

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 26, 2019

To Our Shareholders :

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

PROTO CORPORATION

President : Kenji Kamiya

**NOTICE OF RESOLUTIONS OF
THE 41st ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 41st Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”), held on June 26, 2019.

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 41st Fiscal Year (from April 1, 2018 to March 31, 2019)
 2. Report on the Contents of the Non-Consolidated Financial Statements for the 41st Fiscal Year (from April 1, 2018 to March 31, 2019)
- 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 main contents of the revision were the addition and revision of the Purpose.

Proposal No.2: Election of Eleven (11) 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, Mss. Yumiko Sakurai and Eriko Kitayama were elected as Directors and have assumed their positions. Mss. Yumiko Sakurai and Eriko Kitayama are Outside Directors, stipulated in Article 2, item 15 of the “Company Law”.

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

The proposal was approved and resolved as originally proposed. Consequently, Mr. Hitoshi Saiga was elected as a Corporate Auditor and have assumed their positions. Mr. Hitoshi Saiga is an Outside Corporate Auditor stipulated in Article 2, item 16 of the “Company Law”.

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

The proposal was approved and resolved as originally proposed. Consequently, retirement benefits shall be awarded to retiring Corporate Auditor Mitsuo Goto 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. shall be consulted by Corporate Auditors.

Proposal No.5: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

The proposal was approved and resolved as originally proposed. Consequently, the amount of remuneration for granting restricted stocks and other contents were determined.

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
