

To Our Shareholders:

Corporate Name: PROTO CORPORATION
Representative: Kenji Kamiya, President
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(Change) Notice on Transfer (Acquisition) of a Subsidiary

Concerning acquisition of shares of TIRE WORLD KAN BEST CO., LTD. (hereafter referred to as “TIRE WORLD KAN BEST”) that was announced in the “Notice on Acquisition of Shares (Subsidiary Acquisition) of TIRE WORLD KAN BEST CO., LTD.” as of July 14, 2014, we would like to inform you the change of the acquisition price as follows.

1. Reason for the Change

Based on the articles in the Share Transfer Agreement concerning adjustment of acquisition price in case the book value net assets of TIRE WORLD KAN BEST as of the end of March 2015 fell below the initial estimated amount, the acquisition price was changed from the initial plan of ¥1,899 million (total of ¥1,909 million) to ¥1,799 million (total of ¥1,809 million).

2. Changed parts

The changed parts are underlined.

【Before change】

5. Number of shares acquired, value of acquisition, and status of stock ownership before and after acquisition

(3) Acquisition value	Common shares of TIRE WORLD KAN BEST	¥ <u>1,899</u> million
	Due diligence costs (estimate)	¥10 million
	Total (estimate)	¥ <u>1,909</u> million

【After change】

5. Number of shares acquired, value of acquisition, and status of stock ownership before and after acquisition

(3) Acquisition value	Common shares of TIRE WORLD KAN BEST	¥ <u>1,799</u> million
	Due diligence costs (estimate)	¥10 million
	Total (estimate)	¥ <u>1,809</u> million

3. Future forecast

It is expected that the impact of this change on the Company’s consolidated business earnings will be minor.