

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 27, 2017

To Our Shareholders :

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

PROTO CORPORATION

President : Kenji Kamiya

**NOTICE OF RESOLUTIONS OF
THE 39th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 39th Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”), held on June 27, 2017.

DESCRIPTION

- 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)
We reported the details of above 1. and 2.

Matters to be Resolved:

- Proposal No.1:** Partial Amendments to Articles of Incorporation
The proposal was approved and resolved as originally proposed. The “Company” amended mainly Purpose to Articles 2 and the number of Audit & Supervisory Board Members specified in Article 30.
- Proposal No.2:** Election of Twelve (12) Directors
The proposal was approved and resolved as originally proposed. Messrs. Hiroichi Yokoyama, Tatsuzo Irikawa, Kenji Kamiya, Fujio Iimura, Motohisa Yokoyama, Mitsuhiro Munehira, Toru Shiraki, Shigeyoshi Shimizu, Noriyuki Udo, 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.3:** Election of Two (2) Corporate Auditors
The proposal was approved and resolved as originally proposed. Messrs. Shinji Yamada and Jun Arai were elected as Corporate Auditors and have assumed their positions. Messrs. Shinji Yamada and Jun Arai are Outside Corporate Auditors, stipulated in Article 2, item 16 of the “Company Law”.
- Proposal No.4:** Awarding Retirement Benefits to Retiring Director and Retiring Corporate Auditor
The proposal was approved and resolved as originally proposed. Consequently, retirement benefits shall be awarded to retiring Director Susumu Kuramoto, and Corporate Auditor Ikuo Banno according to the standards specified by the “Company” in recognition of services during their respective tenures. The specific amount, period, and method of payment, etc. for the retiring Director shall be entrusted to deliberation by the Board of Directors, and similar specific matters for the retiring Corporate Auditor shall be consulted by 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	:	Hiroichi Yokoyama
Vice Chairman	:	Tatsuzo Irikawa
President	:	Kenji Kamiya
Senior Managing Director	:	Fujio Imura
Managing Director	:	Motohisa Yokoyama
Managing Director	:	Mitsuhiro Munehira
