

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 5, 2017

To Our Shareholders :

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

PROTO CORPORATION

President : Kenji Kamiya

NOTICE OF THE 39th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 39th 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, please exercise your voting rights by means of either of the following upon reviewing the “Reference Documents for the Ordinary General Meeting of Shareholders. (Japanese version only)”

【If you exercise your voting right with a document (mail)】

Please indicate whether you are for or against each bill in the form for exercising a voting right enclosed herewith, and return it so that it will arrive by 6:00 p.m. on Monday, June 26, 2017.

【If you exercise your voting right with an electromagnetic method, such as the Internet】

Please refer to the later mentioned “Regarding the procedures for exercising a voting right through the Internet or the like,” and exercise your voting right by 6:00 p.m. on Monday, June 26, 2017.

Meeting Details

1. Date and Time: Tuesday, June 27, 2017 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 39th Fiscal Year (from April 1, 2016 to March 31, 2017)
2. Report on the Contents of the Non-Consolidated Financial Statements for the 39th Fiscal Year (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposal No.1: Partial Amendments to Articles of Incorporation

Proposal No.2: Election of Twelve (12) Directors

Proposal No.3: Election of Two (2) Corporate Auditors

Proposal No.4: Awarding Retirement Benefits to Retiring Director and Retiring Corporate Auditor

4. Matters Determined concerning the Convocation:

The following items are published on the internet website(Japanese version only) (URL: <http://www.proto-g.co.jp/IR/library/soukaidata.html>) pursuant to the relevant laws and Article 15 of Incorporation of the Company. Accordingly, these items are not included in the Attached Document. These items are one part and not all of the Business Reports and Financial Statements reviewed by the Auditors and Financial Statements reviewed by the Independent Auditors in the preparation of their respective audit reports.

Business Reports:

1. Current Status of the Corporate Group
 - (11)Main Business
 - (12)Major offices
 - (13)Employees
 - (14)Major lenders
 - (15)Other items concerning the status of the Group
2. Status of Shares
3. Status of Stock Acquisition Rights, Etc.
4. Status of Members of Board of Directors and Audit Board Members
 - (4)Status of Outside Members of the Board of Directors and Outside Audit Board Members
5. Status of Accounting Auditors
6. Company's Systems and Policies
 - (1)Systems Necessary to Ensure the Properness of Operation of the Company
 - (2)Outline of the situation of system operation for securing the appropriateness of business

Consolidated Financial Statements:

Consolidated Statements of Changes in Shareholders' Equity
Notes to Consolidated Financial Statements

Non-Consolidated Financial Statements:

Non-Consolidated Statements of Changes in Shareholders' Equity
Notes to Non-Consolidated Financial Statements

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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.
 - ◎ The way of exercising your voting right with an electromagnetic method, such as the Internet, is published on page 3~4.
 - ◎ 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/library/soukaidata.html> (Japanese version only)
 - ◎ We do not hold the "Social Gathering of Shareholders," please acknowledge it beforehand.
 - ◎ We cancel the presentation of a gift to the shareholders who attend the Ordinary General Meeting of Shareholders, please acknowledge it beforehand.

<Regarding the procedures for exercising a voting right through the Internet or the like>

[Exercise of a voting right through the Internet]

Please access the website for exercising a voting right from your personal computer, smartphone or cell phone (i-mode, EZweb, and Yahoo! Keitai)^{*1}, input the “login ID” and “provisional password” written in the form for exercising a voting right enclosed herewith, and indicate whether you are for or against each bill by following the guide displayed on the screen. (The website is unavailable from 2:00 a.m. to 5:00 a.m. every day.) When exercising your voting right through the Internet, please check the following items:

Website for exercising a voting right through the Internet: <http://www.evotep.jp/>




It is also possible to read the QR code^{*2} with a cell phone mounted with the function to read a barcode, to access the website for exercising a voting right. For the details of the operation method, please see the manual of your cell phone.

[*1] “i-mode,” “EZweb,” and “Yahoo!” are the trademarks or registered trademarks of NTT Docomo, Inc., KDDI Corporation, and Yahoo! Inc., respectively.

[*2] QR Code is the registered trademark of Denso Wave Incorporated.

1. In order to prevent the unauthorized access and vote falsification by a third party other than shareholders, we request each shareholder to change the “provisional password” in the website for exercising a voting right. We would appreciate your understanding.
2. You can exercise your voting right through the Internet till 6:00 p.m. on Monday, June 26, 2017, but we would like you to exercise it as soon as possible. If there are any questions or the like, please contact the help desk described on page 4.
3. If you exercise your voting right both by mail and through the Internet, we will accept only your vote cast through the Internet.

4. If you exercise your voting right more than once through the Internet, we will accept the last one only.
5. When exercising your voting right with a cell phone, please use any of i-mode, EZweb, and Yahoo! Keitai. For security, the website is not compatible with models that cannot do encrypted communication (TLS communication).
6. The expenses for accessing the website for exercising a voting right (such as the fee for the Internet service provider and phone charges) shall be borne by shareholders. If a cell phone is used, there will emerge packet communication and other charges. These charges shall be borne by shareholders.
7. With regard to institutional investors, if they apply in advance for the use of the platform for electronically exercising a voting right operated by ICJ Inc., they can use said platform instead of the above mentioned exercise of voting rights through the Internet as the method for exercising a voting right.

For inquiries about the website for exercising a voting right
Securities Agent Dept. of Mitsubishi UFJ Trust and Banking Corporation (help desk)
 0120-173-027 (business hours: 9:00 a.m. to 9:00 p.m., toll-free)