

Translation

February 4, 2025

To Whom It May Concern:

Company Name: PROTO CORPORATION
Representative: Kenji Kamiya
President and Representative Director
(Securities Code: 4298
TSE Prime Market, NSE Premier Market)
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**Announcement of Revision of Year-End Dividend Forecast
for Fiscal Year Ending March 2025 (No Dividend)**

PROTO CORPORATION (the “**Company**”) hereby announces that it adopted a resolution at its board of directors meeting held today to revise its dividend forecast for the fiscal year ending March 2025 that was announced on December 20, 2024 and not to pay a year-end dividend for the fiscal year ending March 2025 subject to successful completion of the tender offer (the “**Tender Offer**”) for common shares of the Company (the “**Company Shares**”) by Foresight Co., Ltd. (the “**Tender Offeror**”) stated in the “Announcement of Implementation of MBO and Recommendation to Shareholders to Tender Shares” separately released today.

1. Reason for Revision of Dividend Forecast

The Company adopted a resolution at its board of directors meeting held today to express an opinion in support of the Tender Offer and to recommend that its shareholders tender their shares in the Tender Offer. The above resolution of the Company’s board of directors was adopted based on the assumption that the Company Shares will be delisted through the Tender Offer by the Tender Offeror and a series of subsequent procedures. For details, please refer to the “Announcement of Implementation of MBO and Recommendation to Shareholders to Tender Shares” separately released today.

The Company considers distributing profits to shareholders while strengthening its management base to be an important business management issue, so the Company’s basic policy is to (i) distribute profits to shareholders by comprehensively considering continuous and stable dividend payments and enrichment of retained earnings, etc. for future growth, and to (ii) pay dividends of surplus twice a year; i.e., an interim dividend and a year-end dividend. However, at its board of directors meeting held today, the Company resolved not to pay a year-end dividend for the fiscal year ending March 2025 subject to successful completion of the Tender Offer for the following reasons: (i) according to the Tender Offeror, the purchase price for the Tender Offer was comprehensively determined and decided on the assumption that the Company will not pay a year-end dividend for the fiscal year ending March 2025, and (ii) if dividends are paid on a record date that is set after settlement of the Tender Offer, economic differences between shareholders who will tender their Company Shares in the Tender Offer and those who will not may arise, which is not desirable from the perspective of ensuring fairness among its shareholders.

2. Details of Revision of Year-End Dividend Forecast for Fiscal Year Ending March 2025

	Cash Dividends per Share (yen)		
	2nd Quarter	Year-End	Annual
Previous forecast (announced on December 20, 2024)		25.00 yen	50.00 yen
Revised forecast		0.00 yen	25.00 yen
Results in current term	25.00 yen		
Results for previous term (ended March 2024)	17.50 yen	25.00 yen	42.50 yen

End