

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 29, 2016

To Our Shareholders :

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

PROTO CORPORATION

President : Kenji Kamiya

**NOTICE OF RESOLUTIONS OF
THE 38th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 38th Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”), held on June 29, 2016.

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 38th Fiscal Year (from April 1, 2015 to March 31, 2016)
2. Report on the Contents of the Non-Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2015 to March 31, 2016)

We reported the details of above 1. and 2.

Resolution:

Proposal No.1: Election of Thirteen (13) Directors

The proposal was approved and resolved as originally proposed. Messrs. Hiroichi Yokoyama, Tatsuzo Irikawa, Kenji Kamiya, Fujio Imura, Motohisa Yokoyama, Mitsuhiro Munehira, Toru Shiraki, Shigeyoshi Shimizu, Noriyuki Udo, Susumu Kuramoto, Naoki Fujisawa, Mss. Yumiko Sakurai and Eriko Kondo were elected as Directors and have assumed their positions. Mss. Yumiko Sakurai and Eriko Kondo are Outside Directors, stipulated in Article 2, item 15 of the “Company Law”.

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

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

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	:	Hiroichi Yokoyama
Vice Chairman	:	Tatsuzo Irikawa
President	:	Kenji Kamiya
Senior Managing Director	:	Fujio Iimura
Managing Director	:	Motohisa Yokoyama
Managing Director	:	Mitsuhiro Munehira
