

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298  
June 4, 2015

To Our Shareholders :

23-14, Aoi 1-chome, Naka-ku, Nagoya, Japan

**PROTO CORPORATION**

President : Kenji Kamiya

## **NOTICE OF THE 37<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 37<sup>th</sup> Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”) to be held as set forth below.

**If you are unable to attend the meeting in person, you can exercise your voting rights in writing. Please review the “Reference Documents for the Ordinary General Meeting of Shareholders,” indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form by no later than Thursday, June 25, 2015 at 6:00 p.m.**

### **Meeting Details**

- 1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m.
- 2. Place:** CASTLE PLAZA , 4F, “HOUOU”  
3-25, Meieki 4-chome, Nakamura-ku, Nagoya, Japan
- 3. Objectives of Meeting:**  
**Matters to be reported:**
  1. Report on the Contents of the Business Reports, the Consolidated Financial Statements and the Results of the Auditing of the Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors for the 37<sup>th</sup> Fiscal Year (from April 1, 2014 to March 31, 2015)
  2. Report on the Contents of the Non-Consolidated Financial Statements for the 37<sup>th</sup> Fiscal Year (from April 1, 2014 to March 31, 2015)**Matters to be resolved:**
  - Proposal No.1:** Partial Amendments to Articles of Incorporation
  - Proposal No.2:** Election of Thirteen (13) Directors
  - Proposal No.3:** Election of One (1) Corporate Auditor
  - Proposal No.4:** Payment of Retirement Remuneration to Retiring Director

#### 4. Matters Determined concerning the Convocation:

The following items are published on the internet website(Japanese version only) (URL: <http://www.proto-g.co.jp/IR/library/soukaidata.html>) pursuant to the relevant laws and Article 15 of Incorporation of the Company. Accordingly, these items are not included in the Attached Document. These items are one part and not all of the Business Reports and Financial Statements reviewed by the Auditors and Financial Statements reviewed by the Independent Auditors in the preparation of their respective audit reports.

##### **Business Reports:**

1. Outlook of Associated Companies
  - (10)Main Business
  - (11)Major offices
  - (12)Employees
  - (13)Major lenders
  - (14)Other items concerning the status of the Group
2. Status of Shares
3. Status of Stock Acquisition Rights, Etc.
4. Status of Members of Board of Directors and Audit Board Members
  - (4)Status of Outside Members of the Board of Director and Outside Audit Board Members
5. Status of Accounting Auditors
6. Company's Systems and Policies
  - (1)Systems Necessary to Ensure the Properness of Operation of the Company

##### **Consolidated Financial Statements:**

- Consolidated Balance Sheets
- Consolidated Statements of Income
- Consolidated Statements of Changes in Shareholders' Equity
- Notes to Consolidated Financial Statements

##### **Non-Consolidated Financial Statements:**

- Non-Consolidated Statements of Changes in Shareholders' Equity
- Notes to Non-Consolidated Financial Statements

##### **Audit Reports:**

- Audit Report by the Accounting Auditors with Respect to the Consolidated Financial Statements (Certified Copy)

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- ◎ If you attend the meeting in person, please submit the enclosed Exercise of Voting Rights Form to the receptionist at the meeting.
  - ◎ If revisions to the contents of the "Reference Documents for the Ordinary General Meeting of Shareholders," the "Business Reports," the "Non-Consolidated Financial Statements" and the "Consolidated Financial" are required, the "Company" shall publish a notification on the website of the "Company" at the following URL: <http://www.proto-g.co.jp/IR/library/soukaidata.html> (Japanese version only)
  - ◎ We do not hold the "Social Gathering of Shareholders," please acknowledge it beforehand.
  - ◎ We cancel the presentation of a gift to the shareholders who attend the Ordinary General Meeting of Shareholders, please acknowledge it beforehand.