

Note: The following is an English translation of the original Japanese version, prepared only for the convenience of shareholders. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Information referred to herein may not have an English translation. The pages referred to are those in the original Japanese version.

(Securities code: 6448)

June 1, 2011

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

Toshikazu Koike  
Representative Director & President

## NOTICE OF THE 119TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We send our condolences to the shareholders who are affected by the Great East Japan Earthquake which occurred this March.

You are cordially invited to attend the 119th Ordinary General Meeting of Shareholders to be held as stated below.

**If you are unable to attend the meeting, please review the attached "Reference Material for General Meeting of Shareholders" and exercise your voting right by 6:00 pm, Wednesday, June 22, 2011 (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 23, 2011 (Thursday) at 10:00 am (Japan Standard Time)
- 2 . **Place:** Baroque Room 3<sup>rd</sup> Floor  
Nagoya Tokyu Hotel  
4-6-8, Sakae, Naka-ku, Nagoya  
Please refer to the "access map" at the end of this notice (omitted from this translation)
- 3 . **Agendas:**
  1. **Matters to be reported:** Report on the Business Report, Consolidated Financial Statements for the 119th fiscal term (from April 1, 2010 to March 31, 2011) and the result of the audits of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors
  2. Report on the Financial Statements for the 119th fiscal term (from April 1, 2010 to March 31, 2011)

#### Matters to be resolved:

- |                    |  |
|--------------------|--|
| <b>Proposal 1:</b> | Election of 6 Directors                                  |
| <b>Proposal 2:</b> | Election of 2 Auditors                                   |
| <b>Proposal 3:</b> | Payment of performance-based remuneration to 4 Directors |

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

## Exercising Your Voting Rights

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

### **[Voting by proxy]**

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

### **[Voting by postal mail]**

Please indicate your approval or disapproval of the proposals in the [Exercise Form] enclosed and return it to us.

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

Please access the designated website (<http://www.evotep.jp/>) on your personal computer or mobile phone (i-mode, EZweb or Yahoo! Keitai) with the "login ID" and the "temporary password" provided in the [Exercise Form] enclosed herewith. Follow the instructions to enter your approval or disapproval of the proposals. Before voting, please ensure that you read the "Notes for Exercising Voting Rights via Internet" contained in the attached reference material (Page 55) (omitted from this translation).

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

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

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

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If you plan to attend the meeting, please present the [Exercise Form] to the receptionist at the meeting.

Any revisions to the reference material for General Meeting of Shareholders, the business report, or the unconsolidated or consolidated financial statements will be published on the Company's website (<http://www.brother.co.jp/investor/index.htm>).

## Reference Material for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal 1: Election of 6 Directors

Since the term of office of all seven current Directors will expire at the close of this Ordinary General Meeting of Shareholders, the Company proposes that six Directors be elected.

The candidates for Directors are as follows:

| Candidate number | Name<br>(Date of birth)               | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of the Company's shares in possession |
|------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1                | Toshikazu Koike<br>(October 14, 1955) | <p>April 1979: Joined the Company</p> <p>August 1982: Brother International Corporation (U.S.A.)</p> <p>October 1992: Director of Brother International Corporation (U.S.A.)</p> <p>January 2000: Director &amp; President of Brother International Corporation (U.S.A.)</p> <p>June 2004: Director of the Company</p> <p>January 2005: Director &amp; Chairman of Brother International Corporation (U.S.A.)</p> <p>April 2005: Director &amp; Managing Executive Officer of the Company</p> <p>April 2006: Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2006: Representative Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2007: Representative Director &amp; President of the Company (current position)</p> | 18,010                                       |

| Candidate number | Name<br>(Date of birth)             | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of the Company's shares in possession |
|------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 2                | Yuji Furukawa<br>(January 12, 1951) | <p>April 1974: Joined Brother Sewing Machine Sales, Ltd. (which was merged into the Company in April 1999)</p> <p>November 1978: Entered the Company</p> <p>June 1996: General Manager of Sales Planning Dept., Peripheral Equipment Division, Image Equipment Business of the Company</p> <p>October 1999: Director of Brother International Singapore Pte. Ltd.</p> <p>March 2000: Director &amp; President of Brother International Singapore Pte. Ltd.</p> <p>January 2003: Managing Director, Chairman and President of Brother International Europe, Ltd.</p> <p>February 2003: Managing Director &amp; President of Brother Holdings (Europe), Ltd.</p> <p>June 2006: Director of the Company</p> <p>April 2007: Director &amp; Managing Executive Officer of the Company</p> <p>April 2008: Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2008: Representative Director &amp; Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of Printing and Solutions Business and<br/>Responsible for: Sales &amp; Marketing Dept., Product Planning Dept. and Production Planning Dept.</p> | 14,420                                       |

| Candidate number | Name<br>(Date of birth)                | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Number of the Company's shares in possession |
|------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 3                | Shigeki Ishikawa<br>(January 18, 1953) | <p>April 1976: Joined the Company</p> <p>June 1995: General Manager of Production Dept., Image System Division, Image Equipment Business of the Company</p> <p>October 1997: Division Manager, Image System Division of the Company</p> <p>June 2000: Executive Officer of the Company, Executive Vice President of Information &amp; Document Company</p> <p>April 2002: Executive Officer of the Company, President of Information &amp; Document Company</p> <p>June 2002: Director &amp; Managing Executive Officer of the Company</p> <p>April 2008: Director &amp; Senior Managing Executive Officer of the Company</p> <p>June 2008: Representative Director &amp; Senior Managing Executive Officer of the Company (current position)</p> <p>[Responsibilities in the Company]<br/>Head of Network and Contents Business<br/>Responsible for: Quality Management Dept., Customer Satisfaction Dept., Development Management Dept., Intellectual Property Dept., N&amp;C Business Dept., and Network System Development Dept.</p>                                                                          | 24,415                                       |
| 4                | Haruyuki Niimi<br>(April 5, 1936)      | <p>January 1960: Joined Shell Sekiyu K.K.</p> <p>December 1979: Director of Shell Sekiyu</p> <p>January 1984: Managing Director of Shell Sekiyu</p> <p>January 1985: Managing Director of Showa Shell Sekiyu K.K.</p> <p>March 1993: Senior Managing Director of Showa Shell Sekiyu</p> <p>September 1993: Vice President, Representative Director of Showa Shell Sekiyu</p> <p>March 1995: Chairman, Representative Director of Showa Shell Sekiyu</p> <p>February 1998: Chairman and President, Representative Director of Showa Shell Sekiyu</p> <p>March 2002: Chairman and CEO, Representative Director of Showa Shell Sekiyu</p> <p>March 2003: Chairman, Representative Director of Showa Shell Sekiyu</p> <p>June 2004: Outside Director of Nagase &amp; Co. Ltd. (current position)</p> <p>October 2005: Chairman and President, Representative Director of Showa Shell Sekiyu</p> <p>March 2006: Chairman, Representative Director of Showa Shell Sekiyu</p> <p>June 2007: Director of the Company (current position)</p> <p>March 2009: Chairman Emeritus of Showa Shell Sekiyu (current position)</p> | 16,223                                       |

| Candidate number | Name<br>(Date of birth)                | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of the Company's shares in possession |
|------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 5                | Yukihisa Hirano<br>(February 25, 1938) | <p>April 1961: Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)</p> <p>December 1989: Director and President, Toyota Motor Manufacturing (UK) Ltd.</p> <p>September 1990: Director and General Manager of Europe Business Division, Toyota Motor Corporation</p> <p>June 1997: Director and President, Kanto Auto Works, Ltd.</p> <p>May 1998: Representative Director and President, Central Japan International Airport Co., Ltd.</p> <p>June 2007: Director and Chairman, Central Japan International Airport Co., Ltd. (current position)</p> <p>June 2009: Director of the Company (current position)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2,996                                        |
| 6                | Atsushi Nishijo<br>(July 24, 1942)     | <p>April 1965: Joined Sumitomo Corporation</p> <p>June 1993: Director of Sumitomo Corporation<br/>Executive Vice President of Sumitomo Corporation of America</p> <p>April 1997: Managing Director of Sumitomo Corporation</p> <p>April 2001: Senior Managing Director and General Manager for the Americas of Sumitomo Corporation<br/>President and Chief Executive Officer of Sumitomo Corporation of America</p> <p>April 2002: Executive Vice President of Sumitomo Corporation</p> <p>April 2003: Director, Executive Vice President of Sumitomo Corporation</p> <p>June 2003: Executive Vice President of Sumitomo Corporation</p> <p>April 2005: Adviser of Sumisho Computer Systems Corporation</p> <p>June 2005: Chairman of the Board of Sumisho Computer Systems Corporation</p> <p>June 2009: Special Adviser of Sumisho Computer System Corporation</p> <p>June 2010: Chairman of Japan Cable and Telecommunications Association (current position)<br/>Adviser of Sumitomo Corporation (current position)<br/>Director of the Company (current position)</p> | 1,203                                        |

- Notes:
- Numbers shown in "Company's shares in possession" are including shares of the Brother Industries Stock Ownership Plan for Officers.
  - There is no special conflict of interest between each of these candidates and the Company.
  - Haruyuki Niimi, Yukihisa Hirano and Atsushi Nishijo are candidates for outside directors. The Company has notified the Tokyo Stock Exchange, Inc. of their designation as independent directors as defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.
  - The reasons for the nomination of the outside director candidates are as follows:
    - Haruyuki Niimi has extensive experience, insight and achievements as an executive of a global company, and can provide an objective point of view which is independent of the managing executives;
    - Yukihisa Hirano has extensive experience insight and achievements as an executive of a global company, and can provide an objective point of view which is independent of the managing executives; and
    - Atsushi Nishijo has extensive experience insight and achievements as an executive of a global company, and can provide an objective point of view which is independent of the managing

executives.

5. Haruyuki Niimi, Yukihiisa Hirano and Atsushi Nishijo are currently outside directors of the Company and, at the close of this Ordinary General Meeting of Shareholders, will have served four years, two years and one year respectively.
6. Haruyuki Niimi, Yukihiisa Hirano and Atsushi Nishijo are currently outside directors of the Company. The Company has entered agreements with them respectively for limiting their liability to 10 million yen each or the statutory limit for limiting their liability, whichever is higher. The Company plans to enter the same agreements with them if they are reappointed.

## Proposal 2: Election of 2 Auditors

The term of office of Kaoru Fujishima and Katsuyuki Yamazaki will expire at the close of this Ordinary General Meeting of Shareholders. It is proposed that two Auditors be elected.

This Proposal has been agreed by Board of Auditors.

The candidates for Auditors are as follows:

| Candidate number | Name<br>(Date of birth)                      | Personal history, position, duties and important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of the Company's shares in possession |
|------------------|----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1                | *<br>Kunihiro Matsuo<br>(September 13, 1942) | <p>April 1968: Public Prosecutor, Tokyo District Public Prosecutors Office</p> <p>December 1999: Vice-Minster of Justice (Japan)</p> <p>January 2002: Deputy Prosecutor-General of Supreme Public Prosecutors Office</p> <p>September 2003: Superintending Prosecutor of Tokyo High Public Prosecutors Office</p> <p>June 2004: Prosecutor-General</p> <p>September 2006: Registered as attorney at law (currently registered)</p> <p>November 2006: Opened Kunihiro Matsuo Law Office</p> <p>March 2007: Outside Director of Asahi Glass Company, Ltd. (current position)</p> <p>June 2007: Outside Auditor of Toyota Motor Corporation (current position)</p> <p>June 2008: Outside Auditor of Mitsui &amp; Co. Ltd. (current position)<br/>Outside Auditor of Sampo Japan Insurance Inc. (current position)</p> <p>June 2009: Outside Corporate Auditor of Komatsu Ltd. (current position)<br/>Outside Director of Tokyo Stock Exchange Group, Inc. (current position)<br/>Outside Auditor of Tokyo Stock Exchange, Inc. (current position)</p> | 0                                            |
| 2                | *<br>Takao Umino<br>(March 22, 1947)         | <p>April 1970: Joined Mitsui Bank</p> <p>June 1998: Director of The Sakura Bank, Ltd.</p> <p>April 2001: Executive Officer of Sumitomo Mitsui Bank Corporation</p> <p>June 2004: Representative Director and President of Sakura Card Co., Ltd.</p> <p>June 2007: Outside Auditor of Sotetsu Holdings, Inc. (current position)</p> <p>December 2008: Director &amp; Senior Executive Vice President of T. Hasegawa Co., Ltd. (current position)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 0                                            |

- Notes:
1. Numbers shown in "Company's shares in possession" are including shares of the Brother Industries Officer Stock Ownership Plan.
  2. There is no special conflict of interest between each of these candidates and the Company.
  3. The asterisk (\*) indicates a newly nominated auditor candidate.
  4. Kunihiro Matsuo and Takao Umino are candidates for outside auditors. They will be filed as independent directors defined in Security Listing Regulations Article 436-2 of Tokyo Stock Exchange, Inc.

5. The reasons for the nomination of the candidates for outside auditors are as follows:  
Kunihiro Matsuo has extensive experience, insight and achievements as a legal professional and will be able to remain in an objective position independent of the Company's managing executives. Although he has no experience of direct involvement in corporate management, the Company considers that he is able to duly perform the duties of the Auditor because of his experience as outlined above; and  
Takao Umino has extensive experience, insight and achievements from his career as Senior Executive Officer and director in charge of administrative sections at T. Hasegawa Co., Ltd. as well as his career and responsible duties at banking institutions. He is independent of the Company's managing executives.
6. It was found that Mitsui & Co., Ltd. (hereafter "Mitsui"), for which Kunihiro Matsuo has served as Outside Corporate Auditor since June 2008, reported false transactions between April 2004 and August 2008 as export trades to South-East Asian countries including Indonesia. He had always made remarks from the viewpoint of enhancement of compliance and internal control at Board of Directors meetings and other occasions in Mitsui. After such false transactions came to light, he made proposals and remarks on the further enhancement of internal controls to prevent any recurrence.
7. If Kunihiro Matsuo and Takao Umino are appointed, the Company plans to enter an agreement with each of them to limit their liability to 10 million yen or the statutory limit of limiting their liability, whichever is higher.

### **Proposal 3: Payment of Performance-Based Remuneration to 4 Directors**

The Company proposes that performance-based remuneration according to the business results in this term (119th) be paid to four directors; Toshikazu Koike, Yuji Furukawa, Shigeki Ishikawa and Kobun Koike. It is also proposed that the amount of the performance-based remuneration to be paid be 49.50 million yen in accordance with the prescribed standard of the Company, and that the specific amount for each director, and the time and manner of payment, be left to the discretion of the Board of Directors.

End