumed office respectively.

Agenda Item 4: Payment of performance-based remuneration to 6 Directors

This item was approved and adopted as proposed.