



**FY March 2014 Consolidated Financial Results [Japan GAAP]
(April 1, 2013 to March 31, 2014)**

Corporate Name: PROTO CORPORATION
 Securities Code: 4298
 Representative: Kenji Kamiya, President
 Contact: Shigeyoshi Shimizu, Director
 General Shareholders' Meeting: June 27, 2014
 Dividends Paid: From June 6, 2014
 Expected date of filing of financial report: June 30, 2014
 Earnings supplementary explanatory documents: Yes
 Earnings presentation: Yes (for institutional investors and analysts)

May 12, 2014
 Stock Exchange Listing: TSE
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(Millions of yen, rounded down)

**1. Consolidated Financial Results for the Fiscal Year Ended March 31, 2014
(April 1, 2013 to March 31, 2014)**

(1) Consolidated Operating Results

(Percentage represents change to the corresponding period of the previous year)

| | Net Sales (%) | | Operating Income (%) | | Ordinary Income (%) | | Net Income (%) | |
|---------------------------|---------------|------|----------------------|--------|---------------------|--------|----------------|--------|
| Year Ended March 31, 2014 | 54,761 | 43.0 | 4,735 | 12.5 | 5,009 | 14.6 | 2,627 | 14.7 |
| Year Ended March 31, 2013 | 38,287 | 25.2 | 4,209 | (28.0) | 4,371 | (27.2) | 2,290 | (30.1) |

Note: Comprehensive income

As of March 31, 2014: 3,397 million yen; (35.3%) As of March 31, 2013: 2,511 million yen; (-25.5%)

| | Net Income per Share (Yen) | Net Income per Share (fully diluted) (Yen) | ROE(%) (Net Income/Shareholders' Equity) | ROA(%) (Ordinary Income/Total Assets) | Operating Income Ratio(%) |
|---------------------------|----------------------------|--------------------------------------------|------------------------------------------|---------------------------------------|---------------------------|
| Year Ended March 31, 2014 | 128.39 | — | 10.5 | 12.7 | 8.6 |
| Year Ended March 31, 2013 | 109.96 | — | 9.9 | 13.8 | 11.0 |

Reference: Equity in net income of affiliated companies

Year Ended March 31, 2014: - Year Ended March 31, 2013: -

Note: We implemented the stock split as of October 1, 2012. However, Net Income per Share was calculated on the assumption that the said stock split was implemented at the beginning of the previous consolidated fiscal year.

(2) Consolidated Financial Position

| | Total Assets | Net Assets | Equity Ratio (%) | Net Assets per Share (Yen) |
|----------------------|--------------|------------|------------------|----------------------------|
| As of March 31, 2014 | 43,907 | 26,177 | 59.6 | 1,280.38 |
| As of March 31, 2013 | 34,841 | 23,748 | 68.2 | 1,154.20 |

Reference: Equity capital

March 31, 2014: 26,177 million yen

March 31, 2013: 23,748 million yen

Note: We implemented the stock split as of October 1, 2012. However, Net Assets per Share were calculated on the assumption that the said stock split was implemented at the beginning of the previous consolidated fiscal year.

(3) Consolidated Cash Flows

| | Cash Flows from Operating Activities | Cash Flows from Investing Activities | Cash Flows from Financing Activities | Cash and Cash Equivalents, End of Period |
|---------------------------|--------------------------------------|--------------------------------------|--------------------------------------|------------------------------------------|
| Year Ended March 31, 2014 | 4,235 | (5,294) | (2,720) | 11,097 |
| Year Ended March 31, 2013 | 2,917 | (1,203) | 1,187 | 14,640 |

2. Cash Dividends

| | Cash Dividends per Share | | | | | Total Annual Dividends Paid | Payout Ratio (Cons.) | Dividends on Net Assets (Cons.) |
|----------------------------------|--------------------------|-------------|-------------|----------|--------|-----------------------------|----------------------|---------------------------------|
| | 1st Quarter | 2nd Quarter | 3rd Quarter | Year-End | Annual | | | |
| | Yen | Yen | Yen | Yen | Yen | Million yen | % | % |
| Year Ended March 2013 | — | 37.50 | — | 18.75 | — | 778 | 34.1 | 3.4 |
| Year Ended March 2014 | — | 18.75 | — | 18.75 | 37.50 | 766 | 29.2 | 3.1 |
| Year Ended March 2015 (Forecast) | — | 19.00 | — | 19.00 | 38.00 | — | — | — |

Note: We implemented the two for one stock split for our common stocks effective as of October 1, 2012.

**3. Forecast for the Fiscal Year Ending March 2015
(April 1, 2014 to March 31, 2015)**

(Percentage represents change to the corresponding previous period.)

| | Net Sales | | Operating Income | | Ordinary Income | | Net Income | | Net Income per Share (Yen) |
|--------------------------------------|-----------|-------|------------------|-------|-----------------|-------|------------|------|----------------------------|
| | | % | | % | | % | | % | Yen |
| Six Months Ending September 30, 2014 | 26,821 | (3.3) | 2,450 | (0.3) | 2,485 | (4.9) | 1,445 | 10.1 | 70.68 |
| Year Ending March 31, 2015 | 56,940 | 4.0 | 5,350 | 13.0 | 5,430 | 8.4 | 3,197 | 21.7 | 156.37 |

*** Notes**

(1) Major changes in consolidated subsidiaries during period: Yes
 [Newly consolidated: 2 companies (AUTOWAY Co., Ltd. and Fujiyama Service Co., Ltd.)]
 [Newly excluded: None]

(2) Changes in accounting policies, accounting estimates and restatement of corrections
 1) Changes in accounting policies resulting from the revision of the accounting standards and other regulations: None
 2) Other changes in accounting policies: None
 3) Changes in accounting estimates: None
 4) Restatement of corrections: None

(3) Numbers of shares issued (common stock)

| | | | | |
|---------------------------------------------------------------------------|---------------------------|-------------------|------------------------|-------------------|
| 1) Number of shares issued (including treasury stock) | As of March 31, 2014 | 20,940,000 shares | As of March 31, 2013 | 20,940,000 shares |
| 2) Number of treasury stock | As of March 31, 2014 | 494,770 shares | As of March 31, 2013 | 364,110 shares |
| 3) The average number of outstanding shares over period (cumulative term) | Year Ended March 31, 2014 | 20,465,392 shares | Year to March 31, 2013 | 20,827,158 shares |

Note: We implemented the stock split as of October 1, 2012. However, the average number of outstanding shares over period was calculated on the assumption that the said stock split was implemented at the beginning of the previous consolidated fiscal year.

Reference: Non-Consolidated Performance Summary
Non-Consolidated Operating Results for the Fiscal Year Ended March 31, 2014
(April 1, 2013 to March 31, 2014)

(1) Non-Consolidated Operating Results (Percentage represents change to the corresponding period of the previous year)

| | Net Sales (%) | Operating Income (%) | Ordinary Income (%) | Net Income (%) |
|---------------------------|---------------|----------------------|---------------------|----------------|
| Year Ended March 31, 2014 | 24,402 (3.4) | 4,444 9.5 | 4,674 8.9 | 2,540 5.1 |
| Year Ended March 31, 2013 | 25,266 3.0 | 4,057 (27.2) | 4,292 (26.9) | 2,415 (27.1) |

| | Net Income per Share (Yen) | Net Income per Share (fully diluted) (Yen) |
|---------------------------|----------------------------|--------------------------------------------|
| Year Ended March 31, 2014 | 124.12 | — |
| Year Ended March 31, 2013 | 116.00 | — |

Note: We implemented the stock split as of October 1, 2012. However, net income per share was calculated on the assumption that the said stock split was implemented at the beginning of the previous consolidated fiscal year.

(2) Non-Consolidated Financial Position

| | Total Assets | Net Assets | Equity Ratio (%) | Net Assets per Share (Yen) |
|----------------------|--------------|------------|------------------|----------------------------|
| As of March 31, 2014 | 31,522 | 25,676 | 81.5 | 1,255.85 |
| As of March 31, 2013 | 30,768 | 24,083 | 78.3 | 1,170.47 |

Reference: Equity capital March 31, 2014: ¥25,676 million March 31, 2013: ¥24,083 million

Note: We implemented the stock split as of October 1, 2012. However, net assets per share were calculated on the assumption that the said stock split was implemented at the beginning of the previous consolidated fiscal year.

*** Indication regarding the implementation status of the review procedure**

This financial result is exempted from the review procedure based on the Financial Instruments and Exchange Act, and the review procedure of the financial statement based on the Financial Instruments and Exchange Act is not completed at the time of disclosure of this financial results.

*** Explanation for appropriate use of forecasts and other notes**

The forward-looking statements such as operational forecasts contained in this statements summary are based on the information currently available to the Company and certain assumptions which are regarded as legitimate. Actual results may differ significantly from these forecasts due to various factors.