

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 3, 2011

To Our Shareholders :

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

PROTO CORPORATION

President and COO : Tatsuzo Irikawa

NOTICE OF THE 33rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 33rd 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 Friday, June 24, 2011 at 6:00 p.m.

Meeting Details

- 1. Date and Time:** Monday, June 27, 2011 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 33rd Fiscal Year (from April 1, 2010 to March 31, 2011)
 2. Report on the Contents of the Non-Consolidated Financial Statements for the 33rd Fiscal Year (from April 1, 2010 to March 31, 2011)**Matters to be resolved:**
 - Proposal No.1:** Election of Eleven (11) Directors
 - Proposal No.2:** Election of One (1) Corporate Auditor
 - Proposal No.3:** Payment of Retirement Remuneration to Retiring Corporate Auditor

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/english/index.html>

We have held the "Social Gathering of Shareholders" after the Ordinary General Meeting of Shareholders until last year, but, in view of circumstances of diversity such as the situation of the stricken area by the "Great East Japan Earthquake," cancel the holding, in this year. We hope you will understand the circumstances.