

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298  
June 4, 2012

To Our Shareholders :

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

**PROTO CORPORATION**

President and COO : Tatsuzo Irikawa

## NOTICE OF THE 34<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 34<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 Monday, June 25, 2012 at 6:00 p.m.**

### Meeting Details

**1. Date and Time:** Tuesday, June 26, 2012 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 34<sup>th</sup> Fiscal Year (from April 1, 2011 to March 31, 2012)
2. Report on the Contents of the Non-Consolidated Financial Statements for the 34<sup>th</sup> Fiscal Year (from April 1, 2011 to March 31, 2012)

**Matters to be resolved:**

**Proposal No.1:** Partial Amendments to Articles of Incorporation

**Proposal No.2:** Election of Eleven (11) Directors

**Proposal No.3:** Election of One (1) Corporate Auditor

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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/english/index.html>
  - Ⓢ We do not hold the "Social Gathering of Shareholders," please approve it beforehand.