

Securities identification code: 3454

February 8, 2019

To our shareholders:

Tomoki Yoshihara

President

First Brothers Co., Ltd.

2-4-1 Marunouchi, Chiyoda-ku, Tokyo

NOTICE OF THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 15th Ordinary General Meeting of Shareholders of First Brothers Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail.

Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 6:00 p.m., Monday, February 25, 2019 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Tuesday, February 26, 2019 at 10:00 a.m. (Japan Standard Time)
(Reception desk opens at 9:15 a.m.)
- 2. Venue:** JP TOWER Hall & Conference, Hall 1
JP TOWER KITTE 4F, 2-7-2 Marunouchi, Chiyoda-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 15th Term (from December 1, 2017 to November 30, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Non-Consolidated Financial Statements for the 15th Term (from December 1, 2017 to November 30, 2018)

Item to be resolved:

Proposal: Election of five (5) Directors

If you attend the meeting, please present the enclosed Voting Right Exercise Form at the reception desk. Please kindly note that we will not present souvenirs to shareholders who attend the meeting.

Any modifications to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements will be posted on our website (the URL is shown below).

<https://www.firstbrothers.com/en/ir/meeting.html>

Reference Documents for the General Meeting of Shareholders

Proposal: Election of five (5) Directors

The terms of office of all five (5) Directors will expire at the close of this General Meeting of Shareholders.

Accordingly, the Company proposes that five (5) Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tomoki Yoshihara (May 18, 1970) [Reelection] [Candidate has served 15 years as Executive Director]	<p>Apr. 1993 Joined The Mitsui Trust Company, Limited (now Sumitomo Mitsui Trust Bank, Limited)</p> <p>May 2001 Joined Morgan Stanley Properties Japan, K.K. (now Morgan Stanley Capital K.K.)</p> <p>Feb. 2004 President of the Company (present position)</p> <p>Nov. 2008 President of FB Properties Co., Ltd. (Now: First Brothers Capital Co., Ltd.) (Retired on May 2015)</p> <p>Jun. 2011 President of FBAM Preparatory Company Inc. (Now First Brothers Asset Management Co., Ltd.) (present position)</p> <p>Oct. 2017 President of Alley Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] President of First Brothers Asset Management Co., Ltd. President of Alley Co., Ltd.</p>	7,316,000
	(Reasons for nominating candidate as Executive Director)	Since founding the Group, Mr. Yoshihara has supervised the Company's business as its President. In view of his extensive experience and insights, as well as his strong leadership, we believe that he will promote the Company's business and help enhance its corporate value. Accordingly, we have nominated him once again as candidate for Executive Director.	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Kazutaka Tsujino (December 5, 1968)</p> <p>[Reelection] [Candidate has served 10 years as Executive Director]</p>	<p>Apr. 1991 Joined The Mitsui Trust Company, Limited (now Sumitomo Mitsui Trust Bank, Limited)</p> <p>May 2001 Joined Morgan Stanley Properties Japan, K.K. (now Morgan Stanley Capital K.K.)</p> <p>Sep. 2003 Director of Aoyama Realty Advisors Inc.</p> <p>Feb. 2006 Joined the Company</p> <p>May 2008 Executive Director of the Company, Acting Manager of Risk Management Department</p> <p>Dec. 2009 Executive Director of the Company, General Manager of Risk Management Department</p> <p>Dec. 2011 Executive Director of the Company, General Manager of Business Management Department</p> <p>June 2015 Executive Director of the Company, General Manager of Business Management Department and General Manager of Corporate Strategic Business Development Department (present position)</p>	132,400
	(Reasons for nominating candidate as Executive Director)	<p>Mr. Tsujino has extensive experience in the real estate investment market. Additionally, he has developed extensive experience in the Group's business administration, having served many years as Executive Director with responsibility for the Company's risk management and general affairs operations. In view of his experience, we believe that he will help enhance the Group's sustainable corporate value. Accordingly, we have nominated him once again as candidate for Executive Director.</p>	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yoshinobu Hotta (November 22, 1969) [Reelection] [Candidate has served 13 years as Executive Director]	<p>Apr. 1993 Joined The Mitsui Trust Company, Limited (now Sumitomo Mitsui Trust Bank, Limited)</p> <p>Oct. 2001 Joined Tohmatsu & Co. (now Deloitte Touche Tohmatsu LLC)</p> <p>Aug. 2003 Joined Sakura Horwath & Co.</p> <p>Nov. 2004 Joined the Company. General Manager of Business Administration Department</p> <p>Sep. 2005 Executive Director of the Company, General Manager of Business Administration Department</p> <p>Oct. 2006 Executive Director of the Company, General Manager of Corporate Planning Department (present position)</p> <p>Jun. 2013 President of First Standard Asset Management Co., Ltd.) (present position)</p> <p>Dec. 2016 Representative Director of Ippan Shadan Hojin Fuji no Kuni Oyama Holdings (present position)</p> <p>[Significant concurrent positions outside the Company] President of First Standard Asset Management Co., Ltd. Representative Director of Ippan Shadan Hojin Fuji no Kuni Oyama Holdings</p>	500,000
	(Reasons for nominating candidate as Executive Director)	Mr. Hotta has specialized knowhow as a certified public accountant. Additionally, he has developed extensive experience in the Group's business affairs, having served many years as Executive Director with responsibility for the Company's corporate planning and financial operations. In view of his experience, we believe that he will help enhance the Group's sustainable corporate value. Accordingly, we have nominated him once again as candidate for Executive Director.	
4	Kohtaro Tamura (January 31, 1957) [Reelection] [Candidate has served 13 years as Director]	<p>Apr. 1983 Registered as attorney</p> <p>Apr. 1985 Joined Ushijima & Partners (now Ushijima & Partners, Attorneys at Law)</p> <p>Jan. 1990 Partner of Ushijima & Partners, Attorneys at Law</p> <p>Sep. 2005 Director of the Company (present position)</p> <p>Sep. 2008 Auditor of Prudential Real Estate Investors (Japan) K.K. (now PGIM Real Estate (Japan) Ltd.) (present position)</p> <p>Oct. 2018 Auditor of Center Point Development Inc. (present position)</p> <p>[Significant concurrent positions outside the Company] Partner attorney at Ushijima & Partners, Attorneys at Law Auditor of PGIM Real Estate (Japan) Ltd.</p>	40,000
	(Reasons for nominating candidate as Director)	Mr. Tamura has specialized knowhow as an attorney. Additionally, Tamura has developed formidable insights and extensive experience in real estate investment, having served as MLIT Real Estate Investment Market Policy Workgroup Chairman. In view of his experience, we believe that he will help the Group conduct its business soundly and efficiently. Accordingly, we have nominated him once again as candidate for Director.	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Tatsuo Watanabe (April 3, 1948)</p> <p>[Reelection] [Candidate has served 5 years as Outside Director]</p>	<p>Apr. 1972 Joined the Ministry of Finance</p> <p>Jul. 2001 Financial Services Agency Director of FSA Securities and Exchange Audit Committee Office</p> <p>June 2002 Deputy Governor of Deposit Insurance Corporation of Japan</p> <p>June 2004 Senior Managing Director of Japan Securities Dealers Association</p> <p>June 2005 Outside Director of JASDAQ Securities Exchange, Inc. (now Osaka Exchange, Inc.)</p> <p>July 2005 Vice-Chairman of Japan Securities Dealers Association</p> <p>Feb. 2009 Ambassador to the United Arab Emirates</p> <p>Oct. 2012 Executive Director of The Center for Financial Industry Information Systems</p> <p>Feb. 2014 Outside Director of the Company (present position)</p> <p>June 2014 President of The Center for Financial Industry Information Systems</p>	-
	(Reasons for nominating candidate as Outside Director)	Although Mr. Watanabe has not engaged in the Company's business other than in his role as Outside Director, in view of his extensive experience and broad insights in financial administration and the financial sector in general, we believe that he will aptly discharge his duties as Outside Director. Accordingly, we have nominated him once again as candidate for Outside Director.	

Notes:

1. Mr. Hotta served as Representative Director of Ippan Shadan Hojin Fuji no Kuni Oyama Holdings, which is the lead partner of Fuji no Kuni Oyama Land and Building LLC. The Company is a silent partner of Fuji no Kuni Oyama Land and Building LLC. The Company has no special interest relationships with any of the other candidates shown above.
2. Mr. Yoshihara falls under the category "parent company, etc." He holds the position of President in ACI Co., Ltd., which is classified as his "subsidiary, etc." The other positions and responsibilities of Mr. Yoshihara and Mr. Hotta as business executors in the parent company, etc. (Mr. Yoshihara) or its subsidiary, etc. at present or in the past five years have been included in the "Career summary, position and responsibilities (significant concurrent positions outside the Company)" in the table above.
3. Mr. Watanabe is a candidate for Outside Director.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Tamura and Mr. Watanabe limiting their liabilities as provided in Article 423, Paragraph 1 of the said Act. Under these agreements, the candidates' liabilities are limited to the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act. The Company intends to continue the agreements with each candidate pending their reelection.
5. The Company has declared Mr. Watanabe as an Independent Officer pursuant to the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. The Company intends to designate him as an Independent Officer once again pending his reelection.