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)
(Sending date: June 5, 2026)
(Commencement date of electronic provision measures: May 29, 2026)

15-1, Naeshiro-cho, Mizuho-ku, Nagoya
BROTHER INDUSTRIES, LTD.
Kazufumi Ikeda
Representative Director & President

NOTICE OF THE 134TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are hereby notified that the 134th Ordinary General Meeting of Shareholders is to be held as stated below.
For the convocation of this General Meeting of Shareholders, Brother Industries, Ltd. (the "Company") has taken measures for electronic provision of the information contained in the documents including the Reference Material for General Meeting of Shareholders, which is posted on the Company's website on the Internet as the "Notice of Convocation of 134th Ordinary General Meeting of Shareholders" and "Other Matters of Electronic Provision Measures (Matters Excluded from Paper-Based Documents Delivered to Shareholders). " Please access the following URL and review the notice:
The Company's website: https://global.brother/ja/investor/meeting
In addition to the Company's website, this information is also posted on the website of Tokyo Stock Exchange. Please access the following URL, enter the Company's name or securities code for search, and select "Basic information" and then "Documents for public inspection/PR information" to browse the notice:
Website of Tokyo Stock Exchange: https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show
If you do not attend the meeting, please review the attached "Reference Material for General Meeting of Shareholders" and exercise your voting right by 6:00 pm, Tuesday, June 23, 2026 [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, 2026 (Wednesday) at 10:00 am [Japan Standard Time]
2. **Place:** Brother Industries, Ltd. Mizuho Plant Hall
   1-1-1, Kawagishi, Mizuho-ku, Nagoya
3. **Agendas:**

Matters to be reported:
1. Report on the Business Report, Consolidated Financial Statements for the 134th fiscal term (from April 1, 2025 to March 31, 2026) 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 134th fiscal term (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation
Proposal 2: Election of 7 Directors (Excluding Directors who are Audit & Supervisory Committee Members)
Proposal 3: Election of 5 Directors who are Audit & Supervisory Committee Members
Proposal 4: Election of 1 substitute Director who is an Audit & Supervisory Committee Member
Proposal 5: Determination of the Amount of Remuneration for Directors (Excluding Directors who are Audit & Supervisory Committee Members)
Proposal 6: Determination of the Amount of Remuneration for Directors who are Audit & Supervisory Committee Members
Proposal 7: Revision of the Performance-Based Stock Compensation Plan for Directors, etc.

・If you plan to attend the meeting, please present the voting rights exercise form to the receptionist at the meeting.
・If any modification is made to the matters of electronic provision measures, that fact and matters before and after the modification will be posted on the above websites.

Exercising Your Voting Rights

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

[Voting by proxy]

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

[Voting by postal mail]

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

Due Date for Exercising your Voting Rights:

To be received no later than 6:00 pm on Tuesday, June 23, 2026 [Japan Standard Time]

[Voting by the internet, etc.]

Please access the designated website for exercising voting rights (https://evote.tr.mufg.jp/) on your personal computer or smartphone 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 pm on Tuesday, June 23, 2026 [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 and/or smartphone, only the last vote shall be valid. All prior votes shall be void.

Handling of Voting Rights Whose Exercise Form Does Not Indicate Approval or Disapproval

If neither approval nor disapproval of each proposal is indicated in the voting rights exercise form returned to us, votes will be treated as approval for proposals by the Company and disapproval for proposals by shareholders.

Participation in the General Meeting of Shareholders via the internet

We will live stream the meeting on the internet so that you will be able to view it at home, etc., on the meeting date. For the delivery date, the means of viewing and listening and other details, please refer to the enclosed information on the Engagement Portal, which is the online site for the General Meeting of Shareholders.

Please be noted that you cannot exercise your voting rights by watching the live stream, so please exercise your voting rights in advance by the above exercise due date.

Other Matters of Electronic Provision Measures (Matters Omitted from Documents Delivered)

Under the provisions of relevant laws and regulations, as well as Article 16 of the Company's Articles of Incorporation, the following matters are not included in the documents delivered in paper form to shareholders who requested delivery of such documents. Therefore, the Business Report audited by Corporate Auditors and Consolidated Financial Statements and Non-consolidated Financial Statements audited by Corporate Auditors and the Accounting Auditor are composed of the documents listed in the "Notice of Convocation of 134th Ordinary General Meeting of Shareholders" and the following matters of "Other Matters of Electronic Provision Measures (Matters Excluded from Paper-Based Documents Delivered to Shareholders)," published on the Company's website, etc.

- Business Report: In the "Matters Concerning the Current Status of the Corporate Group," the main business, main sales offices and factories, status of employees, and major lenders

  The "Matters Concerning Shares in the Company" and "Matters Concerning Stock Acquisition Rights of the Company"

  In the "Matters Concerning the Company's Officers," an outline of the directors and officers liability insurance agreement, and matters concerning outside officers

  The "Matters Concerning the Accounting Auditor" and "Matters Concerning the Company's Structure and Policy"
- Consolidated Financial Statements: The "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
- Non-consolidated Financial Statements: The "Balance Sheet," "Profit and Loss Statement," "Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements"
- Audit Report: The "Accounting Audit Report Concerning Consolidated Financial Statements," "Accounting Audit Report Concerning Non-consolidated Financial Statements" and "Audit Report from the Audit & Supervisory Board"

* Notice of Resolutions of the 134th Ordinary General Meeting of Shareholders will be published on the Company's website and will not be sent in paper form by mail.

Guide to Exercising Voting Rights by the internet

Due Date for Exercising your Voting Rights by the internet:
To be entered no later than 6:00 pm on Tuesday, June 23, 2026 [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 (on the right-hand side).

(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.

How to Enter Your Login ID and Temporary Password

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

(1) Access the above 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) Then, enter your approval or disapproval following the instructions on the screen.

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.

Attention

- The above website may not be available depending on your internet environment, or the type of internet service or device you have.
- The above website will be closed between 2:30 am and 4:30 am [Japan Standard Time] every day.
- The "temporary password" can be changed to any password of your choice on the website for Exercise Voting Rights 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 above website.

Inquiries about the system

If you have any questions about the operation of your personal computer or smartphone, in relation to the exercise of your voting rights via the above 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 am – 9:00 pm [Japan Standard Time]

Reference Material for General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Partial Amendments to the Articles of Incorporation

2. Reason for amendments

The Company proposes the transition from a company with “an Audit & Supervisory Board” as its current status to a company with “an Audit & Supervisory Committee”, in order to further strengthen the supervisory function of the Board and enhance its corporate governance system.
Accordingly, the Company intends to amend its Articles of Incorporation including the establishment of new regulations regarding Directors who are Audit & Supervisory Committee members and the Audit & Supervisory Committee, the deletion of regulations related to Corporate Auditors and the Audit & Supervisory Board, and the establishment of new regulations regarding the delegation of decisions on business execution to directors.
At the same time, taking into account the current business execution system of the Company, the provisions regarding Director & Corporate Advisors will be abolished.
This proposal will take effect upon the closing of this Ordinary General Shareholders’ Meeting.

2. Contents of Amendments

The proposed amendments are as follows.

(the underlined part shows the amendments)

Current Articles of Incorporation	Proposed amendments
CHAPTER 1. GENERAL PROVISIONS	**CHAPTER 1. GENERAL PROVISIONS**
Article 1 to Article 3 (Text omitted)	Article 1 to Article 3 (Unchanged)
(Bodies) Article 4 The Company shall place the following bodies: (1) Board of Directors (2) Corporate Auditor(s) (3) Audit & Supervisory Board (4) Accounting Auditor(s)	(Bodies) Article 4 The Company shall place the following bodies: (1) Board of Directors (2) Audit & Supervisory Committee < Deleted > (3) Accounting Auditor(s)
Article 5 (Text omitted)	Article 5 (Unchanged)
CHAPTER 2. SHARES to CHAPTER 3. MEETING OF SHAREHOLDERS	**CHAPTER 2. SHARES to CHAPTER 3. MEETING OF SHAREHOLDERS**
Article 6 to Article 19 (Text omitted)	Article 6 to Article 19 (Unchanged)
CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS	**CHAPTER 4. DIRECTORS AND BOARD OF DIRECTORS**
(Number and Election of Directors) Article 20 The number of Directors shall be not more than eleven (11), and Directors shall be elected by a resolution of a meeting of shareholders.	(Number and Election of Directors) Article 20 The number of Directors (excluding Directors who are Audit & Supervisory Committee Members) shall be not more than eleven (11), and the number of Directors who are Audit & Supervisory Committee Members shall be not more than five (5).
< Newly established >	2 Directors shall be elected upon resolution at a meeting of shareholders, with distinction made between Directors who are Audit & Supervisory Committee Members and other Directors.
2 The resolution for the election of Directors shall be authorized by a majority of vote cast by the shareholders entitled to vote at a meeting of shareholders which requires the presence of shareholders holding not less than one-third of voting rights of all the shareholders.	3 The resolution for the election of Directors shall be authorized by a majority of vote cast by the shareholders entitled to vote at a meeting of shareholders which requires the presence of shareholders holding not less than one-third of voting rights of all the shareholders.
3 Resolution for the election of Directors shall not be subject to cumulative voting.	4 Resolution for the election of Directors shall not be subject to cumulative voting.

Current Articles of Incorporation	Proposed amendments
(Filling of Vacancies in Office of Directors) Article 21 Vacancies in office of Directors shall be filled by vote of the shareholders. However, the Board may decide not to fill the vacancy in the number of Directors required by law have already been elected.	< Deleted >
(Term of Office of Directors) Article 22 The term of office of each Director shall expire at the closing of annual meeting pertaining to the last business year coming within one (1) year after his or her taking office. Directors may be re-elected.	(Term of Office of Directors) Article 21 The term of office of each Director (excluding Director who are Audit & Supervisory Committee Member) shall expire at the closing of annual meeting pertaining to the last business year coming within one (1) year after his or her taking office. Directors may be re-elected.
< Newly established >	2 The term of office of each Director who is an Audit & Supervisory Committee member shall expire at the closing of annual meeting pertaining to the last business year coming within two (2) years after his or her taking office. Such Directors may be re-elected.
< Newly established >	3 The term of office of any Director who is an Audit & Supervisory Committee member elected to fill a vacancy caused by retirement of an Audit & Supervisory Committee Member before the expiration of his or her term of office shall expire when the term of office of his or her predecessor would have expired.
< Newly established >	4 The effective term of the resolution for the election of a substitute Director who is an Audit & Supervisory Committee Member under the provision of Article 329, Paragraph 3 of the Company Law shall expire at the commencement of annual meeting pertaining to the last business year coming within two (2) years after his or her taking office.
(Representative Directors) Article 23 The Company shall elect the representative Director by a resolution of the Board of Directors.	(Representative Director) Article 22 The Company shall elect the representative Director from among Directors (excluding Directors who are Audit & Supervisory Committee Members) by a resolution of the Board of Directors.
2 (Text omitted)	2 (Unchanged)
(Executive Directors) Article 24 The Board of Directors may elect, by its resolution, the following Directors among all the Directors: a Chairman of the Board or a Director & Vice-chairman.	(Executive Directors) Article 23 The Board of Directors may elect, by its resolution, the following Directors among all the Directors (excluding Directors who are Audit & Supervisory Committee Members): a Chairman of the Board or a Director & Vice-chairman.
(Director & Corporate Advisor) Article 25 The Board of Directors may elect a Director & Corporate Advisor among all the Directors by its resolution.	< Deleted >

Current Articles of Incorporation	Proposed amendments
(Authority of the Board of Directors) Article 26 In addition to items specified by law or ordinance or in the Articles of Incorporation, the Board of Directors shall decide by resolutions all very important matters relating to business operations of the Company.	(Delegation of decisions on important business execution) Article 24 In accordance with the provision of Article 399-13, Paragraph 6 of the Company Law, the Board of Directors may, by its resolution, delegate the decision on important business execution (excluding matters set forth in items of Paragraph 5 of the same Article) to Directors in whole or in part.
(Convocation of Meeting of the Board) Article 27 (Text omitted) 2 Notice of the meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor at least three (3) days prior to the date of the meeting. In case of emergency, however, the said period may be shortened.	(Convocation of Meeting of the Board) Article 25 (Unchanged) 2 Notice of the meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting. In case of emergency, however, the said period may be shortened.
(Action of the Board) Article 28 (Text omitted) 2 If all members of the Board of Directors agree with a resolution item of the Board of Directors in writing or by electromagnetic record, the aforesaid resolution item shall be deemed to be passed by the Board of Directors. If any objections are expressed by any Corporate Auditors, however, this may not be the case.	(Action of the Board) Article 26 (Unchanged) 2 If all members of the Board of Directors agree with a resolution item of the Board of Directors in writing or by electromagnetic record, the aforesaid resolution item shall be deemed to be passed by the Board of Directors.
Article 29 (Text omitted)	Article 27 (Unchanged)
(Minutes of Board Meeting) Article 30 The summary of proceedings and resolutions, and other items specified by law or ordinance of a meeting of the Board of Directors shall be entered or recorded in the corporate minutes, and the Directors and the Corporate Auditors attending the meeting shall sign their names and put their seals or sign electronically thereon.	(Minutes of Board Meeting) Article 28 The summary of proceedings and resolutions, and other items specified by law or ordinance of a meeting of the Board of Directors shall be entered or recorded in the corporate minutes, and the Directors attending the meeting shall sign their names and put their seals or sign electronically thereon.
(Compensation and Others of Directors) Article 31 Compensation and others of Directors shall be respectively determined by a resolution of a meeting of shareholders.	(Compensation and Others of Directors) Article 29 Compensation and others of Directors shall be respectively determined by a resolution of a meeting of shareholders with distinction made between Directors who are Audit & Supervisory Committee Members and other Directors.
Article 32 to Article 33 (Text omitted)	Article 30 to Article 31 (Unchanged)
CHAPTER 5. CORPORATE AUDITORS AND AUDIT & SUPERVISORY BOARD	**CHAPTER 5. AUDIT & SUPERVISORY COMMITTEE**
(Number and Election of Corporate Auditors) Article 34 The number of Corporate Auditors shall be not more than five (5). Corporate Auditors shall be elected by a resolution of a meeting of shareholders. 2 The resolution for the election of Corporate Auditors shall be authorized by a majority of vote cast by the shareholders entitled to vote at a meeting of shareholders which requires the presence of shareholders holding not less than one-third of voting right of all the shareholders.	< Deleted >

Current Articles of Incorporation	Proposed amendments
(Filling of Vacancies in Office of Corporate Auditors) Article 35 Vacancies in office of Corporate Auditors shall be filled by vote of the shareholders. However, the Board of Directors may decide not to fill the vacancy in the number of Corporate Auditors required by law have already been elected.	< Deleted >
(Term of Office of Corporate Auditors) Article 36 The term of office of each Corporate Auditor shall expire at the closing of annual meeting pertaining to the last business year ending within four (4) years after his taking office. Corporate Auditors may be reelected. A Corporate Auditor elected to fill vacancy shall hold office up to the time of termination of the term of office of the retiring Corporate Auditor.	< Deleted >
(Full-time Auditors and Standing Auditors) Article 37 The Audit & Supervisory Board shall elect one or more full-time Auditors among Corporate Auditors.	(Full-time Audit & Supervisory Committee Members) Article 32 The Audit & Supervisory Committee may elect one or more full-time Audit & Supervisory Committee Member(s) among Audit and Supervisory Committee Members.
2 The Audit & Supervisory Board may elect one or more standing Auditors among all the Corporate Auditors.	< Deleted >
(Notice of Convocation of the Audit & Supervisory Board) Article 38 Notice of convocation of Audit & Supervisory Board shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of the meeting. In case of emergency, however, this period may be shortened.	(Notice of Convocation of the Audit & Supervisory Committee) Article 33 Notice of convocation of Audit & Supervisory Committee shall be dispatched to each Audit & Supervisory Committee Member at least three (3) days prior to the date of the meeting. In case of emergency, however, this period may be shortened.
(Resolution of the Audit & Supervisory Board) Article 39 Unless otherwise provided by the Company Law, a vote of majority of Auditors present at the time of the vote shall be the decision of the Board.	(Resolution of the Audit & Supervisory Committee) Article 34 Unless otherwise provided by the Company Law, resolution of the Audit & Supervisory Committee shall be made at a meeting of the Audit & Supervisory Committee where more than half of the members attend and be passed by a vote of majority of members.
(Regulations for Audit & Supervisory Board) Article 40 The management of Audit & Supervisory Board shall be subject to the Regulations for the Board as established by Audit & Supervisory Board as well as items specified by law or ordinance or in the Articles of Incorporation.	(Regulations for Audit & Supervisory Committee) Article 35 The management of Audit & Supervisory Committee shall be subject to the Regulations for the Committee as established by Audit & Supervisory Committee as well as items specified by law or ordinance or in the Articles of Incorporation.
(Minutes of Audit & Supervisory Board Meeting) Article 41 The summary of proceedings and resolutions, and other items specified by law and regulations of a meeting of Audit & Supervisory Board shall be entered or recorded in the corporate minutes, and the Corporate Auditors attending the meeting shall sign their names and put their seals or sign electronically thereon.	(Minutes of Audit & Supervisory Committee Meeting) Article 36 The summary of proceedings and resolutions, and other items specified by law and regulations of a meeting of Audit & Supervisory Committee shall be entered or recorded in the corporate minutes, and Audit & Supervisory Committee Members attending the meeting shall sign their names and put their seals or sign electronically thereon.
(Compensation and Others of Corporate Auditors) Article 42 Compensation and others of Corporate Auditors shall be respectively determined by a resolution of a meeting of shareholders.	< Deleted >

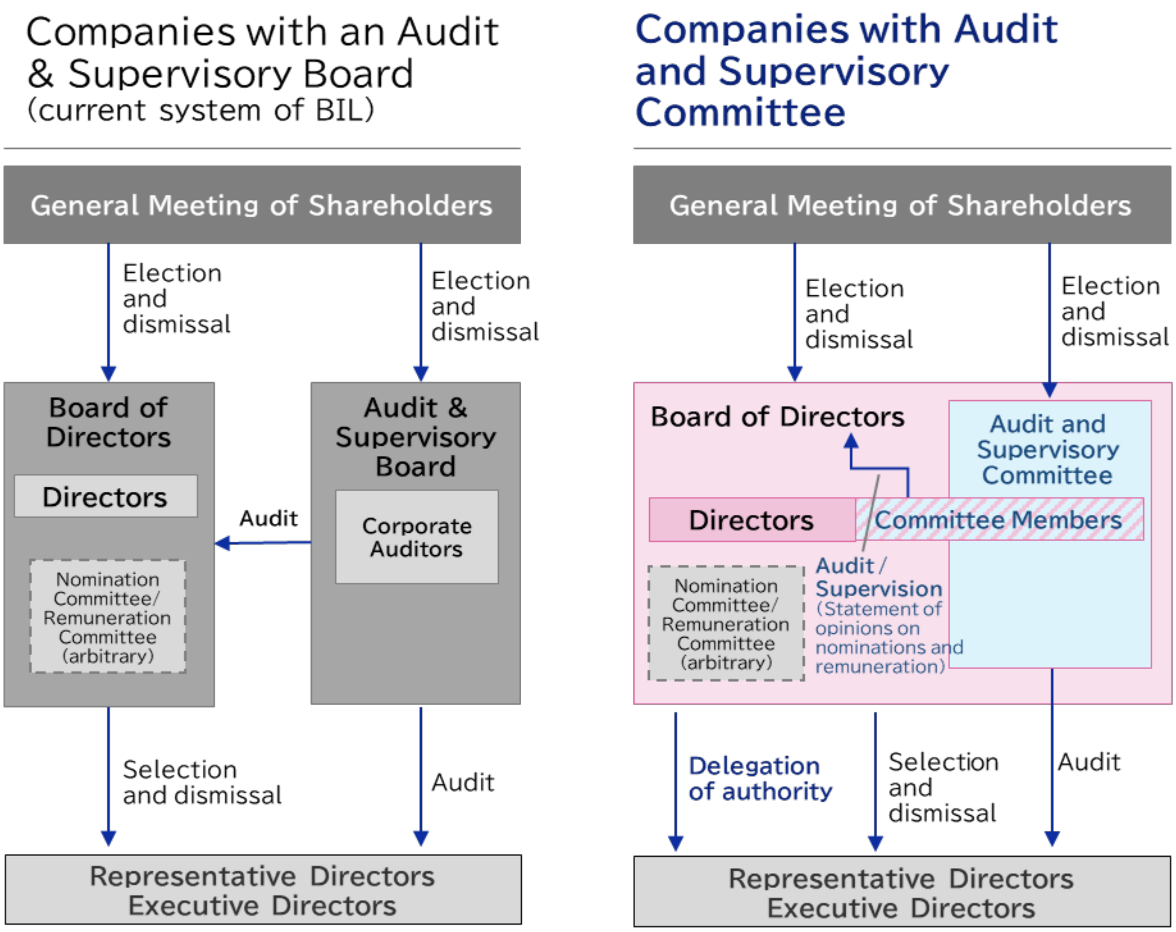
Current Articles of Incorporation	Proposed amendments
(Release of Liability of the Corporate Auditors) Article 43 The Company, by a resolution of Board of Directors, may release Corporate Auditors (including former Corporate Auditors) from the liability within the amount obtained by deducting the minimum liability limit specified by law or ordinance from liability amount if satisfying the conditions specified by laws and regulations regarding the liability under Article 423, Paragraph 1 of the Company Law.	< Deleted >
(Agreement with Outside Corporate Auditors Regarding Limitation of Liability) Article 44 The Company and Outside Corporate Auditors may, if satisfying the conditions specified by laws and regulations regarding the liability under Article 423, Paragraph 1 of the Company Law, enter into an agreement which limits the liability of Outside Corporate Auditors, provided that the limitation of liability under such agreement shall be the minimum liability amount prescribed by such laws and regulations.	< Deleted >
CHAPTER 6. ACCOUNTING Article 45 to Article 47 (Text omitted)	**CHAPTER 6. ACCOUNTING** Article 37 to Article 39 (Unchanged)
< Newly established >	**SUPPLEMENTARY PROVISIONS** (Transitional measures concerning Release of Liability of Corporate Auditors) Article 1 The Company, by resolution of the Board of Directors, may release Corporate Auditors (including former Corporate Auditors) who serve or served before the closing of the 134th Ordinary General Meeting of Shareholders from his or her liability under Article 423, Paragraph 1 of the Company Law, to the maximum extent permitted by law or ordinance.
< Newly established >	(Transitional measures concerning the Agreement with Outside Corporate Auditors regarding limitation of liability) Article 2 The Agreement with Outside Corporate Auditors (including former Outside Corporate Auditors) regarding limitation of liability under Article 423, Paragraph 1 of the Company Law, entered before the closing of the 134th Ordinary General Meeting of Shareholders shall be prescribed in Article 44 of the Article of Incorporation prior to the amendments by resolution of the same annual meeting of shareholders.
< Newly established >	(Deletion of Supplementary Provisions) Article 3 Articles 1 through 3 of these Supplementary Provisions shall be automatically deleted on the date on which ten (10) years have elapsed from the closing of the 134th Ordinary General Meeting of Shareholders.

[Reference] The reason and purpose of the transition to a company with an Audit & Supervisory Committee

Under the Brother Group Vision "At your side 2030" for fiscal year 2030, the Company declare its purpose as "By being 'At your side,' we enable people's productivity and creativity, contribute to society, and help protect the earth." To realize this contribution to "social development" and "the future of the Earth," the Company identified "Supporting value creation through governance" as a key social issue (materiality), and in our medium-term strategy CS B2027, the Company have added the new sustainability goal "Reform governance to support business portfolio transformation."

In this context, by transitioning to a company with an Audit and Supervisory Committee and granting the Audit & Supervisory Committee Members, who are responsible for auditing the execution of duties by Directors, voting rights as members of the Board of Directors, the Company aims to further strengthen the supervisory function of the Board and enhance its corporate governance system through multifaceted deliberations on important management matters.

Furthermore, by delegating certain authority from the Board of Directors to the executive Directors and Officers, the Company will establish a framework that enables prompt and decisive decision-making in business execution, thereby promoting sound risk-taking in management and aiming for further enhancement of corporate value.



Proposal 2: Election of 7 Directors (Excluding Directors who are Audit & Supervisory Committee Members)

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee and the term of office of all 10 current Directors will expire at the end of this General Meeting of Shareholders. Accordingly, it is proposed to elect 7 Directors (excluding Directors who are Audit & Supervisory Committee Members).
This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.
The candidates for Directors are as follows.

Candidate Number	Candidate Name	Responsibilities in the Company	Attendance Record for the Board of Directors' Meeting (Fiscal year 2025)
1	**Kazufumi Ikeda** (63 years old) Candidate for Reelection	Representative Director & President	13 out of 13 times (100%)
2	**Tadashi Ishiguro** (66 years old) Candidate for Reelection	Representative Director & Vice President Head of Industrial Printing Business Division	13 out of 13 times (100%)
3	**Satoru Kuwabara** (63 years old) Candidate for Reelection	Representative Director & Vice President Head of Printing & Solutions Business Division Responsible for: Printing & Solutions Business Division LE Development Dept., LC Development Dept., IDS Development Dept., Printing Application Development Dept., Label & Mobile Solutions Development Dept., SC Development Dept.,	13 out of 13 times (100%)
4	**Aya Shirai** (66 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	13 out of 13 times (100%)

Candidate Number	Candidate Name	Responsibilities in the Company	Attendance Record for the Board of Directors' Meeting (Fiscal year 2025)
5	**Kazunari Uchida** (74 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	13 out of 13 times (100%)
6	**Naoki Hidaka** (73 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	12 out of 13 times (92.3%)
7	**Masahiko Miyaki** (72 years old) Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Director	13 out of 13 times (100%)

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

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
1	**Kazufumi Ikeda** (August 29, 1962) 63 years old Candidate for Reelection	April 1985: Joined the Company April 2003: Director & Executive Vice President of Brother International GmbH April 2009: General Manager of Company Planning Dept. of the Company April 2013: Director & Executive Vice President of Brother International Corporation (U.S.A.) April 2014: Director & President of Brother International Corporation (U.S.A.) April 2015: Group Executive Officer of the Company Director & President of Brother International Corporation (U.S.A.) November 2019: Director & Chairman of Brother International Corporation (U.S.A.) April 2020: Managing Executive Officer of the Company June 2021: Director & Managing Executive Officer ofthe Company April 2023: Director & Senior ManagingExecutive Officer of the Company June 2023: Representative Director & Senior Managing Executive Officer of the Company April 2024: Representative Director & Vice President of the Company June 2024: **Representative Director & President of the Company (current position)**	15,400
	Reason for nomination as a director candidate: After joined this Company, Kazufumi Ikeda accumulated operational experience, including in product planning and sales, as well as experience in the management of a sales subsidiary in Germany. Thereafter, he led the development of our business in the Americas as the head of the Americas sales headquarters. After returning to Japan, he, as the head of corporate planning, has been driving the Company's mid-term strategy, and demonstrating excellent leadership in personnel management system reform aimed at enhancing employee engagement. The Company believes his extensive knowledge and leadership will contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Kazufumi Ikeda.		
	Important Concurrent Offices: None		

<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>Tadashi Ishiguro
(June 21, 1960)

66 years old

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
April 2021: Representative Director & Vice President of the Company (current position)

[Responsibilities in the Company]
Head of Industrial Printing Business Division</td><td>38,600</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, he formulated the Company’s mid-term strategy as an executive responsible for corporate planning. Since fiscal year 2017, he has greatly contributed to the performance of Printing business as an executive responsible for the business. The Company believes 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>

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
3	**Satoru Kuwabara** (November 21, 1962) 63 years old Candidate for Reelection	April 1987: Joined the Company October 2004: General Manager, Development Dept. 1 of Information & Document Company of the Company April 2008: General Manager, Development Dept. 1 of the Company April 2009: General Manager, Development Planning Dept. of the Company April 2010: CEO of Brother Technology (Shenzhen) Ltd. April 2014: General Manager, Development Planning Dept. of the Company October 2014: General Manager, LE Development Dept. of the Company April 2015: Executive Officer of the Company April 2019: Managing Executive Officer of the Company June 2021: Director & Managing Executive Officer of the Company April 2023: Director & Senior Managing Executive Officer of the Company June 2023: Representative Director & Senior Managing Executive Officer of the Company April 2024: **Representative Director & Vice President of the Company (current position)** [Responsibilities in the Company] Head of Printing & Solutions Business Division Responsible for: Printing & Solutions Business Division LE Development Dept., LC Development Dept., IDS Development Dept., Printing Application Development Dept., Label & Mobile Solutions Development Dept., SC Development Dept.	13,700
	Reason for nomination as a director candidate: After joined this Company, Satoru Kuwabara was engaged in development design operations in our primary P&S business over several years, and he particularly demonstrated excellent leadership in the development of laser printer products. From 2010, he served as the operating officer of a manufacturing subsidiary in China as our main production base. Since fiscal year 2021, he has driven the growth of the P&S business as its head officer. The Company believes his knowledge and experience will contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Satoru Kuwabara.		
	Important Concurrent Offices: None		

<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>Aya Shirai
(May 23, 1960)

66 years old

Candidate for Reelection

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
April 2013: Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation
June 2015: Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd. (now Pegasus Co., Ltd.)
June 2018: Outside Director of Sanyo Chemical Industries, Ltd. (current position)
June 2019: Outside Director of the Company (current position)
June 2022: Outside Director of The Royal Hotel, Ltd. (current position)</td><td>6,800</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:

Aya Shirai has been engaged in the management of various manufacturing companies for years through her experience as an outside director. She has also engaged in the top management of local government and actively promoted the diversification of organizations. Through her extensive experience, insight, and achievements, she can provide advice regarding the Company Group’s management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Aya Shirai. Although Aya Shirai was not previously involved in corporate management other than as an outside director, based on the above reasons, it was determined that Aya Shirai will be able to appropriately conduct the duties of outside director.</td></tr>
<tr><td colspan="3">Important Concurrent Offices:

Outside Director of Sanyo Chemical Industries, Ltd.
Outside Director of The Royal Hotel, Ltd.</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>Kazunari Uchida
(October 31, 1951)

74 years old

Candidate for Reelection

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1974: Joined Japan Airlines Co., Ltd.
January 1985: Joined Boston Consulting Group
June 2000: Japan Representative of Boston Consulting Group
April 2006: Professor of Faculty of Commerce at Waseda University
February 2012: Outside Auditor of Kewpie Corporation
June 2012: Outside Director of Lifenet Insurance Company
Outside Director of Mitsui-Soko Co., Ltd. (now Mitsui-Soko Holdings Co., Ltd.)
August 2012: Outside Director of Japan ERI Co., Ltd.
December 2013: Outside Director of ERI Holdings Co., Ltd.
June 2014: Independent Advisory Committee Member of the Company
February 2015: Outside Director of Kewpie Corporation
March 2016: Outside Director of Lion Corporation
June 2020: Outside Director of the Company (current position)
April 2022: Professor Emeritus at Waseda University (current position)
April 2023: Visiting Professor at Tokyo Woman's Christian University (current position)</td><td>5,400</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:

Besides Kazunari Uchida has deep knowledge in the business management field as Japan Representative of Boston Consulting Group, he has been engaged in the management of various companies for years through his experience as an outside director and outside auditor. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Kazunari Uchida.</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 ofthe Company's common shares
6	**Naoki Hidaka** (May 16, 1953) 73 years old Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	April 1976: Joined Sumitomo Corporation April 2001: General Manager of Chicago Office, Sumitomo Corporation of America April 2007: Executive Officer, General Manager of Metal Products for Automotive Industries Div. of Sumitomo Corporation April 2009: Managing Executive Officer, General Manager of Chubu Regional Business Unit of Sumitomo Corporation April 2012: Senior Managing Executive Officer, General Manager of Kansai Regional Business Unit of Sumitomo Corporation June 2013: Representative Director, Senior Managing Executive Officer, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation April 2015: Representative Director, Executive Vice President, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation June 2018: Special Advisor of Sumitomo Corporation June 2019: Advisor of Sumitomo Corporation June 2020: **Outside Director of the Company (current position)** March 2021: **Outside Director of Nabtesco Corporation (current position)**	5,400
	Reason for nomination as an outside director candidate and role expected to be played as the elected outside director: Naoki Hidaka has been involved in the management of a global group of companies through his experience as Executive Vice President of Sumitomo Corporation and its overseas offices. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions, and supervise the execution of business. For these reasons, the Company proposes the reelection of Naoki Hidaka.		
	Important Concurrent Offices: Outside Director of Nabtesco Corporation		

<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">7</td><td>Masahiko Miyaki
(December 12, 1953)
72 years old

Candidate for Reelection

Outside Director Candidate

Independent Director stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1977: Joined Nippondenso Co. Ltd. (now DENSO Corporation)
June 2004: Managing Officer, Fuel Injection Engineering Dept. of DENSO Corporation
June 2007: Managing Officer, Powertrain Control Systems Business Group of DENSO Corporation
June 2010: Director & Senior Executive Officer, Electric System Business Group of DENSO Corporation
June 2011: Director of Toyota Boshoku Corporation
January 2012: Director & Senior Executive Officer, Powertrain Control Systems Business Group of DENSO Corporation
June 2013: Representative Director & Vice President, Overall R&D, Engineering Research & Development Center, China Region, of DENSO Corporation
April 2015: Representative Director & Vice President, Quality, Safety & Environment Center, of DENSO Corporation
April 2017: Director of DENSO Corporation
June 2017: Advisor of DENSO Corporation
Representative Director & Vice Chairman, Toyota Central R&D Labs., Inc.
June 2021: Outside Director of the Company (current position)</td><td>4,400</td></tr>
<tr><td colspan="3">Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:

Masahiko Miyaki has been involved in the management of a global group of companies in fields including technical development, quality and the environment through his experience as Executive Vice President of DENSO Corporation. Based on his extensive experience, insight and achievements, he can provide advice on the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Masahiko Miyaki.</td></tr>
<tr><td colspan="3">Important Concurrent Offices: None</td></tr>
</table>

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki are candidates for Outside Directors, and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company. The Company has notified the Tokyo Stock Exchange, Inc. of designation of Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki as independent directors under the provisions of the exchange.
3. Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki are currently Outside Directors of the Company, and at the end of this General Meeting of Shareholders, will have served seven years, six years, six years and five years respectively as an Outside Director.
4. Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki 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 Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki for limiting their liability to the statutory limit if each of them is reappointed.
5. The Company has concluded a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. This insurance policy covers the insured for any damages, litigation costs, etc., that may be claimed by shareholders or any third parties. The full premium for this insurance is borne by the Company. When each candidate is elected as and takes the position of director, the candidate will be the insured under the insurance agreement. It is planned that the insurance agreement will be renewed at the next renewal with the same terms and conditions.
6. Kazunari Uchida is expected to be elected as an outside director of Kameda Seika Co., Ltd. in late June 2026.

Proposal 3: Election of 5 Directors who are Audit & Supervisory Committee Members

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee. Accordingly, it is proposed to elect 5 Directors who are Audit & Supervisory Committee Members. This Proposal has been agreed by the Audit & Supervisory Board.

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

Candidate Number	Candidate Name	Responsibilities in the Company	Attendance Record for the Board of Directors' Meeting (Fiscal year 2025)
1	**Takeshi Yamada** (63 years old) New Candidate	Corporate Auditor (Full-time)	13 out of 13 times (100%)
2	**Tadashi Kato** (53 years old) New Candidate	Deputy General Manager of Corporate Auditors' Office	-
3	**Akira Yamada** (73 years old) New Candidate Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Corporate Auditor	12 out of 13 times (92.3%)
4	**Chika Matsumoto** (65 years old) New Candidate Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Corporate Auditor	13 out of 13 times (100%)
5	**Ikuko Akamatsu** (58 years old) New Candidate Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	Outside Corporate Auditor	11 out of 11 times (100%)

(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>Takeshi Yamada
(June 5, 1963)
63 years old

New Candidate</td><td>April 1987: Joined the Company
May 1993: Brother Industries (U.K.)
April 2002: Brother Sales, Ltd.
June 2005: Brother International Corporation (U.S.A.)
April 2014: Director of Brother International Corporation (U.S.A.)
April 2017: Representative Director & President of Brother International Corporation
April 2018: General Manager, Corporate Planning Dept. of the Company
April 2023: Deputy General Manager, Corporate Auditors' Office of the Company
June 2023: Corporate Auditor (Full-time) of the Company (current position)</td><td>7,900</td></tr>
<tr><td colspan="3">Reason for nomination as a director who is an Audit & Supervisory Committee Member:

Takeshi Yamada has been involved in corporate planning and administrative operations in overseas and domestic principal subsidiaries since joining the Company. He has been involved in strategic planning and risk management of the Company and other group companies for years and thereafter as the General Manager of Corporate Planning Dept. of the Company. He has also been engaged extensively in corporate governance business as a director or a corporate auditor of sales subsidiaries in Americas as well as in Asian countries. Based on this knowledge and experience, the Company believes the candidate is capable of appropriately making important decisions and supervising and auditing the execution of business at the Company. For these reasons, the Company proposes the election of Takeshi Yamada as a Director who is Audit & Supervisory Committee Member.</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>Tadashi Kato
(December 16, 1972)
53 years old

New Candidate</td><td>April 1996: Joined the Company
July 2008: Brother International Europe
April 2019: Group Manager, Finance & Accounting Dept. of the Company
April 2026: Deputy General Manager, Corporate Auditors’ Office of the Company (current position)</td><td>0</td></tr>
<tr><td colspan="3">Reason for nomination as a director who is an Audit & Supervisory Committee Member:

After joining the Company, Tadashi Kato has engaged in accounting and finance operations for many years at both the Company and its major subsidiaries in Europe, possessing advanced expertise in finance. In addition to experience in internal controls, risk management, and M&A, he also has extensive experience in corporate governance through serving as an auditor at a major domestic subsidiary. Based on this knowledge and experience, the Company believes the candidate is capable of appropriately making important decisions and supervising and auditing the execution of business at the Company. For these reasons, the Company proposes the election of Tadashi Kato as a Director who is an Audit and Supervisory Committee Member.</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>Akira Yamada
(May 16, 1953)

73 years old

New Candidate

Outside Director Candidate

Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</td><td>April 1986: Registered as an attorney (current position)
Joined Miyake, Hatasawa & Yamazaki
June 1991: Registered as an attorney in New York (current position)
January 1992: Partner of Miyake & Yamazaki
March 1994: Resident Partner of Bangkok Office of Miyake & Yamazaki
January 2015: Outside Director of Amifa Corporation
December 2015: Representative of Three Fields L.L.C. (current position)
December 2016: Outside Director (member of the Audit & Supervisory Committee) of Amifa Corporation (current position)
June 2018: Outside Auditor of the Company (current position)
June 2021: Outside Director (member of the Audit & Supervisory Committee)</td><td>1,900</td></tr>
<tr><td colspan="3">Reason for nomination as an Outside Director who is an Audit & Supervisory Committee Member candidate and role expected to be played as the elected outside director:

Akira Yamada has been involved in both domestic and international corporate legal affairs for years as an attorney at law. Through his extensive experience, insight, and achievements, the Company expects the candidate to be capable of appropriately making important decisions and supervising and auditing the execution of business at the Company, independent of the managing executives. For these reasons, the Company proposes the election of Akira Yamada as an Outside Director who is an Audit and Supervisory Committee Member.</td></tr>
<tr><td colspan="3">Important Concurrent Offices:
Representative of Three Fields L.L.C.
Outside Director (member of the Audit & Supervisory Committee) of Amifa Corporation</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
4	**Chika Matsumoto** (February 22, 1961) 65 years old New Candidate Outside Director Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.	Oct 1990:	Joined Chuo Shinko Audit Corporation (later changed its name to Misuzu Audit Corporation)	1,100
		March 1994:	**Registered as a CPA (current position)**	
		Aug 2007:	Partner of AZUSA Audit Corporation (later changed its name to KPMG AZSA, LLC)	
		July 2013:	Board member of KPMG AZSA LLC	
		July 2017:	Member of Management Oversight Committee, KPMG AZSA LLC	
		July 2020:	General Manager of Nagoya Office, KPMG AZSA LLC (current position)	
		June 2023:	**Outside Auditor of the Company (current position)**	
		June 2025:	**Outside Director (member of the Audit & Supervisory Committee) of Noritake Co., Ltd. (current position)**	
		July 2025:	**Board Director, The Japanese Institute of Certified Public Accountants (current position)**	
	Reason for nomination as an Outside Director who is an Audit & Supervisory Committee Member candidate and role expected to be played as the elected outside director: Through her years of career as a certified public accountant, Chika Matsumoto has extensive experience, insight and achievements in the finance and accounting field. Through her extensive experience, insight, and achievements, the Company expects the candidate to be capable of appropriately making important decisions and supervising and auditing the execution of business at the Company, independent of the managing executives. For these reasons, the Company proposes the election of Chika Matsumoto as an Outside Director who is an Audit and Supervisory Committee Member.			
	Important Concurrent Offices: Outside Director (member of the Audit & Supervisory Committee) of Noritake Co., Ltd.			

<table>
<tr><th>Candidate number</th><th>Name (Date of birth)</th><th colspan="2">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 rowspan="1">Ikuko Akamatsu
(February 27, 1968)

58 years old

New Candidate

Outside Director Candidate

Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</td><td>January 1995:

April 1997:
April 2008:

December 2010:

August 2018:
April 2019:

June 2019:

July 2019:

June 2020:

June 2023:

June 2025:</td><td>Joined Showa Ota & Co. (presently Ernst & Young ShinNihon LLC)
Registered as a CPA (current position)
Registered as a Certified Fraud Examiner (current position)
Chief Researcher, Management Training and Consulting Division, Institute of Management SANNO University
Outside Director of Top's Inc. (current position)
Senior Researcher, Management Training and Consulting Division, Institute of Management SANNO University
Outside Audit & Supervisory Board Member of Shinsei Bank Limited (now SBI Shinsei Bank Limited) (current position)
Board Director, The Japanese Institute of Certified Public Accountants
Outside Director of CAWACHI LIMITED
Outside Audit & Supervisory Board Member of Toyo Seikan Group Holdings, Ltd. (current position)
Outside Director of Nippon Kayaku Co., Ltd. (current position)
Outside Auditor of the Company (current position)</td><td>100</td></tr>
<tr><td colspan="4">Reason for nomination as an Outside Director who is an Audit & Supervisory Committee Member candidate and role expected to be played as the elected outside director:

After building her career as a Certified Public Accountant and Certified Fraud Examiner, the candidate has further honed her expertise in the fields of governance, compliance, and diversity. In addition, she has been involved in corporate management as an outside officer for a wide variety of companies. Through her extensive experience, insight, and achievements, the Company expects the candidate to be capable of appropriately making important decisions and supervising and auditing the execution of business at the Company, independent of the managing executives. For these reasons, the Company proposes the election of Ikuko Akamatsu as an Outside Director who is an Audit and Supervisory Committee Member. Although Ikuko Akamatsu was not previously involved in corporate management other than as an outside director, based on the above reasons, it was determined that Ikuko Akamatsu will be able to appropriately conduct the duties of outside director who is an Audit & Supervisory Member.</td></tr>
<tr><td colspan="4">Important Concurrent Offices:
Outside Director of Top's Inc.
Outside Audit & Supervisory Board Member of SBI Shinsei Bank Limited
Outside Audit & Supervisory Board Member of Toyo Seikan Group Holdings, Ltd.
Outside Director of Nippon Kayaku Co., Ltd.</td></tr>
</table>

Notes:

1. There is no special conflict of interest between the candidate and the Company.
2. Akira Yamada, Chika Matsumoto and Ikuko Akamatsu are candidates for Outside Director who are Audit & Supervisory Committee Members and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company. The Company has notified the Tokyo Stock Exchange, Inc. of designation of Akira Yamada, Chika Matsumoto and Ikuko Akamatsu as independent directors/auditors under the provisions of the exchange.
3. Akira Yamada, Chika Matsumoto and Ikuko Akamatsu are currently Outside Corporate Auditors of the Company, and at the end of this General Meeting of Shareholders, will have served eight years, three years and one year respectively as an Outside Corporate Auditor.
4. The Company plans to enter into agreement with Ikuko Akamatsu for limiting the liability to the statutory limit if Ikuko Akamatsu is appointed. Akira Yamada, Chika Matsumoto and Ikuko Akamatsu are currently Outside Corporate Auditors 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 Akira Yamada, Chika Matsumoto and Ikuko Akamatsu for limiting their liability to the statutory limit if each of them is appointed.
5. The Company has concluded a directors and officers liability insurance agreement with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. This insurance policy covers the insured for any damages, litigation costs, etc., that may be claimed by shareholders or any third parties. The full premium for this insurance is borne by the Company. When the candidate is elected as and takes the position of corporate auditor, the candidate will be the insured under the insurance agreement. It is planned that the insurance agreement will be renewed at the next renewal with the same terms and conditions.

Proposal 4: Election of 1 Substitute Director who is an Audit & Supervisory Committee Member

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee.

To prepare for the event that the number of Outside Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations, it is proposed to elect 1 Substitute Director who is an Audit & Supervisory Member. This Proposal has been agreed by the Audit & Supervisory Board.

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.

The candidate for the Substitute Director who is an Audit & Supervisory Member is as follows.

Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
Aya Shirai (May 23, 1960) 66 years old Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.	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 April 2013: Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation June 2015: Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd. (now Pegasus Co., Ltd.) June 2018: **Outside Director of Sanyo Chemical Industries, Ltd. (current position)** June 2019: **Outside Director of the Company (current position)** June 2022: **Outside Director of The Royal Hotel, Ltd. (current position)**	6,800
Reason for nomination of candidate as an outside director who is an Audit & Supervisory Committee Member and role expected to be played as the elected outside director: 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, the Company expects the candidate to be capable of appropriately making important decisions and supervising and auditing the execution of business at the Company, independent of the managing executives. For these reasons, the Company proposes the election of Aya Shirai as a Substitute Outside Director who is an Audit and Supervisory Committee Member. 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 who is an Audit & Supervisory Committee Member.		
Important Concurrent Offices: Outside Director of Sanyo Chemical Industries, Ltd. Outside Director of The Royal Hotel, Ltd.		

Notes:

1. Aya Shirai is a candidate for Outside Directors (excluding Directors who are Audit & Supervisory Committee Members). If Proposal 1 "Partial Amendments to the Articles of Incorporation" and Proposal 2 "Election of 7 Directors (Excluding Directors who are Audit & Supervisory Committee Members)" are approved as proposed, Aya Shirai will take office as a Director who is not an Audit & Supervisory Committee Member. However, in the event that the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations, she will resign her position as a Director who is not an Audit & Supervisory Committee Member and take office as a Director who is an Audit & Supervisory Committee Member.
2. The election of Aya Shirai as a substitute Director who is an Audit & Supervisory Committee Member may be revoked by a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee only prior to her assumption of office.
3. For Aya Shirai's supplementary information (independency), please also refer to the description of the Notes on Proposal 2. The registration as an independent director, the limited liability contract and directors and officers liability insurance will be the same if she is appointed as a Director who is an Audit and Supervisory Committee Member.

(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) i. An individual who is currently serving or served within the past 10 years as a 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.).
ii. An individual who had served as a director, executive officer, manager, or employee in a managerial position (including an executive officer) of Brother Industries, Ltd., etc., more than 10 years ago.

(2) An individual who is currently serving or served within the past three 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) A certified public accountant who currently serves or served within the past three years as an accounting auditor of Brother Industries, Ltd., etc., or currently belongs or belonged within the past three years to an auditing firm, which serves as the accounting auditor of Brother Industries, Ltd., etc.

(4) A consultant, accounting specialist, or a legal expert who currently receives or received within the past three 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 that the recipient of the said compensation is an organization, such as a corporation or guild, this applies to the consultant, accounting specialist or legal expert who belongs to the organization concerned.).

(5) An individual who currently serves as a business executor of a company, at which an individual from Brother Industries, Ltd., etc. serves as its director.

(6) An important individual*3 who is currently a close relative*4 of the individuals mentioned in (1) through (5) above.

*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: As to (1), (2) and (5) 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 (3) above, it refers to certified public accountants belonging to respective auditing firms. As for (4) 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.
*4: Refers to relatives within the second degree of kinship.

(Reference) Expected areas and skills of expertise for Directors

We have developed a skills matrix that highlights the skills necessary for achieving our mid-term strategy “CS B2027” and identifies the directors (including candidates) expected to lead in demonstrating these skills. This matrix was created after deliberation by the Nomination Committee and the Board of Directors. It incorporates skills related to business strategy for key themes of “CS B2027,” such as “growth in the Industrial area” and “transformation in the Printing area,” including “Management / Strategy,” “Development / Manufacturing,” “Sales / Marketing,” and “IT / DX.” Additionally, it covers skills “HR Development” as the foundation of these activities, skills related to materiality such as “ESG / Sustainability,” and skills for global business expansion, governance, and finance, selected as “Internationality,” “Legal / Risk Management,” and “Finance / Accounting. ”

If Proposal 2 and Proposal 3 are approved as originally proposed, the composition of the Board of Directors is expected to be as follows.

Name	Position	Management / Strategy	Develop-ment / Manu-facturing	Sales / Marketing	IT/ DX	HR Develop-ment	Inter-nationality	Legal / Risk Management	Finance / Accounting	ESG / Sustain-ability	Age	Gender	Indepen-dency
Kazufumi Ikeda	Representative Director & President	●			●	●	●		●	●	63	Male	
Tadashi Ishiguro	Representative Director & Vice-President	●		●			●	●			66	Male	
Satoru Kuwabara	Representative Director & Vice-President	●	●	●	●		●				63	Male	
Aya Shirai	Outside Director	●				●		●		●	66	Female	○
Kazunari Uchida	Outside Director	●			●	●	●				74	Male	○
Naoki Hidaka	Outside Director	●		●			●				73	Male	○
Masahiko Miyaki	Outside Director	●	●							●	72	Male	○
Takeshi Yamada	Director / Audit & Supervisory Committee Member (Full-time)	●					●	●			63	Male	
Tadashi Kato	Director / Audit & Supervisory Committee Member (Full-time)	●					●		●		53	Male	
Akira Yamada	Outside Director / Audit & Supervisory Committee Member						●	●			73	Male	○
Chika Matsumoto	Outside Director / Audit & Supervisory Committee Member								●	●	65	Female	○
Ikuko Akamatsu	Outside Director / Audit & Supervisory Committee Member							●	●		58	Female	○

*The above does not represent all the expertise of each director and corporate auditor.

Proposal 5: Determination of the Amount of Remuneration for Directors (Excluding Directors who are Audit & Supervisory Committee Members)

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee.

The basic remuneration amount, which is the fixed remuneration for our Directors, was approved at the 130th Ordinary General Meeting of Shareholders held on June 20, 2022, as an amount not exceeding 400 million yen per year (excluding salaries for Directors who concurrently serve as employees), and has remained unchanged to date. However, with the transition to a company with an Audit & Supervisory Committee, we propose to abolish the current basic remuneration amount for Directors and, after comprehensively considering recent economic conditions and other relevant factors, newly set the basic remuneration amount for Directors (excluding Directors who are Audit & Supervisory Committee Members) at "an amount not exceeding 500 million yen per year (of which the portion for Outside Directors shall not exceed 150 million yen per year). "

Additionally, at the 130th Ordinary General Meeting of Shareholders, it was approved that the annual bonuses (performance-linked bonuses) for full-time Directors who concurrently serve as Executive Officers shall be paid separately from the basic remuneration (fixed remuneration), within a range not exceeding 0.4% of the profit attributable to owners of the parent company for the relevant fiscal year. It is proposed to remain the limit of this annual bonuses unchanged after the transition to a company with an Audit & Supervisory Committee.

As in the past, the amount of remuneration for Directors shall not include the employee salary of an employee-director, and it is also proposed that the time of payment and distribution to each Director of remuneration shall be left to the discretion of the Board of Directors.

An outline of our policy on determining remuneration for Directors, etc., is described in the Business Report under "2. Matters concerning Company Officers," and following the conclusion of this General Meeting, we plan to make necessary changes to terminology and other items in line with the transition to a company with an Audit & Supervisory Committee. The contents of this proposal are consistent with the revised policy and, having been deliberated by the Compensation Committee and decided by the Board of Directors, are deemed appropriate.

Currently, the number of Directors subject to this system is 10 (including 5 Outside Directors). However, if Proposal No. 1 "Partial Amendments to the Articles of Incorporation" and Proposal No. 2 "Election of 7 Directors (excluding Directors who are Audit & Supervisory Committee Members)" are approved as originally proposed, the number of Directors subject to this proposal (excluding Directors who are Audit and Supervisory Committee Members) will be 7 (including 4 Outside Directors).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.

Proposal 6: Determination of the Amount of Remuneration for Directors who are Audit & Supervisory Committee Members

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee.

Accordingly, taking into comprehensive consideration the duties of Directors who are Audit & Supervisory Committee Members as well as recent economic conditions and other relevant factors, it is proposed to newly set the remuneration amount for Directors who are Audit & Supervisory Committee Members at an amount not exceeding 200 million yen per year. This proposal is in line with the transition to a company with an Audit & Supervisory Committee, and the Company considers it appropriate in light of the Company's business scale and the responsibilities of Directors who are Audit & Supervisory Committee Members.

If Proposal No. 1, "Partial Amendments to the Articles of Incorporation," and Proposal No. 3, "Election of Five Directors who are Audit & Supervisory Committee Members," are approved as originally proposed, the number of Directors who are Audit & Supervisory Committee Members subject to this proposal will be 5 (including 3 Outside Directors).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.

Proposal 7: Revision of the Performance-Based Stock Compensation Plan for Directors, etc.

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee.

For the purpose of providing incentives for achieving management goals outlined in our medium-term strategy and enhancing corporate value, including shareholder value, over the medium to long term, the Company introduced a performance-linked stock compensation plan (hereinafter referred to as "the Plan") for Directors and Executive Officers (excluding Outside Directors, non-full-time Directors, and non-residents of Japan), following approval at the 130th Ordinary General Meeting of Shareholders held on June 20, 2022.

This proposal seeks approval to revise the Plan in connection with the transition to a company with an Audit & Supervisory Committee, making Directors and Executive Officers (excluding Directors who are Audit & Supervisory Committee Members, Outside Directors, non-full-time Directors, and non-residents of Japan) eligible for the Plan.

The contents of the Plan after this revision will remain substantially the same as before, except for the change in eligible persons from "Directors and Executive Officers of the Company (excluding Outside Directors, non-full-time Directors, and non-residents of Japan) " to "Directors and Executive Officers of the Company (excluding Directors who are Audit & Supervisory Committee Members, Outside Directors, non-full-time Directors, and non-residents of Japan)."

This proposal requests approval to grant stock compensation and other benefits to Directors and Executive Officers (excluding Directors who are Audit & Supervisory Committee Members, Outside Directors, non-full-time Directors, and non-residents of Japan), separately from the basic remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members), as requested in Proposal No. 5 "Determination of the Amount of Remuneration for Directors (Excluding Directors who are Audit & Supervisory Committee Members)," and the annual bonuses for full-time Directors who concurrently serve as Executive Officers.

An outline of our policy regarding the determination of remuneration for Directors, etc., is described in the Business Report under "2. Matters concerning Company Officers," and it is planned to make necessary changes to terminology and other items following the transition to a company with an Audit & Supervisory Committee after the closing of this General Meeting. The contents of this proposal are consistent with the revised such policy, and are deemed necessary and reasonable for maintaining and continuing the Plan after the transition to a company with an Audit & Supervisory Committee.

If Proposal No. 2 "Election of 7 Directors (excluding Directors who are Audit & Supervisory Committee Members)" is approved as originally proposed, the number of Directors of the Company subject to the Plan will be 3.

Furthermore, this proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1 come into effect.

Amount and Specific Details of Remuneration etc. under the Plan

(1) Outline of the Plan

The Plan is a stock-based compensation plan, under which a trust established by the Company (hereinafter referred to as the "Trust") will acquire the Company's shares using the amount of remuneration for Directors, etc., that the Company contributes, and in accordance with the Share Delivery Rules established by the Company, the Company's shares and cash equivalent to the liquidation value of the Company's shares (hereinafter referred to as the "Company's shares, etc.") will be delivered and provided (hereinafter referred to as "delivered, etc.") to Directors, etc., through the Trust (details are as stated from (2) onward).

(i) Persons eligible for the Company's shares, etc., to be delivered, etc., subject to this Proposal	• The Company's Directors (excluding Directors who are Audit & Supervisory Committee Members, Outside Directors, part-time Directors and Directors who are non-residents of Japan) • The Company's Executive Officers (excluding whom are non-residents of Japan)
(ii) Impacts on the total number of issued shares by the Company's shares subject to this Proposal	
The maximum amount of money contributed by the Company (as stated in (2) below)	• Amount calculated by multiplying 220,000,000 yen by the number of years of the subject period • The maximum amount for the period of mid-term strategy CS B2027, namely, 3 fiscal years from the fiscal year ending on March 31, 2026, to the fiscal year ending on March 31, 2028, is 660,000,000 yen.
The maximum number of the Company's shares that the Company is entitled to determine are to be delivered, etc., to Directors, etc., for each subject period, and the method of acquiring the Company's shares by the Trust (as stated in (2) and (3) below)	• Number of shares equivalent to the number of points calculated by multiplying 110,000 points (equivalent to 110,000 shares) by the number of years of the subject period • The maximum number of points for the period of CS B2027, namely, 3 fiscal years from the fiscal year ending on March 31, 2026, to the fiscal year ending on March 31, 2028, is 330,000 points (equivalent to 330,000 shares). • It is planned that the Trust will acquire the Company's shares from the Company (issuance of new shares or disposal of treasury shares) or on the stock market. • The number of shares equivalent to the maximum number of points granted to Directors, etc., per fiscal year should be less than 0.05% of the total number of issued shares (as of March 31, 2026, after subtracting the number of treasury shares).

Details of the degree of achievement of targets (as stated in (3) below)	• Points fluctuate depending on the degree of achievement of targets, such as those for the medium-term business strategy, etc., in the subject period. • For the period of CS B2027, namely, 3 fiscal years from the fiscal year ending on March 31, 2026, to the fiscal year ending on March 31, 2028, points will fluctuate within a range of 0% to 150% depending on the degree of achievement of the targets for ROE, TSR, consolidated revenue and CO_2 emissions reductions in the final fiscal year. • The specific details of the degree of achievement of the targets in the subject period starting after the fiscal year ending on March 31, 2028 will be determined separately by the Board of Directors.
Time of delivery, etc., of the Company's shares, etc. (as stated in (4) below)	• When Directors, etc., leave the Company, in principle

(2) Maximum amount of money contributed by the Company

The period under the Plan is the period of fiscal years set for the Company's medium-term business strategy, etc., (hereinafter referred to as the "subject period").

The Company will establish the Trust whose trust period is equivalent to the subject period and beneficiaries are Directors, etc., who satisfy the beneficiary requirements, by contributing money of a maximum of the amount calculated by multiplying 220,000,000 yen by the number of years of the subject period.

The Trust will acquire the Company's shares from the Company (issuance of new shares or disposal of treasury shares) or on the stock market using the money entrusted in the Trust in accordance with the instructions of the trust administrator.

During the trust period, the Company will grant points (as set forth in (3) below) to Directors, etc., and the Trust will make delivery, etc., of the Company's shares, etc., of the number corresponding to the cumulative value of points granted at a certain predetermined time.

At the expiration of the trust period of the Trust, the Trust may continue to exist by way of amendments to the trust agreement and additional entrustment in lieu of the establishment of a new trust. In that case, the planned period (consecutive period) for the medium-term business strategy, etc., the Company establishes at that time will be the new subject period, and the trust period of the Trust will be extended for the same period as the new subject period. The Company will make additional contributions for each extended trust period within the amount calculated by multiplying 220,000,000 yen by the number of years of the new subject period, and continue to grant points to Directors, etc., during the extended trust period. However, in the event that such an additional contribution is made, if there are the Company's shares (excluding the Company's shares equivalent to the points granted to Directors, etc., which have not yet been delivered, etc.) and money remaining in the Trust's assets at the end of the trust period before the extension (hereinafter referred to as "residual shares, etc. "), the total amount of residual shares, etc., and the additional trust fund to be contributed to will be within the amount calculated by multiplying 220,000,000 yen by the number of years of the new subject period.

If no amendment to the trust agreement or additional entrustment is made and there are Directors, etc., in office who may satisfy the beneficiary requirements at the expiration of the trust period, further points will not be granted to Directors, etc., thereafter, but the trust period may be extended by a maximum of 10 years until those Directors, etc., leave the Company and the Company's shares, etc., are completely delivered, etc., to those Directors, etc.

(3) Maximum number of the Company's shares, etc., to be delivered, etc., to Directors, etc., as the Company is entitled to determine

The Company's shares etc., to be delivered, etc., to Directors, etc., will be determined by converting one point into one share of the Company's shares (rounded to the nearest whole number) according to the cumulative value of points granted to Directors, etc., for each fiscal year (hereinafter referred to as the "cumulative number of points") in accordance with the following point-granting rules.

If Directors, etc., become non-residents of Japan during the subject period, points under the Plan will not be granted to those Directors, etc., while they are non-residents of Japan, and in lieu of the Plan, cash equivalent to the amount of stock-based compensation under the Plan (Phantom Stocks) shall be calculated in accordance with the Plan and paid to the Directors, etc., when they leave the Company.

If the Company's shares are subject to a stock split, reverse stock split, etc., during the trust period, the number of the Company's shares per point will be adjusted in accordance with the split ratio, reverse stock split ratio, etc., of the Company's shares.

The maximum number of the Company's shares that the Company is entitled to determine to be delivered to Directors, etc., for each trust period of the Trust is the number of shares equivalent to the number of points calculated by multiplying 110,000 points (equivalent to 110,000 shares) by the number of years of the subject period.

[Point-granting rules]

For each fiscal year, Directors, etc., are granted 50% as fixed points and 50% as performance-linked points out of the number obtained by dividing the base amount of stock-based compensation, which is set according to their position, by the base stock price. Fixed points and performance-linked points are accumulated and added together.

Performance-linked points will fluctuate within a certain range, are calculated by multiplying the cumulative value for each subject period by a performance-linked coefficient based on the degree of achievement of targets in the subject period.

(4) Time and method of delivery, etc., of the Company's shares, etc., to Directors, etc., and outline of the other terms of delivery of shares

Directors, etc., who satisfy certain beneficiary requirements (such as Directors, etc., leaving the Company and non-involvement in illegal activities) will, after leaving the Company, receive the delivery of the Company's shares of a number corresponding to 70% of the number of accumulated points calculated in accordance with (3) above (rounding down any shares of less than one unit) and will be provided with cash equivalent to the liquidation value of the Company's shares corresponding to the number of remaining points after they are liquidated within the Trust.

If Directors, etc., who satisfy the beneficiary requirements die during the trust period, the Company's shares corresponding to the number of accumulated points held by the Directors, etc., at that time shall be liquidated within the Trust, and the heirs of the Directors, etc., shall receive a cash payment from the Trust of an amount equivalent to the liquidation value of the Company's shares.

If it is revealed that Directors, etc., eligible for the Plan have committed a material act of dishonesty or breach, or have been involved in erroneous or improper accounting, the Company shall be entitled, based on a report of the Compensation Committee and a determination of the Board of Directors, to not make a delivery, etc., of the Company's shares, etc., to those Directors, etc., under the Plan, or to demand that those Directors, etc., return money equivalent to the Company's shares, etc., already delivered, etc., to them or to compensate for damages by paying money equivalent to the amount of the Company's shares, etc.

(5) Exercise of voting rights pertaining to the Company's shares in the Trust

Voting rights on the Company's shares in the Trust (those that remain in the Trust before they are delivered, etc., to Directors, etc., in accordance with (4) above) shall not be exercised during the trust period to ensure neutrality with regard to the Company's management.

(6) Handling of dividends on the Company's shares in the Trust

Dividends pertaining to the Company's shares in the Trust will be received by the Trust and used to pay trust fees and other expenses incurred by the Trust.

(7) Other details of the Plan

Other details of the Plan will be determined by the Board of Directors each time that the Trust is established, the trust agreement is amended, or an additional contribution is made to the Trust.

= End =