

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 27, 2011

To Our Shareholders :

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

PROTO CORPORATION

President and COO : Tatsuzo Irikawa

**NOTICE OF RESOLUTIONS OF
THE 33rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 33rd Ordinary General Meeting of Shareholders of PROTO CORPORATION (the "Company"), held on June 27, 2011.

DESCRIPTION

- Report:**
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)

We reported the details of above 1. and 2.

Resolution:

Proposal No.1: Election of Eleven (11) Directors

Messrs. Hiroichi Yokoyama, Tatsuzo Irikawa, Minoru Saito, Motohisa Yokoyama, Fujio Iimura, Atsuya Okimura, Susumu Kuramoto, Kenji Kamiya, Mitsuhiro Munehira, Toru Shiraki and Shigeyoshi Shimizu were elected as Directors and have assumed their positions.

Proposal No.2: Election of One (1) Corporate Auditor

Mr. Mitsuo Goto was newly elected as Corporate Auditor and have assumed his position.

Proposal No.3: Payment of Retirement Remuneration to Retiring Corporate Auditor

The proposal was approved and passed that retirement remuneration shall be paid to Retiring Corporate Auditor, Mr. Kenichi Mizuno, pursuant to standards prescribed by the "Company," and that the authority to decide the amounts, timing and methods of the payment be delegated to the Corporate Auditors.

At the Board of Directors Meeting held after the conclusion of the Ordinary General Meeting of Shareholders, the following Representative Directors and Directors with titles were selected and assumed their respective positions.

Chairman and Chief Executive Officer	:	Hiroichi Yokoyama
President and Chief Operating Officer	:	Tatsuzo Irikawa
Vice President	:	Minoru Saito
Managing Director	:	Motohisa Yokoyama
Managing Director	:	Fujio Iimura
Managing Director	:	Atsuya Okimura
