

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 26, 2020

To Our Shareholders :

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

PROTO CORPORATION

President : Kenji Kamiya

**NOTICE OF RESOLUTIONS OF
THE 42nd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you that the following were reported and resolved at the 42nd Ordinary General Meeting of Shareholders of PROTO CORPORATION (the “Company”), held on June 26, 2020.

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 42nd Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Report on the Contents of the Non-Consolidated Financial Statements for the 42nd Fiscal Year (from April 1, 2019 to March 31, 2020)
- We reported the details of above 1. and 2.

Matters to be Resolved:

Proposal No.1: Election of Eleven (10) Directors

The proposal was approved and resolved as originally proposed. Messrs. Hiroichi Yokoyama, Kenji Kamiya, Motohisa Yokoyama, Mitsuhiro Munehira, Toru Shiraki, Noriyuki Udo, Shigeyoshi Shimizu, Akihiro Matsuzawa, 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.2: Election of One (1) Substitute Corporate Auditor

The proposal was approved and resolved as originally proposed. Consequently, Mr. Koichi Iwasaki was elected as a Substitute Corporate Auditor.

Proposal No.3: 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 Tatsuzo Irikawa, Director Fujio Imura, and Corporate Auditor Wataru Shiomi 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 Directions, 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 |
| President | : | Kenji Kamiya |
| Senior Managing Director | : | Motohisa Yokoyama |
| Senior Managing Director | : | Mitsuhiro Munchira |
| Managing Director | : | Toru Shiraki |
| Managing Director | : | Noriyuki Udo |
