

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 1, 2023)

(Commencement date of electronic provision measures: May 25, 2023)

15-1, Naeshiro-cho, Mizuho-ku, Nagoya

BROTHER INDUSTRIES, LTD.

Ichiro Sasaki

Representative Director & President

NOTICE OF THE 131ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are hereby notified that the 131st 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 131st Ordinary General Meeting of 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, Wednesday, June 21, 2023 [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 22, 2023 (Thursday) at 10:00 am [Japan Standard Time]
2. **Place:** Brother Industries, Ltd. Mizuho Plant Hall
1-1-1, Kawagishi, Mizuho-ku, Nagoya
3. **Agendas:**
 1. **Matters to be reported:** Report on the Business Report, Consolidated Financial Statements for the 131st fiscal term (from April 1, 2022 to March 31, 2023) 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 131st fiscal term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal 1:** Election of 11 Directors
- Proposal 2:** Election of 3 Corporate Auditors

- 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 Wednesday, June 21, 2023 [Japan Standard Time]

[Voting by the internet, etc.]

Please access the designated website for exercising voting rights (<https://evote.tr.mufig.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 p.m. on Wednesday, June 21, 2023 [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 this Notice of Convocation and the following matters:

- 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 131st Ordinary General Meeting of Shareholders will be published on Brother's website and will not be sent in paper form by mail.

Brother's Website : <https://global.brother/ja/investor/meeting/>

Guide to Exercising Voting Rights by the internet

Due Date for Exercising your Voting Right by the internet:

To be entered no later than 6:00 pm on Wednesday, June 21, 2023[Japan Standard Time]

How to Scan the QR Code

You can log into the Website for Exercising Voting Rights without entering the login ID and temporary password provided in the duplicate copy of the voting rights exercise form.

(1) Scan the QR code provided in the duplicate copy of the voting rights exercise form (on the right-hand side).

Note: The QR code is the registered trademark of Denso Wave Incorporated.

(2) Then, enter your approval or disapproval following the instructions on the screen.

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) Register a new password.

(4) 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

- You may be unable to use the above website depending on your internet environment, or the type of internet service or device you have.
- The above website will be closed between 2 am and 5 am [Japan Standard Time] every day.
- We will be asking you to change your “temporary password” on the above website, to prevent improper access (identity theft) and manipulation of voting data by third parties.
- The “login ID” and “temporary password” provided are only valid for this General Meeting of Shareholders.
- You shall be responsible for the internet connection fees payable to the providers and communication expenses payable to telecommunication carriers (including telephone and packet communication fees) to access the 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: 9:00–21:00 [Japan Standard Time]

Reference Material for General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Election of 11 Directors

The term of office of all 11 current Directors will expire at the end of this General Meeting of Shareholders. Therefore, it is proposed to elect 11 Directors. 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 2022)
1	Toshikazu Koike (67 years old) Candidate for Reelection	Director & Chairman	12 out of 12 times (100%)
2	Ichiro Sasaki (66 years old) Candidate for Reelection	Representative Director & President	12 out of 12 times (100%)
3	Tadashi Ishiguro (63 years old) Candidate for Reelection	Representative Director & Vice President Responsible for: MIS Dept., New Business Development Dept.	12 out of 12 times (100%)
4	Kazufumi Ikeda (60 years old) Candidate for Reelection	Director & Senior Managing Executive Officer Responsible for: Corporate Planning Dept., Human Resources Dept., Nissei Business	12 out of 12 times (100%)
5	Satoru Kuwabara (60 years old) Candidate for Reelection	Director & Senior Managing Executive Officer 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., Labeling & Mobile Solutions Development Dept., Production Dept., Quality Management Dept.	12 out of 12 times (100%)

Candidate Number	Candidate Name	Responsibilities in the Company	Attendance Record for the Board of Directors' Meeting (fiscal year 2022)
6	<p>Taizo Murakami (61 years old)</p> <p>Candidate for Reelection</p>	<p>Director & Managing Executive Officer</p> <p>Head of Quality, Production & Engineering Center</p> <p>Responsible for: Production Strategy Planning Dept., Engineering Development Dept., Basic Engineering Technology Dept., Quality Innovation Dept., IJ Production Dept., Purchasing Dept.</p>	10 out of 10 times (100%)
7	<p>Keisuke Takeuchi (75 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	11 out of 12 times (91%)
8	<p>Aya Shirai (63 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)
9	<p>Kazunari Uchida (71 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)
10	<p>Naoki Hidaka (70 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 times (100%)
11	<p>Masahiko Miyaki (69 years old)</p> <p>Candidate for Reelection Outside Director Candidate Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Director	12 out of 12 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	<p>Toshikazu Koike (October 14, 1955)</p> <p>67 years old</p> <p>Candidate for Reelection</p>	<p>April 1979: Joined the Company</p> <p>August 1982: Brother International Corporation (U.S.A.)</p> <p>October 1992: Director of Brother International Corporation (U.S.A.)</p> <p>January 2000: Director & President of Brother International Corporation (U.S.A.)</p> <p>June 2004: Director of the Company</p> <p>January 2005: Director & Chairman of Brother International Corporation (U.S.A.)</p> <p>April 2005: Director & Managing Executive Officer of the Company</p> <p>April 2006: Director & Senior Managing Executive Officer of the Company</p> <p>June 2006: Representative Director & Senior Managing Executive Officer of the Company</p> <p>June 2007: Representative Director & President of the Company</p> <p>June 2018: Representative Director & Chairman of the Company</p> <p>June 2022: Director & Chairman of the Company (current position)</p>	29,800
<p>Reason for nomination as a director candidate:</p> <p>Toshikazu Koike has an excellent track record and demonstrated outstanding qualities as a senior executive. After having years of experience as the head of the Americas sales headquarters, he drove the growth of our primary printing business as the President of Information & Document Company. As the President of the Company since 2007, he led the Company Group to steady growth towards achieving our long-term business vision. Further since 2018, he, as the Chairman of the Board of the Company, has shown his ability on promoting corporate governance for the Company Group. It is therefore considered that his skills are essential to the operation of the Company. For these reasons, the Company proposes the reelection of Toshikazu Koike.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Toyo Seikan Group Holdings, Ltd.</p> <p>Outside Director (member of the Audit and Supervisory Committee) of YASUKAWA Electric Corporation</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
2	<p>Ichiro Sasaki (April 30, 1957)</p> <p>66 years old</p> <p>Candidate for Reelection</p>	<p>April 1983: Joined the Company January 2005: Managing Director of Brother U.K. Ltd. April 2008: General Manager of NID Research & Development Dept. of the Company April 2009: Executive Officer of the Company April 2013: Managing Executive Officer of the Company June 2014: Director & Managing Executive Officer of the Company June 2016: Representative Director & Managing Executive Officer of the Company April 2017: Representative Director & Senior Managing Executive Officer of the Company June 2018: Representative Director & President of the Company (current position)</p>	43,780
<p>Reason for nomination as a director candidate:</p> <p>As an engineer for product development, Ichiro Sasaki was one of the people who established the foundation of our laser printer technology. He possesses a broad range of knowledge based on his experience, which includes operations in the manufacturing field (such as product planning and quality assurance) and management of our U.K. sales company. He led the acquisition of the Domino business and its subsequent integration, and after taking the position of the President of the Company in 2018, he has demonstrated excellent leadership in various business fields of the Company. We believe his extensive knowledge, leadership and other qualities will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Ichiro Sasaki.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
3	<p>Tadashi Ishiguro (June 21, 1960)</p> <p>63 years old</p> <p>Candidate for Reelection</p>	<p>April 1984: Joined the Company</p> <p>May 1987: Brother International Corporation (U.S.A.)</p> <p>January 2005: Director & President of Brother International Corporation (U.S.A.)</p> <p>April 2011: Group Executive Officer of the Company</p> <p>April 2013: Group Managing Executive Officer of the Company</p> <p>April 2014: Director and Chairman of Brother International Corporation (U.S.A.)</p> <p>June 2014: Director & Group Managing Executive Officer of the Company</p> <p>January 2015: Director & Managing Executive Officer of the Company</p> <p>April 2017: Director & Senior Managing Executive Officer of the Company</p> <p>June 2017: Representative Director & Senior Managing Executive Officer of the Company</p> <p>April 2021: Representative Director & Vice President of the Company (current position)</p> <p>[Responsibilities in the Company] Responsible for: MIS Dept., New Business Development Dept.</p>	31,700
<p>Reason for nomination as a director candidate:</p> <p>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 Mid-Term Business 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. We believe his knowledge and experience will help contribute to the growth of the Company Group's corporate value. For these reasons, the Company proposes the reelection of Tadashi Ishiguro.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
4	<p>Kazufumi Ikeda (August 29, 1962) 60 years old Candidate for Reelection</p>	<p>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.) April 2019: Director & Chairman of Brother International Corporation (U.S.A.) April 2020: 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 (current position)</p> <p>[Responsibilities in the Company] Responsible for: Corporate Planning Dept., Human Resources Dept., Nissei Business</p>	8,300
	<p>Reason for nomination as a director candidate:</p> <p>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 formulated and showed his ability on promoting the Mid-Term Business Strategy as the responsible person in the Corporate Planning Dept. Most recently, he has been driving the development of our business in the Americas as the head of the Americas sales headquarters. We believe 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 Kazufumi Ikeda.</p>		
	<p>Important Concurrent Offices: None</p>		

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
5	<p style="text-align: center;">Satoru Kuwabara (November 21, 1962)</p> <p style="text-align: center;">60 years old</p> <p style="text-align: center;">Candidate for Reelection</p>	<p>April 1987: Joined the Company</p> <p>October 2004: General Manager, Development Dept. 1 of Information & Document Company of the Company</p> <p>April 2008: General Manager, Development Dept. 1 of the Company</p> <p>April 2009: General Manager, Development Planning Dept. of the Company</p> <p>April 2010: CEO of Brother Technology (Shenzhen) Ltd.</p> <p>April 2014: General Manager, Development Planning Dept. of the Company</p> <p>October 2014: General Manager, LE Development Dept. of the Company</p> <p>April 2015: Executive Officer of the Company</p> <p>April 2019: Managing Executive Officer of the Company</p> <p>June 2021: Director & Managing Executive Officer of the Company</p> <p>April 2023: Director & Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]</p> <p>Head of Printing & Solutions Business Division</p> <p>Responsible for:</p> <p>Printing & Solutions Business Division</p> <p>LE Development Dept., LC Development Dept.,</p> <p>IDS Development Dept., Printing Application Development Dept.,</p> <p>Labeling & Mobile Solutions Development Dept.,</p> <p>Production Dept., Quality Management Dept.</p>	12,300
		<p>Reason for nomination as a director candidate:</p> <p>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. We believe 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.</p>	
		<p>Important Concurrent Offices: None</p>	

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
6	<p>Taizo Murakami (February 2, 1962) 61 years old</p> <p>Candidate for Reelection</p>	<p>April 1984: Joined the Company April 2007: General Manager, Production Technology Dept. of Printing & Solutions Company April 2008: General Manager, Production Technology Dept. of the Company April 2009: General Manager, Parts Engineering Dept. of the Company April 2010: Managing Director of Brother Industries Technology (Malaysia) Sdn. Bhd. April 2013: General Manager, Prototype Engineering Dept. of the Company April 2016: Executive Officer of the Company April 2019: Managing Executive Officer of the Company June 2022: Director & Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company] Head of Quality, Production & Engineering Center Responsible for: Production Strategy Planning Dept., Engineering Development Dept., Basic Engineering Technology Dept., Quality Innovation Dept., IJ Production Dept., Purchasing Dept.</p>	6,600
<p>Reason for nomination as a director candidate:</p> <p>Since Taizo Murakami joined this Company, he has been engaged for many years in the manufacturing technology field in the Company's main business, such as the sewing machine or printer business, and therefore he has extensive knowledge in the manufacturing and quality control fields of the Company Group from his work in positions including the head of the production base in the ASEAN area. Most recently, he has been demonstrating his abilities as the executive responsible for the Company's quality and manufacturing functions in promoting the manufacturing technology strategy and manufacturing base strategy, and in dealing with supply chain issues for business continuity. We believe 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 Taizo Murakami.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
7	<p>Keisuke Takeuchi (November 18, 1947)</p> <p>75 years old</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1970: Joined Japan Gasoline Co., Ltd. (now JGC Holdings Corporation)</p> <p>June 2000: Director of JGC Corporation (now JGC Holdings Corporation)</p> <p>June 2001: Managing Director of JGC Corporation</p> <p>June 2002: Senior Managing Director of JGC Corporation</p> <p>June 2006: Director and Vice President of JGC Corporation</p> <p>March 2007: President and Representative Director of JGC Corporation</p> <p>June 2009: Chairman and Representative Director of JGC Corporation</p> <p>June 2014: Principal Corporate Advisor of JGC Corporation</p> <p>June 2017: Outside Director of the Company (current position)</p> <p>June 2019: Outside Director of Japan Post Bank Co., Ltd. (current position)</p>	6,100
<p>Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:</p> <p>Keisuke Takeuchi has been involved in the management of a global group of companies through his experience as Representative Director and President and Representative Director and Chairman of JGC Corporation. Through his extensive experience, insight, and achievements, he can provide advice regarding the Company Group's management, make important decisions and supervise the execution of business. For these reasons, the Company proposes the reelection of Keisuke Takeuchi.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Japan Post Bank Co., Ltd.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
8	<p>Aya Shirai (May 23, 1960)</p> <p>63 years old</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1979: Joined All Nippon Airways Co., Ltd.</p> <p>June 1993: Member of Amagasaki City Council</p> <p>December 2002: The Mayor of Amagasaki City</p> <p>June 2011: Outside Director of Gunze Limited</p> <p>April 2013: Executive Operating Officer of the Osaka Pref. Gender Equality Promotion Foundation</p> <p>June 2015: Outside Director of Pegasus Sewing Machine Mfg. Co., Ltd.</p> <p>Outside Director of Sumitomo Precision Products Co., Ltd.</p> <p>June 2018: Outside Director of Sanyo Chemical Industries, Ltd. (current position)</p> <p>June 2019: Outside Director of the Company (current position)</p> <p>June 2022: Outside Director of The Royal Hotel, Ltd. (current position)</p>	4,000
<p>Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:</p> <p>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.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Sanyo Chemical Industries, Ltd.</p> <p>Outside Director of The Royal Hotel, Ltd.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
9	<p>Kazunari Uchida (October 31, 1951)</p> <p>71 years old</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1974: Joined Japan Airlines Co., Ltd.</p> <p>January 1985: Joined Boston Consulting Group</p> <p>June 2000: Japan Representative of Boston Consulting Group</p> <p>April 2006: Professor of Faculty of Commerce at Waseda University</p> <p>February 2012: Outside Auditor of Kewpie Corporation</p> <p>June 2012: Outside Director of Lifenet Insurance Company Outside Director of Mitsui-Soko Co., Ltd. (now Mitsui-Soko Holdings Co., Ltd.)</p> <p>August 2012: Outside Director of Japan ERI Co., Ltd.</p> <p>December 2013: Outside Director of ERI Holdings Co., Ltd.</p> <p>June 2014: Independent Advisory Committee Member of the Company</p> <p>February 2015: Outside Director of Kewpie Corporation</p> <p>March 2016: Outside Director of Lion Corporation (current position)</p> <p>June 2020: Outside Director of the Company (current position)</p> <p>April 2022: Professor Emeritus at Waseda University (current position)</p>	2,700
<p>Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:</p> <p>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.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Lion Corporation</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
10	<p>Naoki Hidaka (May 16, 1953)</p> <p>70 years old</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1976: Joined Sumitomo Corporation</p> <p>April 2001: General Manager of Chicago Office, Sumitomo Corporation of America</p> <p>April 2007: Executive Officer, General Manager of Metal Products for Automotive Industries Div. of Sumitomo Corporation</p> <p>April 2009: Managing Executive Officer, General Manager of Chubu Regional Business Unit of Sumitomo Corporation</p> <p>April 2012: Senior Managing Executive Officer, General Manager of Kansai Regional Business Unit of Sumitomo Corporation</p> <p>June 2013: Representative Director, Senior Managing Executive Officer, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation</p> <p>April 2015: Representative Director, Executive Vice President, General Manager of Transportation & Construction System Business Unit of Sumitomo Corporation</p> <p>June 2018: Special Advisor of Sumitomo Corporation</p> <p>June 2019: Advisor of Sumitomo Corporation</p> <p>June 2020: Outside Director of the Company (current position)</p> <p>March 2021: Outside Director of Nabtesco Corporation (current position)</p> <p>June 2022: Outside Director of Topcon Corporation (current position)</p>	2,700
<p>Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:</p> <p>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.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Director of Nabtesco Corporation</p> <p>Outside Director of Topcon Corporation</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
11	<p>Masahiko Miyaki (December 12, 1953)</p> <p>69 years old</p> <p>Candidate for Reelection</p> <p>Outside Director Candidate</p> <p>Independent Director stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1977: Joined Nippondenso Co. Ltd. (now DENSO Corporation)</p> <p>June 2004: Managing Officer, Fuel Injection Engineering Dept. of DENSO Corporation</p> <p>June 2007: Managing Officer, Powertrain Control Systems Business Group of DENSO Corporation</p> <p>June 2010: Director & Senior Executive Officer, Electric System Business Group of DENSO Corporation</p> <p>June 2011: Director of Toyota Boshoku Corporation</p> <p>January 2012: Director & Senior Executive Officer, Powertrain Control Systems Business Group of DENSO Corporation</p> <p>June 2013: Representative Director & Vice President, Overall R&D, Engineering Research & Development Center, China Region, of DENSO Corporation</p> <p>April 2015: Representative Director & Vice President, Quality, Safety & Environment Center, of DENSO Corporation</p> <p>April 2017: Director of DENSO Corporation</p> <p>June 2017: Advisor of DENSO Corporation</p> <p>June 2021: Outside Director of the Company (current position)</p>	1,600
<p>Reason for nomination as an outside director candidate and role expected to be played as the elected outside director:</p> <p>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.</p>			
<p>Important Concurrent Offices: None</p>			

Notes:

1. There is no special conflict of interest between each of these candidates and the Company.
2. Keisuke Takeuchi, 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 (refer to page 15 [page numbers are not consistent with this translation]). The Company has notified the Tokyo Stock Exchange, Inc. of designation of Keisuke Takeuchi, Aya Shirai, Kazunari Uchida, Naoki Hidaka and Masahiko Miyaki as independent directors under the provisions of the exchange.
3. Keisuke Takeuchi, 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 six years, four years, three years, three years and two years respectively as an outside director.
4. Keisuke Takeuchi, 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 Keisuke Takeuchi, 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. The outline of the terms of the agreement is as stated in this notice, Other Matters of Electronic Provision Measures (Matters Omitted from Documents Delivered), p. 6 [page numbers are not consistent with this translation], “(1) Outline of Directors and Officers Liability Insurance Agreement.” 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. Sumitomo Precision Products Co., Ltd., for which Aya Shirai served as Outside Director, found that it overcharged to the Department of Defense for its sale of defense equipment in January 2019 and voluntarily declared the fact to the Authority. While Aya Shirai had regularly alerted management executives to the importance of internal control at occasions such as meetings of the board of directors, she discharged her responsibilities including a suggestion that internal control and compliance-based management should be further ensured to further thoroughly investigate the cause and to prevent recurrence from time to time after such finding.

Proposal 2: Election of 3 Corporate Auditors

The term of office of Corporate Auditors Masaaki Kanda and Kazuya Jono will expire, and Corporate Auditor Kazuyuki Ogawa will resign from his position to retire at the end of this General Meeting of Shareholders. It is proposed that three Corporate Auditors be elected. This Proposal has been agreed by the Audit & Supervisory Board.

The candidates for Corporate Auditors are as follows:

Candidate Number	Candidate Name	Responsibilities in the Company
1	<p>Takeshi Yamada (60 years old) New Candidate</p>	Deputy General Manager of Corporate Auditors' Office
2	<p>Kazuya Jono (68 years old) Candidate for Reelection Outside Auditor Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</p>	Outside Auditor
3	<p>Chika Matsumoto (62 years old) New Candidate Outside Auditor Candidate Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</p>	—

(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	<p>Takeshi Yamada (June 5, 1963)</p> <p>60 years old</p> <p>New Candidate</p>	<p>April 1987: Joined the Company</p> <p>May 1993: Brother Industries (U.K.)</p> <p>April 2002: Brother Sales, Ltd.</p> <p>June 2005: Brother International Corporation (U.S.A.)</p> <p>April 2014: Director of Brother International Corporation (U.S.A.)</p> <p>April 2017: Representative Director & President of Brother International Corporation</p> <p>April 2018: General Manager, Corporate Planning Dept. of the Company</p> <p>April 2023: Deputy General Manager, Corporate Auditors' Office of the Company (current position)</p>	0
<p>Reason for nomination as a corporate auditor candidate:</p> <p>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 administrative operations including accounting of the Company and other group companies for years and most recently 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 Asian countries. Based on such insight and experience, it is considered most appropriate for Takeshi Yamada to be appointed as a Corporate Auditor.</p>			
<p>Important Concurrent Offices: None</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
2	<p>Kazuya Jono (December 10, 1954)</p> <p>68 years old</p> <p>Candidate for Reelection</p> <p>Outside Auditor Candidate</p> <p>Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</p>	<p>April 1977: Joined Mitsui Bank (now Sumitomo Mitsui Banking Corporation)</p> <p>June 2005: Executive Officer of Sumitomo Mitsui Banking Corporation ("SMBC")</p> <p>April 2007: Managing Executive Officer of SMBC</p> <p>April 2009: Managing Executive Officer of Sumitomo Mitsui Financial Group ("SMFG") Director and President of Sumitomo Mitsui Card & Credit, Inc. (retired in March 2011)</p> <p>April 2010: Director and Senior Managing Executive Officer of SMBC (retired in March 2012) Senior Managing Executive Officer of SMFG</p> <p>June 2011: Director of SMFG (retired in March 2012)</p> <p>June 2012: Director and President, CEO of Citibank Japan Ltd. (retired in May 2014)</p> <p>June 2015: Outside Auditor of The Japan Steel Works Ltd. Outside Auditor of Toray Industries, Inc. (current position)</p> <p>June 2019: Outside Auditor of the Company (current position)</p>	1,900
<p>Reason for nomination as an outside corporate auditor candidate:</p> <p>Kazuya Jono has been involved in the management of financial institution for years. Through his extensive experience, insight and achievements, he can provide auditing over the operation of the Company, independent of the managing executives. For these reasons, the Company proposes the reelection of Kazuya Jono as an Outside Auditor.</p>			
<p>Important Concurrent Offices:</p> <p>Outside Auditor of Toray Industries, Inc.</p>			

Candidate number	Name (Date of birth)	Personal history, position, duties and important concurrent offices	Ownership of number of the Company's common shares
3	<p>Chika Matsumoto (February 22, 1961)</p> <p>62 years old</p> <p>New Candidate</p> <p>Outside Auditor Candidate</p> <p>Independent Auditor stipulated by Tokyo Stock Exchange, Inc.</p>	<p>Oct 1990: Joined Chuo Shinko Audit Corporation (later changed its name to Misuzu Audit Corporation)</p> <p>March 1994: Registered as a CPA (current position)</p> <p>Aug 2007: Partner of AZUSA Audit Corporation (later changed its name to KPMG AZSA, LLC) (current position)</p> <p>Jury 2013: Board member of KPMG AZSA LLC</p> <p>Jury 2017: Member of Management Oversight Committee, KPMG AZSA LLC</p> <p>Jury 2020: General Manager of Nagoya Office, KPMG AZSA LLC (current position)</p>	0
	<p>Reason for nomination as an outside corporate auditor candidate:</p> <p>Through her years of career as a certified public accountant, Chika Matsumoto has extensive experience, insight and achievements in the finance and accounting field. Based thereon, it is considered that she can provide auditing over the operation of the Company, independent of the managing executives, and most appropriate for Chika Matsumoto to be appointed as an Outside Auditor.</p>		
	<p>Important Concurrent Offices: None</p>		

Notes:

- There is no special conflict of interest between each of these candidates and the Company. Chika Matsumoto was employed by the Company as an employee from April 1983 to August 1985.
- Kazuya Jono and Chika Matsumoto are candidates for outside auditor and satisfy the requirements under the Independence Standards for Outside Officers adopted by the Company (refer to the following part of this page). The Company has notified the Tokyo Stock Exchange, Inc. of designation of Kazuya Jono as an independent auditor under the provisions of the exchange and plans to notify the exchange of designation of Chika Matsumoto as an independent auditor under the provisions of the exchange.
- Kazuya Jono is currently an outside auditor of the Company, and at the end of this General Meeting of Shareholders, will have served four years as outside auditor.
- Kazuya Jono is currently an outside auditor of the Company. The Company has entered into agreements with Kazuya Jono for limiting his liability to the statutory limit for limiting their liability. The Company plans to enter into agreements with Kazuya Jono and Chika Matsumoto for limiting their liability to the statutory limit if Kazuya Jono is reappointed and Chika Matsumoto 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. The outline of the terms of the agreement is as stated in this notice, Other Matters of Electronic Provision Measures (Matters Omitted from Documents Delivered), p. 6 [page numbers are not consistent with this translation], “(1) Outline of Directors and Officers Liability Insurance Agreement.” When each candidate is elected 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.
6. Kazuya Jono will retire from his position of an outside auditor of Toray Industries, Inc. in late June 2023.
7. Chika Matsumoto will retire from KPMG AZSA LLC in late June 2023.
8. Chika Matsumoto is expected to be elected as an outside auditor of Hino Motors, Ltd. in late June 2023.

(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 five years as a business executor^{*1} of a corporation or any other organization (hereafter referred to as a corporation, etc.) that applies to one of the followings.
 - A corporation, etc. which is the major shareholder^{*2} of Brother Industries, Ltd.
 - A corporation, etc. of which Brother Industries, Ltd. etc. is the major shareholder
 - A corporation, etc., which paid Brother Industries, Ltd., etc. the amount of money that is more than two percent of the consolidated net sales of Brother Industries, Ltd. during the business year concerned
 - A corporation, etc. which received either ten million yen of annual payment or a payment equals to two percent of the consolidated net sales of the said corporation, etc., whichever is larger, from Brother Industries, Ltd., etc. during the relevant business year
 - A corporation/organization, etc. which obtained more than ten million yen of annual payment, or a payment more than two percent of the gross income or recurring revenue of the said corporation/organization, etc., whichever is larger, from Brother Industries, Ltd. as a donation or grant during the relevant business year
- (3) An individual who currently serves or served within the past five years as a business executor of a company, at which an individual from Brother Industries, Ltd., etc. serves as its director.
- (4) A certified public accountant who currently serves or served within the past five years as an accounting auditor of Brother Industries, Ltd., etc., or currently belongs or belonged within the past five years to an auditing firm, which serves as the accounting auditor of Brother Industries, Ltd., etc.
- (5) A consultant, accounting specialist, or a legal expert who currently receives or received within the past five years either a payment of more than two percent of the net sales of the business year or ten million yen, whichever is higher, from Brother Industries, Ltd., etc. (excluding the remuneration of officers).
(In the case of which the recipient of the said compensation is an organization, such as a corporation or guild, this applies to a consultant, accounting specialist or legal expert who belongs to the organization concerned.)
- (6) An individual who is currently a close relative^{*3} or was a close relative within the past five years of the individuals mentioned in (1) through (5) above respectively (excluding individuals who are not considered as important individuals^{*4}).

*1: A business executor is a director in charge of executing a business operation or executive officer of a corporation or any other organization, an officer or employee in charge of executing a business operation of any other corporation, etc., those who fulfill the duty stipulated in the Article 598 (1) of the Japanese Companies Act or any other individual that has a similar responsibility, employee, director (excluding an outside director), a manager who has a similar responsibility, or those who execute tasks of employees, etc.

*2: Refers to a shareholder who holds more than ten percent of voting rights.

*3: As to (1) through (3) above, an important individual means a director, executive officer, or an employee who is a department manager or at a higher position (including an executive officer). As to (4) above, it refers to certified public accountants belonging to respective auditing firms. As for (5) above, it means a director, executive officer, an employee who is a department manager or at a higher position (including an executive officer), certified public accountants belonging to respective auditing firms, or attorneys belonging to respective law firms.

*4: Refers to relatives within the second degree of kinship.

(Reference) Expected areas and skills of expertise for Directors and Corporate Auditors

Toward the realization of Brother Group Vision “At your side 2030”, we will proactively respond not only to each business strategy, including growth strategy in the industrial domain, but also to sustainability issues under the mid-term business strategy “CS B2024”. We especially expect the contribution by each of our directors and corporate auditors (including candidates) in the following areas:

		Management strategy	Develop ment Manu facturing	Sales marketing	IT DX	HR Develop ment	Inter nationality	Legal compliance	Finance accounting	ESG sustainability	Age	Gender	Indepen dency
Directors	Toshikazu Koike	●		●		●	●		●	●	67	Male	
	Ichiro Sasaki	●	●		●		●			●	66	Male	
	Tadashi Ishiguro	●		●	●		●				63	Male	
	Kazufumi Ikeda	●				●	●		●	●	60	Male	
	Satoru Kuwabara	●	●	●			●				60	Male	
	Taizo Murakami		●				●			●	61	Male	
	Keisuke Takeuchi	●	●				●				75	Male	○
	Aya Shirai	●				●				●	63	Female	○
	Kazunari Uchida	●			●	●	●				71	Male	○
	Naoki Hidaka	●		●			●				70	Male	○
Masahiko Miyaki	●	●							●	69	Male	○	
Corporate Auditors	Keizo Obayashi						●		●		60	Male	
	Takeshi Yamada						●	●			60	Male	
	Akira Yamada						●	●			70	Male	○
	Kazuya Jono						●		●		68	Male	○
	Chika Matsumoto								●	●	62	Female	○

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

---End---