

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 27, 2013

To Our Shareholders :

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

PROTO CORPORATION

President and COO : Tatsuzo Irikawa

**NOTICE OF RESOLUTIONS OF
THE 35th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 35th Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”), held on June 27, 2013.

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 35th Fiscal Year (from April 1, 2012 to March 31, 2013)
 2. Report on the Contents of the Non-Consolidated Financial Statements for the 35th Fiscal Year (from April 1, 2012 to March 31, 2013)

We reported the details of above 1. and 2.

Resolution:

Proposal No.1: Partial Amendments to Articles of Incorporation

The proposal was approved and resolved as originally proposed. The “Company” amended business purpose to Articles 2 of the current Articles of Incorporation and newly established Article (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders).

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

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

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

The proposal was approved and resolved as originally proposed. Mr. Ikuo Banno was newly elected as Corporate Auditor and have assumed his position. Mr. Ikuo Banno is Outside Corporate Auditor, stipulated in Article 2, item 16 of the “Company Law”.

Proposal No.4: 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. Yoshio Arima, 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
Senior Managing Director	:	Fujio Imura
Managing Director	:	Motohisa Yokoyama
Managing Director	:	Atsuya Okimura
Managing Director	:	Mitsuhiro Munehira
Managing Director	:	Kenji Kamiya
